

BROO LIMITED

ACN: 060 793 099

Notice of Annual General Meeting

Date: 6 November 2020

Time: 11:00 am (AEDT)

Venue: Virtual Meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Justyn Stedwell, on +61(0) 3 8395 5446.

Broo Limited
ACN 060 793 099
Notice of Annual General Meeting

MEEETING DETAILS

Notice is hereby given that the Annual General Meeting of Broo Limited ACN 060 793 099 will be held via conference facility on Friday, 6 November 2020 at 11:00 am AEDT.

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either at the virtual Meeting or by completing and returning the proxy enclosed herein.
2. **Due to the current COVID-19 pandemic restrictions, the Meeting will be held as a fully virtual annual general meeting via conference facility.**
3. **To join the Meeting via conference facility please register to attend by 5:00 pm AEDT on 30 October 2020 by contacting the Company Secretary Justyn Stedwell by email to justyn@stedwell.com.au or by calling (03) 8395 5446. Instructions regarding attending, voting and asking questions at the Meeting will be provided upon registration.**
4. Discussion will take place on all the items of business set out below.
5. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
6. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary at page 32.
7. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1 - Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2020.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of Company's external auditor, Connect Audit & Assurance Services Pty Ltd, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting

policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2020 Annual Report can be viewed online on the ASX website www.asx.com.au. ASX code: BEE.

Item 2 – Resolutions

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2020 included in the Directors’ Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (**Excluded Persons**). However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Re-Election of Mathew Boyes as a Director

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

“That, Mr. Mathew Boyes, who was appointed a Director of the Company on 11 November 2010, retires in accordance with clause 3.6 of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”

Resolution 3 – Ratification of the previous issue of 50,000,000 Shares

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 7.4 and all other purposes, the Shareholders ratify the previous issue of 50,000,000 Shares, as referred to in the Explanatory Statement.”

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

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or persons.

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

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

Resolution 4 – Ratification of the previous issue of 15,000,000 Options

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 7.4 and all other purposes, the Shareholders ratify the previous issue of 15,000,000 Options, as referred to in the Explanatory Statement.”

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

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or persons.

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

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

Resolution 5 – Ratification of the previous issue of 13,333,332 Shares

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 7.4 and all other purposes, the Shareholders ratify the previous issue of 13,333,332 Shares, as referred to in the Explanatory Statement.”

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

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or persons.

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

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

Resolution 6 – Ratification of the previous issue of 10,000,000 Options

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 7.4 and all other purposes, the Shareholders ratify the previous issue of 10,000,000 Options, as referred to in the Explanatory Statement.”

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

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or persons.

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

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

Resolution 7 – Ratification of the previous issue of 70,274,770 Shares to the Placement Investors

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 7.4 and all other purposes, the Shareholders ratify the previous issue of 70,274,770 Shares to the Placement Investors, as referred to in the Explanatory Statement.”

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

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or persons.

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

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

Resolution 8 – Approval to issue 35,137,385 Options to Placement Investors

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 7.1 and all other purposes, the issue of 35,137,385 Options to the Placement Investors, as referred to in the Explanatory Statement, is approved.”

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

- a person who is expected to participate or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or persons.

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

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

Resolution 9 – Approval to issue up to 20,000,000 Lead Manager Options to Lead Manager

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 7.1 and all other purposes, the issue of up to 20,000,000 Lead Manager Options, comprising of:

- (a) the issue of 5,000,000 Tranche 1 Lead Manager Options; and*
- (b) subject to and conditional upon the Tranche 2 Condition being satisfied, the issue of 15,000,000 Tranche 2 Lead Manager Options,*

to the Lead Manager, on the terms and conditions set out to in the Explanatory Statement, is approved.”

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

- the Lead Manager and/or its nominee;
- a person who is expected to participate or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or persons.

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

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

Resolution 10 – Approval to issue Shares and Options to related party – Mr. Mathew Boyes in lieu of fees payable

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 Company to issue 3,244,444 Shares and 1,622,222 Options to Mr. Mathew Boyes (and/or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

- Mathew Boyes and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution,

provided the Chair is not an Excluded Person, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 11 – Approval to issue Shares and Options to related party – Mr. Matthew Newberry in lieu of fees payable

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,244,444 Shares and 1,622,222 Options to Mr. Matthew Newberry (and/or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

- Matthew Newberry and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution,

provided the Chair is not an Excluded Person, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 12 – Approval of additional capacity to issue shares under Listing Rule 7.1A

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, Shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms set out in the explanatory statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by a person who may participate in the issue of Equity Securities 10% Placement Capacity or a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities in the Company) if this Resolution is passed, and any associates of those persons.

