



THE AUSTRALIAN WEALTH ADVISORS GROUP LIMITED
ACN 653 634 292

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

Date of Meeting

Tuesday, 19 November 2024

Time of Meeting

10:00am (AEDT)

Place of Meeting

Online at:

registrydirect.com.au/awag/2024-agm

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT
CAREFULLY**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of The Australian Wealth Advisors Group Limited (the “**Company**”) will be held virtually via an online platform accessible at registrydirect.com.au/awag/2024-AGM on Tuesday, 19 November 2024 commencing at 10:00am (AEDT) (the “**Meeting**”).

The Meeting will be held as a fully virtual meeting, whereby Shareholders can attend virtually via the online platform at registrydirect.com.au/awag/2024-AGM.

By accessing the online platform, Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should contact your professional adviser as soon as possible.

Should you wish to discuss a matter in the Notice of Meeting please do not hesitate to contact the Company at +61 3 9674 0600.

All Resolutions to be considered at the Meeting will be decided by a poll.

The Explanatory Memorandum that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX code: WAG) and posted on our website at <https://www.awag.au/>.

ORDINARY BUSINESS:

1. Financial Statements and Reports

To receive and consider the Financial Report of the year ended 30 June 2024 together with the Directors' Report and Auditor's Report as set out in the Company's 2024 Annual Report.

Note: No vote is required on this item.

2. Resolution 1 - Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2024, be adopted."

Note: The 2024 Remuneration Report is set out in the Company's 2024 Annual Report. The vote on this resolution is *advisory only* and does not bind the Directors of the Company.

Voting exclusion

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on this Resolution 1, in accordance with the directions given to the proxy to vote on Resolution 1 in that way;
- (b) it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (c) it is cast by 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 by 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.

Any undirected proxies held by Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chair) will not be voted on this Resolution.

Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the Chair to vote by marking the box for this Resolution. By marking the Chair's box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 1.

3. RESOLUTION 2 – Re-election of Mr David Slack as a Director

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

“That, for the purpose of clause 51.1(b) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David Slack who was appointed as a Director on 3 April 2024, retires, and being eligible, is re-elected as a Director.”

There are no voting exclusions on Resolution 2.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 2.

4. Resolution 3 - Re-election of Mr Mark Stephen as a Director

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

“That, Mark Stephen, who retires in accordance with clause 51.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

There are no voting exclusions on Resolution 3.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 3.

5. Resolution 4 – Appointment of Auditor

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

“That pursuant to section 327B of the Corporations Act and for all other purposes, approval is given for the appointment of BG Private as the Company's External Auditor, with effect from the conclusion of the AGM 2024.”

There are no voting exclusions on Resolution 4.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 4.

6. Resolution 5 – Approval of 10% Placement capacity

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

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

Voting Exclusion

At the date of the notice of meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under a voting exclusion in the notice.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in **FAVOUR** of Resolution 5.

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD

Signed by:


Lee Lafrate

Chair

16 October 2024

Online Platform details

The Company has decided to hold a fully virtual Meeting whereby Shareholders can participate via the online platform at registrydirect.com.au/awag/2024-AGM.

Shareholders can join the online Meeting by following the instructions set out in the link below:

https://www.registrydirect.com.au/wpcontent/uploads/2022/07/Registry_Direct_online_voting_guide.pdf

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at anshu.raghuvanshi1@compuetrshare.com.au.

All Resolutions to be considered at the Meeting will be decided by poll based on proxy votes received prior to the commencement of the Meeting and votes cast at the Meeting via the online platform. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on in this Notice to ensure that their votes are counted.

Defined Terms

Capitalised terms used in this Notice will, unless the context requires otherwise, have the meaning given to them in the Glossary in the Explanatory Memorandum attached to this Notice.

Voting and required majority - Corporations Act

1. In accordance with section 249HA of the Corporations Act, for all resolutions to be effective, not less than 28 days written notice specifying the intention to propose the Resolution has been given.
2. For all Resolutions to be effective, the Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

All Resolutions will be determined by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting. On a poll, every Shareholder has one vote for each Ordinary Share held.

Entire Notice

The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on 17 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Casting Voting during the meeting

In order to vote you will need a Registry Direct account. If you do not have one, please contact registry@registrydirect.com.au. State the name of the issuer in the subject line and in the body of the email state the name of the holder and the last five digits of your HIN/SRN.