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

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

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEDT on 4 November 2020.

Votes

Voting on each resolution will be on a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either “For”, “Against” or “Abstain” on the form of proxy for that item of business. An instrument of proxy deposited or received by the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chair of the Meeting.

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company’s members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected vote

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chair will vote undirected proxies on, and in favour of each Resolution.

Direction to Chair for Resolutions 1, 10 and 11

If the proxy is the Chair, the Chair can also vote undirected proxies on Resolutions 1, 10 and 11 if the proxy form expressly authorises the Chair to vote on Resolutions 1, 10 and 11 even though Resolutions 1, 10 and 11 are connected with the remuneration of key management personnel.

The Chair will not vote any undirected proxies in relation to Resolutions 1, 10 and 11 unless the Shareholder expressly authorises the Chair to vote in accordance with the Chair’s stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chair intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolutions 1, 10 and 11.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 11:00 am AEDT on Wednesday 4 November 2020:

- on-line by going to www.investorvote.com.au or by scanning the QR Code, found on the enclosed Proxy Form, with your mobile device; and
- at the Company's share registry, Computershare Investor Services Pty Limited, in person at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067, by mail at Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Any revocations of proxies must be received at one of these places before commencement of the Meeting.

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

For more information concerning the appointment of proxies, please refer to the reverse side of the enclosed proxy form.

Questions

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, Connect Audit & Assurance Services Pty Ltd. These questions should relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Connect Audit & Assurance Services Pty Ltd if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2020. Relevant written questions for Connect Audit & Assurance Services Pty Ltd must be received by the Company no later than 11:00 am AEDT on 30 October 2020. A representative of Connect Audit & Assurance Services Pty Ltd will provide answers to the questions at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 8395 5446.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1 – Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online on the ASX website www.asx.com.au (ASX code: BEE).

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, Connect Audit & Assurance Services Pty Ltd, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 30 June 2020.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2020 to the Company's external Auditor no later than 11:00 am AEDT on 30 October 2020. A representative of Connect Audit & Assurance Services Pty Ltd will provide answers to the questions at the Meeting.

Item 2 – Resolutions

Resolution 1: Adoption of Remuneration Report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2020.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act require a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs,

shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company did not receive a first strike at its 2019 Annual General Meeting. The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates for a listed company of its size and scale of operations.

The Remuneration Report is set out in the Company's 2020 Annual Report. The 2020 Annual Report can be viewed online at the ASX website, www.asx.com.au, (ASX Code: BEE).

Resolution 2: Re-Election of Mr. Mathew Boyes as a Director

In accordance with Article 3.6 of the Constitution, Mr Mathew Boyes, a Director appointed on 11 November 2010 retires by rotation at the close of this Annual General Meeting and, being eligible for re-election, offers himself for re-election as a Director.

Mathew is a non-executive director of the Company and is based in Australia. He is a Chartered Accountant and a partner at Harper Group.

Mathew completed his Bachelor of Commerce from the Deakin University and was admitted as a Chartered Accountant in 1999, becoming a Chartered Accountant Financial Planning Specialist in 2010 and a SMSF Specialist Advisor with the Self Managed Super Fund Association in 2011.

Mathew has over 15 years' experience in accounting and professional services, with a strong track record of assisting clients with the operation of their businesses and financial affairs. As a result, Mathew brings substantial professional experience that will be valuable for the management of the Company.

Resolution 2 seeks approval for the re-election of Mr Mathew Boyes as a Director of the Company.

Resolution 3 – Ratification of the previous issue of 50,000,000 Shares

On 8 January 2020, the Company issued 50,000,000 Shares raising \$500,000 (before costs). The Shares were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to ratify the previous issue of 50,000,000 Shares for the purposes of Listing Rule 7.4 and all other purposes.

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

The issue of 50,000,000 Shares referred to in Resolution 3 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made (and pursuant to Listing Rule 7.1 (and provided that the previous issues did not breach Listing Rule 7.1)). If they do, the issue is taken to have been approved under Listing

Rule 7.1 and consequently, 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 without having to obtain shareholder approval for such issue under Listing Rule 7.1.

To this end Resolution 3 seeks Shareholder approval to ratify, pursuant to Listing Rule 7.4, the previous issue of 50,000,000 Shares on 8 January 2020.

If Resolution 3 is passed, the 50,000,000 Shares issued on 8 January 2020 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 3, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

Technical information required by Listing Rule 7.5

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

The number of securities issued	50,000,000 Shares
Issue price per security	\$0.01 per share
Terms of security	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
Persons whom securities were issued or basis of issue	The Shares were allotted and issued under private placement to professional and sophisticated investors none of whom was a related party of the Company at the time of the issue.
Date of Issue	8 January 2020
Use of funds raised	The funds raised by the placement were principally used by the Company for general working capital purposes as it moves forward with its plans to develop its portfolio of beer brands.

A voting exclusion statement is contained in Resolution 3.

Resolution 4 – Ratification of the previous issue of 15,000,000 Options

On 31 January 2020 the Company issued 15,000,000 unlisted Options (exercisable at \$0.02 per Option on or prior to 8 January 2022) (**Unlisted January Options**) in consideration for commercial services provided to the Company. The Unlisted January Options were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1.

Resolution 4 seeks Shareholder approval to ratify the previous issue of Unlisted January Options for the purposes of Listing Rule 7.4 and all other purposes.

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

The issue of 15,000,000 Unlisted January Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made (and pursuant to Listing Rule 7.1 (and provided that the previous issues did not breach Listing Rule 7.1). If they do, the issue is taken to have been approved under Listing Rule 7.1 and consequently, 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 without having to obtain shareholder approval for such issue under Listing Rule 7.1.

To this end Resolution 4 seeks Shareholder approval to ratify, pursuant to Listing Rule 7.4, the previous issue of those 15,000,000 Unlisted January Options.

If Resolution 4 is passed, the 15,000,000 Unlisted January Options issued on 31 January 2020 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 4, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

Technical information required by Listing Rule 7.5

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

The number of securities issued	15,000,000 Unlisted January Options
Issue price per security	Issued for in consideration for commercial services provided to the Company and as such, no cash consideration was paid or payable for the issue of such Options.
Terms of security	Each Unlisted January Option entitles the holder to subscribe for one Share in the Company and expire on 8 January 2022. The Unlisted January Options are exercisable \$0.02 per Option, and were otherwise issued on the terms and conditions set out in Annexure A.

Persons whom securities were issued or basis of issue	The Unlisted January Options were allotted and issued to Sequoia Corporate Finance or their nominees.
Date of Issue	31 January 2020
Use of funds raised	No funds were raised from the issue of Unlisted January Options. In the event that the Unlisted January Options are exercised the funds raised will principally be used by the Company for general working capital purposes as it moves forward with its plans to develop its portfolio of beer brands.

A voting exclusion statement is contained in Resolution 4.

Resolution 5 – Ratification of the previous issue of 13,333,332 Shares

On 30 June 2020 the Company issued 13,333,332 Shares raising \$200,000 (before costs). The Shares were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to ratify the previous issue of 13,333,332 Shares for the purposes of Listing Rule 7.4 and all other purposes.

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

The issue of 13,333,332 Shares referred to in Resolution 5 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made (and pursuant to Listing Rule 7.1 (and provided that the previous issues did not breach Listing Rule 7.1). If they do, the issue is taken to have been approved under Listing Rule 7.1 and consequently, 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 without having to obtain shareholder approval for such issue under Listing Rule 7.1.

To this end Resolution 5 seeks Shareholder approval to ratify, pursuant to Listing Rule 7.4, the previous issue of 13,333,332 Shares on 30 June 2020.

If Resolution 5 is passed, the issue of 13,333,332 Shares contemplated by Resolution 5 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 5, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

Technical information required by Listing Rule 7.5

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

The number of securities issued	13,333,332 Shares
Issue price per security	\$0.015 per share
Terms of security	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
Persons whom securities were issued or basis of issue	The Shares were allotted and issued under private placement to professional and sophisticated investors none of whom was a related party of the Company at the time of the issue.
Date of Issue	30 June 2020
Use of funds raised	The funds raised by the placement were principally used by the Company for general working capital purposes as it moves forward with its plans to develop its portfolio of beer brands.

A voting exclusion statement is contained in Resolution 5.

Resolution 6 – Ratification of the previous issue of 10,000,000 Options

On 30 June 2020 the Company issued 10,000,000 unlisted Options (exercisable at \$0.02 per Option on or before 30 June 2022) (**Unlisted June Options**) in part consideration for advisory services provided to the Company. The Unlisted June Options were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1.

Resolution 6 seeks Shareholder approval to ratify the previous issue of the Unlisted June Options for the purposes of Listing Rule 7.4 and all other purposes.

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

The issue of 10,000,000 Unlisted June Options contemplated by Resolution 6 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity

Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made pursuant to Listing Rule 7.1 (and provided that the previous issues did not breach Listing Rule 7.1). If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under 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 for such issue under Listing Rule 7.1.