Casting a vote by proxy

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form by providing voting directions for each resolution by marking “For”, “Against” or “Abstain”. Votes will only be valid for Resolutions marked. Unless you have appointed the Chair as your proxy, no vote will be counted for Resolutions left blank. If you appoint the Chair of the Meeting as your proxy and do not provide voting directions for each Resolution, the Chair intends to vote for all the Resolutions.

You can return your completed proxies via:

- mailing to Registry Direct, PO Box 572 Sandringham, Victoria 3191 Australia; or
- email to registry@registrydirect.com.au
- send by fax to +61 3 9111 5652 .

In order for a proxy appointment to be valid, the Company must receive, at least 48 hours before the AGM (being no later than 10:00am (AEDT) on 17 November 2024.

Proxies and Representatives

1. All Shareholders who are entitled to attend at the Meeting may appoint a proxy for that purpose.
2. A proxy need not be a Shareholder of the Company.
3. Each Shareholder who is entitled to cast two or more votes at the Meeting, may appoint up to two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder’s votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.

4. If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
5. If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney.
6. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding the Meeting or any adjourned Meeting.
7. Any Proxy Form received after this deadline will be treated as invalid.
8. If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of or against each Resolution as set out in the Explanatory Memorandum.
9. A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with information to assist their assessment of the merits of the Resolutions contained in the accompanying Notice for the Annual General Meeting of the Company to be held virtually via the online platform at registrydirect.com.au/awag/2024-AGM on Tuesday, 19 November 2024 commencing at 10:00am (AEDT).

Shareholders should read this Explanatory Memorandum and the Notice in full before deciding how to vote on the Resolutions set out in the Notice.

Capitalised terms used in this memorandum and the Notice are defined in Section 7.

1 Financial Statements and Reports

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the Meeting. There is no requirement for Shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

2 Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

The Remuneration Report includes information on:

- (a) Principles used to determine the nature and amount of remuneration;
- (b) Details of remuneration;
- (c) Service agreements;
- (d) Share based compensation
- (e) Additional disclosures relating to key management personnel.

As required by section 300A of the Corporations Act, the Remuneration Report is included in the Company's Annual Report, which is available on the Investor section of the Company's website at <https://www.awag.au/investor-centre>.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The vote on this resolution is **advisory only** and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and executives.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors other than the Managing Director must be offered up for election.

Key Management Personnel and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Board recommends that Shareholders vote in FAVOUR of Resolution 1.

3 Resolution 2 – Re-election of Mr David Slack as a Director

Background

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the entity.

Clause 50.1(a) of the Constitution provides that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

On 3 April 2024, the Company announced the appointment of Mr David Slack as a Non-Executive Director.

Pursuant to clause 51.3 of the Constitution, Mr David Slack seek re-election.

Bio of Mr David Slack

Mr Slack has over 40 years of distinguished experience in establishing and leading successful equity management endeavours in Australia. In 1984, he laid the foundation for County Natwest/Invesco, crafting a resilient investment framework that yielded exceptional performance outcomes. Subsequently, David spearheaded Portfolio Partners, growing it to \$5.3 billion in funds under management prior to its acquisition by Norwich Union. Subsequently, David grew Karara Capital to over \$3 billion in funds under management. He also assumed a co-management role for The Ironbark Karara Small Companies Fund, consistently outperforming its benchmark by 2.8% annually over a commendable 12-year period until mid-2022. David is also actively involved in broadacre farming in NSW, collaborating with joint venture partners and managers to drive forward productivity enhancements, underscoring his commitment to agricultural innovation.

Qualifications: Bachelor of Economics from University of Queensland

The Board (with Mr Slack abstaining) recommends that Shareholders vote in FAVOUR of Resolution 2.

4 Resolution 3 – Re-election of Mr Mark Stephen as a Director

Background

Clause 51 of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year, and if no person is standing for

election or re-election under clauses 51.1 and 51.2, the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 51.3 of the Company's Constitution, Mark Stephen will retire at this Meeting, and being eligible for re-election, has submitted himself for re-election at this Meeting.

Mr Stephen was appointed a Director of the Company on 23 September 2021.