To this end Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 10,000,000 Unlisted June Options.

If Resolution 6 is passed, the issue of 10,000,000 Unlisted June Options issued on 30 June 2020 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 6, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

The number of securities issued	10,000,000 Unlisted June Options
Issue price per security	Issued in part consideration for the advisory services provided to the Company and as such, no cash consideration was paid or payable to the Company for such issue.
Terms of security	Each Unlisted June Option entitles the holder to subscribe for one Share in the Company and expire on 30 June 2022. The Unlisted June Options are exercisable \$0.02 per Option, and were otherwise issued on the terms and conditions set out in Annexure A.
Persons whom securities were issued or basis of issue	The Unlisted June Options were allotted and issued to 61 Financial Information Technology Pty Ltd and/or their nominees.
Date of Issue	30 June 2020
Use of funds raised	No funds were raised from the issue of the Unlisted June Options. In the event that the

	Unlisted June Options are exercised the funds raised will principally be used by the Company for general working capital purposes as it moves forward with its plans to develop its portfolio of beer brands.
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A voting exclusion statement is contained in Resolution 6.

Resolution 7 – Ratification of the previous issue of 70,274,770 Shares to the Placement Investors

On 28 August 2020 the Company issued 70,274,770 Shares raising \$1,264,946 (before costs) (**Placement Shares**). Of the 70,274,770 Placement Shares, 5,847,529 Placement Shares were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1, and 64,427,241 Placement Shares were issued without the prior approval of Shareholders and in accordance with Listing Rule 7.1A.

Resolution 7 seeks Shareholder approval to ratify the previous issue of 70,274,770 Placement Shares for the purposes of Listing Rule 7.4 and all other purposes.

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

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Security comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 19 November 2019.

The issue of 70,274,770 Placement Shares referred to in Resolution 7 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the aggregate 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issues did not breach Listing Rule 7.1 and 7.1A). If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities under Listing Rule 7.1 or 7.1A (as applicable) without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issued under Listing Rule 7.1 or 7.1A (as applicable).

To this end Resolution 7 seeks Shareholder approval to ratify, pursuant to Listing Rule 7.4, the previous issue of 70,274,770 Placement Shares.

If Resolution 7 is passed, the 70,274,770 Placement Shares issued on 28 August 2020 will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 7:

- (a) 5,847,529 Placement Shares issued on 28 August 2020 will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date; and
- (b) 64,427,241 Placement Shares issued on 28 August 2020 will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 64,427,241, Equity Securities until the earlier of:
 - (i) 20 November 2020;
 - (ii) the Company's next annual general meeting; or
 - (iii) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

The number of securities issued	70,274,770 Placement Shares
Issue price per security	\$0.018 per share
Terms of security	The Placement Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
Persons whom securities were issued or basis of issue	The Placement Shares were allotted and issued under private placement to professional and sophisticated investors none of whom was a related party of the Company at the time of the issue.
Date of Issue	28 August 2020
Use of funds raised	The funds raised by the placement were principally used by the Company for funding beer production orders under the CUB Agreement entered into by the Company (as announced on 12 August 2020) and working capital.

A voting exclusion statement is contained in Resolution 7.

Resolution 8 – Approval to issue 35,137,385 Options to Placement Investors

On 26 August 2020, the Company announced completion of a private placement raising \$1,254,945.86 (before costs) from sophisticated and professional investors through the issue of 70,274,770 Placement

Shares at \$0.018 per Share and, one (1) free attaching option to acquire a Share exercisable at \$0.03 on or before 31 October 2022 (**Placement Options**) for every two (2) Placement Shares issued.

Resolution 8 seeks Shareholder approval for the issue of 35,137,402 Placement Options for the purposes of Listing Rule 7.1 and all other purposes.

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

The issue of 35,137,402 Placement Options contemplated by Resolution 8 does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 8 seeks the required Shareholder approval to the issue of the 35,137,402 Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, it will permit the Directors to complete the issue of the Placement Options no later than 3 months after the date of the Meeting (or such longer period as allowed by ASX). In addition, the issue of the Placement Options 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.

In the event that Shareholders do not approve Resolution 8 the Company will be unable to issue the Placement Options.

The following additional information is provided pursuant to the requirements of Listing Rule 7.3.

The number of securities to be issued	35,137,402 Placement Options
Issue price per security	The Placement Options are free attaching Options issued for nil consideration.
Terms of security	<p>Each Placement Option will entitle the holder to subscribe for one Share in the Company and expire on 31 October 2022. The Options are exercisable \$0.03 per Option, and were otherwise issued on the terms and conditions set out in Annexure A.</p> <p>The Company will seek to apply to the ASX for the quotation of the Placement Options subject to compliance with the requirements under the Listing Rules.</p>
Persons to whom securities will be issued or basis of issue	The Placement Options will be allotted and issued to the holders of the Placement Shares none of whom was a related party of the Company at the time of the issue of private placement Shares.
Date of Issue	Subject to Shareholders approval to Resolution 8 being obtained, the Placement Options will be issued no later than 3 months after the date of

	the Meeting or such later date as permitted by ASX.
Use of funds raised	Whilst no funds will be raised from the issue of Placement Options, should the Placement Options be exercised, the funds will principally be used by the Company for funding beer production orders under the CUB Agreement entered into by the Company (as announced on 12 August 2020) and working capital.

A voting exclusion statement is contained in Resolution 8.

Resolution 9 – Approval to issue up to 20,000,000 Lead Manager Options to Lead Manager

On 26 August 2020, the Company announced:

- (a) completion of a private placement raising \$1,254,945.86 (before costs) from sophisticated and professional investors through the issue of 70,274,770 Placement Shares at \$0.018 per Share and, one (1) free attaching Placement Option for every two (2) Placement Shares issued (**Placement**); and
- (b) a 1:5 pro-rata non-renounceable rights issue (**Entitlement Offer**) to Eligible Shareholders of up to approximately 156,068,102 Shares at an issue price of A\$0.018 per Share ('Issue Price'), together with one (1) free-attaching Option to acquire one ordinary share exercisable at A\$0.03 on or before 31 October 2022 for every two (2) Entitlement Shares subscribed for and issued.

A Prospectus in respect of the Entitlement Offer and other Offers was subsequently issued on 31 August 2020.

Pursuant to the Mandate, 61 Financial Information Technology Pty Ltd (**Lead Manager**) acted as lead manager to the Placement and the Offers (including the Entitlement Offer) and is entitled to be issued up to 20,000,000 Options, comprising:

- (a) 5,000,000 Options (exercisable at \$0.03 per option on or before 31 October 2022) (**Tranche 1 Lead Manager Options**) in part consideration for services provided to the Company in association with the Placement; and
- (b) 15,000,000 Options (exercisable at \$0.03 per option on or before 31 October 2022) (**Tranche 2 Lead Manager Options**) in part consideration for services provided to the Company in association with, and conditional upon successful completion of, the Entitlement Offer (including, in particular, the placement of the Shortfall Securities under the Shortfall Placement by the Lead Manager),

(collectively "**Lead Manager Options**"), subject to the Company obtaining the Shareholder approval to their issuance pursuant to Listing Rule 7.1 (if required).

Resolution 9 seeks Shareholder approval for the issue of:

- (a) 5,000,000 Tranche 1 Lead Manager Options:
- (b) 15,000,000 Tranche 2 Lead Manager Options, subject to and conditional upon successful completion of, the Entitlement Offer (including, in particular, the placement of the Shortfall Securities under the Shortfall Placement by the Lead Manager (**Tranche 2 Condition**),

for the purposes of Listing Rule 7.1 and all other purposes.

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

The issue of the Lead Manager Options contemplated by Resolution 9 does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 9 seeks the required Shareholder approval to:

- (a) the issue of 5,000,000 Tranche 1 Lead Manager Options; and
- (b) the issue of 15,000,000 Tranche 2 Lead Manager Options upon satisfaction of the Tranche 2 Condition,

under and for the purposes of Listing Rule 7.1.

If Resolution 9 is passed, it will permit the Directors to complete:

- (a) the issue of the Tranche 1 Lead Manager Options; and
- (b) subject to satisfaction of the Tranche 2 Condition, the issue of the Tranche 2 Lead Manager Options,

no later than 3 months after the date of the Meeting (or such longer period as allowed by ASX). In addition, the issue of the Lead Manager Options 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.

In the event that Shareholders do not approve Resolution 9, the Company may be unable to issue all or any of the Lead Manager Options and the Lead Manager may elect to a cash payment of \$100,000 (exclusive of GST) in lieu of the Lead Manager Options.

The following additional information is provided pursuant to the requirements of Listing Rule 7.3.