Bio of Mr Mark Stephen

Mr Stephen has over 30 years' experience in the financial services industry growing successful integrated advice businesses across the wealth management, financial planning and accounting professions, with focus on strategic growth and strong business development and improvement. Mark is currently the Managing Director of Civitas Services Australia Pty Ltd and former CEO of Lonsdale Financial Group Limited (now part of Insignia).

Qualifications: Bachelor of Education, Advanced Diploma in Business Management, Advanced Diploma in Financial Planning, Certified Financial Planner and is a Graduate of the Australian Institute of Company Directors (GAICD).

The Board (with Mr Stephen abstaining) recommends that Shareholders vote in FAVOUR of Resolution 3.

5 Resolution 4 – Appointment of Auditor

Background

Section 327B(1) of the Corporations Act requires a public company to appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting. An Auditor appointed under section 327B (1) holds office until the auditor is removed, or resigns, from office in accordance with section 329.

The Company's Auditor, Charterhouse & Co Auditors Pty Ltd has informed AWAG of its intention to resign as the Auditor of the Company and the Board proposes to appoint BG Private as Auditors from the conclusion of the AGM which will be subject to receiving the consent of ASIC to the resignation of Charterhouse & Co Auditors Pty Ltd in accordance with s329(5) of the Corporations Act 2001 (Act).

In accordance with section 328B of the Corporations Act which requires a member to provide a nomination for the appointment of auditor, a Shareholder has nominated BG Private for being appointed as Auditor. A copy of the nomination of BG Private is included in this Notice as required by the Corporations Act at *Annexure A*.

Under section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes BG Private has consented in writing to act as Auditor of the Company. The change of Auditor has occurred as a result of AWAG tendering for the external audit service.

Accordingly, Shareholder approval is being sought for Resolution 4 to appoint BG Private as the External Auditor of the Company.

Bio of the appointing Auditor

BG Private (formerly Banks Group and BG Private Clients) is a fully integrated multi-disciplinary accounting, audit and advisory firm with offices in Melbourne and Sydney. BG Private has been proactively engaged in helping clients to achieve their personal and business goals since 1978. With 100+ staff members across 8 service lines, and with 7000+ loyal clients, BG Private are consistently ranked among the AFR Top 100 Accounting Firms nationally.

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

6 Resolutions 5 – Approval of 10% Placement Capacity

Background

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**). The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a **special resolution**. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a market capitalisation equal to or less than \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and, as at close of trade on 30 September 2024 had a current market capitalisation of approximately \$21.56 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being Shares (ASX Code: WAG).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

- A** is the number of Shares on issue at the commencement of the 12 months immediately preceding the date of issue or agreement (the **Relevant Period**):
- a) plus the number of Shares issued in the Relevant Period under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - b) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - i. the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - ii. the issue of, or agreement to issue the convertible securities was approved or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
 - c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - i. the agreement was entered into before the commencement of the Relevant Period; or
 - ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
 - d) plus the number of any other Shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or 7.4;
 - e) plus the number of partly paid shares that became fully paid in the Relevant Period;
 - f) less the number of Shares cancelled in the Relevant Period.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of Ordinary Securities under ASX Listing Rule 7.4.

Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

Minimum Price

The minimum price at which the Equity Securities may be issued under Listing Rule 7.1A.2 is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- ii. if the Equity Securities are not issued within 10 ASX trading days of the date in section 4.3(a)(i), the date on which the Equity Securities are issued.

Securities can only be issued under Listing Rule 7.1A for cash consideration.

10% Placement Period

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

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

(10% Placement Capacity Period).

Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (**Variable A** in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.16 (50% decrease in Issue Price)	\$0.320 Issue Price	\$0.48 (50% increase in Issue Price)
74,365,000 (Current Variable A)	10% Dilution	7,436,500	7,436,500	7,436,500
	Funds raised	1,189,840	2,379,680	3,569,520
111,547,500 (50% increase in Variable A)	10% Dilution	11,154,750	11,154,750	11,154,750
	Funds raised	1,784,760	3,569,520	5,354,280
148,730,000 (100% increase in Variable A)	10% Dilution	14,873,000	14,873,000	14,873,000
	Funds raised	2,379,680	4,759,360	7,139,040

- The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, the exercise of options currently on issue or that are issued with Shareholder approval under Listing Rule 7.1.)
- The table above uses the following assumptions:
 - There were 74,365,000 Shares on issue as at 30 September 2024.
 - The issue price set out above is based on the closing Share price of the Company on 30 September 2024 (\$0.32).
 - The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
 - The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised or converted into Shares before the date of issue of the Equity Securities.
 - The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- 1) the market price for the Company's Shares may be significantly lower or higher on the issue date than on the date of the Meeting; and
- 2) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the purposes of WAG business development, marketing, customer training and support, international expansion and general working capital.