The number of securities to be issued	5,000,000 Tranche 1 Lead Manager Options 15,000,000 Tranche 2 Lead Manager Options
Issue price per security	The Tranche 1 Lead Manager Options will be issued for nil consideration in part consideration for services provided to the Company in association with the Placement. The Tranche 2 Lead Manager Options will be issued for nil consideration in part consideration for services provided to the Company in association with the Offers

Terms of security	<p>Each Lead Manager Option will entitle the holder to subscribe for one Share in the Company and expire on 31 October 2022. The Lead Manager Options will be exercisable at \$0.03 per Option, and will otherwise be issued on the terms and conditions set out in Annexure A.</p> <p>The Company will seek to apply to the ASX for the quotation of the Lead Manager Options subject to compliance with the requirements under the Listing Rules.</p>
Persons to whom securities will be issued or basis of issue	The Lead Manager Options will be allotted and issued to 61 Financial Information Technology Pty Ltd and/or their nominees.
Date of Issue	The Tranche 1 Lead Manager Options and the Tranche 2 Lead Manager Options will be issued no later than 3 months after the date of the Meeting or such later date as permitted by ASX, provided that the issue of the Tranche 2 Lead Manager Options is subject to the Tranche 2 Condition being satisfied.
Use of funds raised	Whilst no funds will be raised from the issue of Lead Manager Options, should the Lead Manager Options be exercised, the funds will principally be used by the Company for funding beer production orders under the CUB Agreement entered into by the Company (as announced on 12 August 2020) and working capital.

A voting exclusion statement is contained in Resolution 9.

Resolution 10 – Approval to Issue Shares and Options to related party – Mr. Mathew Boyes in lieu of fees payable

Purpose of Resolution 10

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,244,444 Shares at a deemed issue price of \$0.018 per Share plus one (1) free attaching Option to acquire a Share exercisable at \$0.03 on or before 31 October 2022 for every two (2) Shares issued (**Boyes Securities**) to Company Director Mr Mathew Boyes and/or his nominee in lieu of the cash payment of the Director's fees accrued to him for 16 months.

In order to conserve Company funds and reduce the debt payable to the Directors, Mr Mathew Boyes has agreed to accept the Boyes Securities in lieu of the cash payment of the Director's fees which have accrued to him for 16 months.

Mathew Boyes is currently entitled to be paid Director's fees of \$3,650 per month. Resolution 10 seeks Shareholder approval for the issue of the Boyes Securities to Mr Mathew Boyes and/or his nominee in lieu of the cash payment of 16 months of accrued Director's fees, being a total of \$58,400.

In the event that Shareholders do not approve Resolution 10, the outstanding Director's fees will remain a liability of the Company to Mr Mathew Boyes and be payable in cash at a future date upon demand by Mr Mathew Boyes.

Chapter 2E of the Corporations Act and Listing Rule 10.11

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

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

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

The issue of the Boyes Securities constitutes giving a financial benefit and Mr Mathew Boyes is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Mathew Boyes who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Boyes Securities because the agreement to issue the Boyes Securities, reached as part of the remuneration package for Mr Mathew Boyes, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Company has reached this view as the Boyes Securities are to be issued at a deemed issue price which is identical to the issue price of the Shares and free attaching Options that were offered under the Placement contemplated by Resolution 7 (which were issued to non-related arm's length investors in the Company).

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the issue of the Boyes Securities involves the issue of securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- (a) the Boyes Securities will be issued to Mr. Mathew Boyes and/or his nominee;
- (b) Mr. Mathew Boyes is a related party of the Company within Listing Rule 10.11, by virtue of being a Director of the Company;
- (c) The Boyes Securities are being issued in lieu of cash payment of the fees accrued to Mr Mathew Boyes for 16 months (totaling \$58,400) under a Director's Service Agreement entered into between the Company and Mr Mathew Boyes. Under that agreement, Mathew Boyes is currently entitled to be paid Director's fees of \$3,650 per month;

- (d) the maximum number of Boyes Securities to be issued is 3,244,444 Shares and 1,622,222 Options;
- (e) the Boyes Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Boyes Securities will occur on the same date;
- (f) the deemed issue price for the Shares comprised in the Boyes Securities will be \$0.018 per Share. The Options comprised in the Boyes Securities will be issued as free attaching Options. As such, no consideration will be payable for the issuance of those Options;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Each Option will entitle the holder to subscribe for one Share in the Company and expire on 31 October 2022. The Options will be exercisable for \$0.03 per Option, and will otherwise be issued on the terms and conditions set out in Annexure A. The Company will seek to apply to the ASX for the quotation of the Options subject to compliance with the requirements under the Listing Rules;
- (h) the Boyes Securities will be issued for nil cash consideration and accordingly no funds will be raised.

Listing Rule 7.1

Pursuant to Exception 14 in Listing Rule 7.2, the issue of the Boyes Securities is excepted from the requirement to obtain Shareholder approval under Listing Rule 7.1 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Boyes Securities to Mr Mathew Boyes (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 11 – Approval to Issue Shares and options to related party – Mr. Matthew Newberry in lieu of fees payable

Purpose of Resolution 11

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,244,444 Shares at a deemed issue price of \$0.018 per Share plus one (1) free attaching option to acquire a Share exercisable at \$0.03 on or before 31 October 2022 for every two (2) Shares issued (**Newberry Securities**) to Company Director Mr Matthew Newberry and/or his nominee in lieu of the cash payment of 16 months of accrued Director's fees.

In order to conserve Company funds and reduce the debt payable to the Directors, Mr Matthew Newberry has agreed to accept the Newberry Securities in lieu of the cash payment of the Director's fees accrued to him for 16 months.

Mr Matthew Newberry is currently entitled to be paid Director's fee of \$3,650 per month. Resolution 11 seeks Shareholder approval for the issue of the Newberry Securities to Mr Matthew Newberry and/or his nominee in lieu of the cash payment of 16 months of accrued Director's fees, being a total of \$58,400.

In the event that Shareholders do not approve Resolution 11, the outstanding Director's fees will remain a liability of the Company and be payable in cash at a future date upon demand by Mr Matthew Newberry.

Chapter 2E of the Corporations Act and Listing Rule 10.11

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

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

- (ii) give the benefit within 15 months following such approval,

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

The issue of the Newberry Securities constitutes giving a financial benefit and Mr Matthew Newberry is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Matthew Newberry who has a material personal interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Newberry Securities because the agreement to issue the Newberry Securities, reached as part of the remuneration package for Mr Matthew Newberry, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Company has reached this view as the Newberry Securities are to be issued at a deemed issue price which is identical to the issue price of the Shares and the free attaching Options that were offered under the Placement contemplated by Resolution 7 (which were issued to non-related arm's length investors in the Company).

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the issue of the Newberry Securities involves the issue of securities to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 11:

- (a) the Newberry Securities will be issued to Mr. Matthew Newberry and/or his nominee;
- (b) Mr. Matthew Newberry is a related party of the Company within Listing Rule 10.11, by virtue of being a Director of the Company;
- (c) The Newberry Securities are being issued in lieu of the cash payment of the fees accrued to Mr Matthew Newberry for 16 months (totaling \$58,400) under a Director's Service Agreement entered into between the Company and Mr Matthew Newberry. Under that agreement, Mr Matthew Newberry is currently entitled to be paid Director's fees of \$3,650 per month;
- (d) the maximum number of Newberry Securities to be issued is 3,244,444 Shares and 1,622,222 Options;
- (e) the Newberry Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Newberry Securities will occur on the same date;
- (f) the deemed issue price for the Shares comprised in the Newberry Securities will be \$0.018 per Share. The Options comprised in the Newberry Securities will be issued as free attaching Options. As such, no consideration will be payable for the issuance of those Options;
- (g) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Each Option will entitle the holder to subscribe for one Share in the Company and expire on 31 October 2022. The Options will be exercisable for \$0.03 per Option, and will otherwise be issued on the terms and conditions set out in

- Annexure A. The Company will seek to apply to the ASX for the quotation of the Options subject to compliance with the requirements under the Listing Rules;
- (h) the Newberry Securities will be issued for nil cash consideration and accordingly no funds will be raised

Listing Rule 7.1

Pursuant to Exception 14 set out in Listing Rule 7.2, the issue of the Newberry Securities is excepted from the requirement to obtain Shareholder approval under Listing Rule 7.1 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Newberry Securities to Mr Matthew Newberry (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 12 – Approval of additional capacity to issue shares under Listing Rule 7.1A

General

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Capacity**).

If Resolution 12 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 12 is not passed, the Company will not be able to access the 10% Placement 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.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. The Company currently has two class of quoted Equity Securities on issue, being Shares (ASX Code: BEE) and listed Options with an exercise price of 3 cents (ASX Code: BEE0).

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

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue at the commencement of the 12 months immediately preceding the date of issue or agreement to issue:

- I. plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- II. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- III. plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- IV. plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- V. plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- VI. less the number of ordinary securities cancelled in the relevant period.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 12:

Minimum Price

Pursuant to Listing Rule 7.1A.3, the minimum price at which the Equity Securities may be issued 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 Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the annual general meeting at which the approval is obtained and expiring 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 entity's next annual general meeting.
 - (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),
- after which date an approval under Listing Rule 7.1A ceases to be valid.

Risk of economic and voting dilution

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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.