The Company notes that the securities issued to pay for the above purposes will be issued for cash consideration only.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new

resources, assets or investments (subject to such vendors paying cash consideration for Shares issued under the 10% Placement Capacity as required).

Previous approval under ASX Listing Rule 7.1A.2

The Company is listed on 14 February 2024, and no previous approval has been sought before.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- i. a list of the recipients of the Equity Securities and the number of Equity Securities issued to
- ii. each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- iii. the information required by ASX Listing Rule 3.10.3 for release to the market.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 5 to adopt the Remuneration Report.

Annual Report means the 2024 Annual Report, a copy of which may be obtained from the Company's website at <https://www.awag.au/>

AGM or Meeting means the Annual General Meeting of the Company to be held virtually via the online platform at registrydirect.com.au/awag/2024-AGM on 19 November 2024 commencing at 10:00am (AEDT).

ASIC means Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the board of the Directors of the Company from time to time.

Chair means the person who chairs the AGM.

Company means The Australian Wealth Advisors Group Limited ACN 653 634 292.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means each of the directors of the Company, as appointed from time to time.

Directors' Report means the report of the Directors, which accompanies the Financial Report.

Explanatory Memorandum means this document.

Financial Report means the consolidated annual financial report of The Australian Wealth Advisors Group Limited for the year ended on 30 June 2024 that accompanies the Notice.

Group means the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

Listing Rules means the official rules of the ASX.

Notice means the notice for the Meeting accompanying this Explanatory Memorandum.

Proxy Form means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolution means each of the resolutions set out in the Notice.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

Company Secretary means the Company Secretary of the Company

Annexure A: Auditor Nomination Letter from Shareholder

9 October 2024

The Australian Wealth Advisors Group (WAG)
ACN - 653 634 292
Level 5 30 Collins Street
Melbourne VIC 3000

RE: Notice of Nomination of Auditor in accordance with section 328B of the Corporations Act 2001
(Cth) (the Act)

I, Lee lafrate, being a member of The Australian Wealth Advisors Group (WAG or the Company) nominates BG Assurance Pty Ltd (ABN 75 115 749 598) for appointment to the position of Auditor of the Company at the next Annual General Meeting.

I, Lee lafrate, consent to provision of a copy of this Notice to BG Assurance Pty Ltd (ABN 75 115 749 598) and the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2024 Annual General Meeting of the Company as required by section 328B(3) of the Act.

Signed,

Signed by:

34600F333D9F4AD...
Lee lafrate




7 October 2024

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 registrydirect.com.au/investor



HIN/SRN: <SRN/HIN>

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of The Australian Wealth Advisors Group Limited (ABN 31 653 634 292) (the Company) to be held at 10:00 a.m. AEDT on Tuesday, 19 November 2024 and at any adjournment or postponement of the meeting. This form must be completed and returned by 10:00 a.m. AEDT on Sunday, 17 November 2024.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of The Australian Wealth Advisors Group Limited and entitled to attend and vote hereby appoint:

☐

the Chair of
the Meeting (mark
box with 'X')

OR

Write here the name of the person (or body corporate)
you are appointing if this person is someone other than
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of The Australian Wealth Advisors Group Limited to be held at 10:00 a.m. AEDT on Tuesday, 19 November 2024 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

Important for Resolution 1: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on this Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.

Step 2 - Direct how your votes are to be cast

Resolution 1

ADOPTION OF REMUNERATION REPORT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

RE-ELECTION OF MR DAVID SLACK AS A DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 3

RE-ELECTION OF MR MARK STEPHEN AS A DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 4

APPOINTMENT OF AUDITOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 5

APPROVAL OF 10% PLACEMENT CAPACITY

Resolution type: **Special**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:



EMAIL:

registry@registrydirect.com.au



POST:

PO Box 572
Sandringham Vic 3191



FAX:

+61 3 9111 5652