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 Equity Securities under the issue.

If Resolution 12 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 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.

Table 1

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0095 50% decrease in Issue Price	\$0.019 Current Issue Price	\$0.038 100% increase in Issue Price
Variable A - 780,340,513 Shares	10% Voting Dilution	78,034,051 Shares	78,034,051 Shares	78,034,051 Shares
	Funds Raised	\$741,323	\$1,482,647	\$2,965,294
50% increase in Variable A - 1,170,510,770 Shares	10% Voting Dilution	117,051,077 Shares	117,051,077 Shares	117,051,077 Shares

	Funds Raised	\$1,111,985	\$ 2,223,970	\$4,447,941
100% increase in Variable A - 1,560,681,026 Shares	10% Voting Dilution	156,068,103 Shares	156,068,103 Shares	156,068,103 Shares
	Funds Raised	\$1,482,647	\$2,965,294	\$5,930,588

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue as at 23 September 2020.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only Shares.
- The Current Issue Price of \$0.019 was the most recent closing price of Shares as traded on ASX as the time of preparing this Notice (23 September 2020). This price may fluctuate between the time of preparing this Notice and the date of the Meeting and the date that any Shares are issued by the Company pursuant to Listing Rule 7.1A.

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 which may 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:

- I. the purpose of the issue;
- II. 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;
- III. the effect of the issue of the Equity Securities on the control of the Company;
- IV. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- V. prevailing market conditions; and
- VI. advice from corporate, financial and broking advisers (if applicable).

Use of Funds

Any funds raised under the 10% placement capacity will principally be used by the Company for funding beer production and working capital.

Previous approval under Listing Rule 7.1A

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued 64,427,241 Shares under Listing Rule 7.1A.

Table 2 below, details the information below is provided in accordance with Listing Rule 7.3A.6 (including, details of the Equity Securities issued, or agreed to be issued, by the Company under Listing Rule 7.1A.2 in the 12 months prior to the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period.

Table 2

Date of Issue	Number and class of securities	Percentage of the total number of Equity Securities on issue at the commencement of the 12 month period	Issue Price (\$)	Closing Price*	Discount or premium of Issue Price to Closing Price	Issued to / basis of issue	Cash / Non-Cash	Funds Raised or value if Non-Cash
28/08/2020	64,427,241 Shares	9.2%	\$0.018	\$0.019	5.26%	Shares issued to professional and sophisticated investors	Cash	\$1,159,690.34

* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

Funds raised have been be used by the Company to fund beer production and for working capital.

A voting exclusion statement is included in this Notice. In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Broo Limited

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

10% Placement Capacity means the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval and for which the Company is seeking Shareholder approval under Resolution 12.

AEDT means Australian Eastern Daylight Savings Time.

ASX means Australian Stock Exchange Limited ACN 008 624 681 or the Australian Securities Exchange (as the context requires).

Board means the Board of Directors of the Company

Broo or Company means Broo Limited ACN 060 793 099.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Entitlement Offer means the entitlement offer made under and pursuant to the Prospectus.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement to this notice of Annual General Meeting.

Expiry Date means the date of expiration of an Option, as detailed in Resolution 4, Resolution 6, Resolution 8 or Resolution 9 (as applicable).

Exercise Price means the price (per Option) payable upon the exercise of an Option, as detailed in Resolution 4, Resolution 6, Resolution 8 or Resolution 9 (as applicable).

Lead Manager means 61 Financial Information Technology Pty Ltd.

Lead Manager Options means the Tranche 1 Lead Manager Options and the Tranche 2 Lead Manager Options.

Listing Rules means the listing rules of ASX as are currently in force.

Mandate means the mandate entered into between the Company and the Lead Manager in or around August 2020 pursuant to which the Lead Manager was engaged to act lead manager in respect of the Placement and the Offers.

Meeting means the 2020 Annual General Meeting of the Shareholders of the Company to be held on 6 November 2020, to which the Notice of Meeting and Explanatory Statement relate.

Notice or Notice of Meeting means this notice of Annual General Meeting of the Company dated 5 October 2020.

Offers means the offers of securities made under and pursuant to the Prospectus, including, without limitation, the Entitlement Offer, the Shortfall Offer and the Shortfall Placement.

Option means an option to acquire Shares in the Company.

Placement means the private placement of 70,274,770 Shares and one (1) free attaching Options for every two shares subscribed for and issued, as announced by the Company on 26 August 2020.

Placement Investor means any investor who applied for any Shares under the Placement and whose application was accepted by the Company.

Prospectus means the prospectus issued by the Company dated 31 August 2020, and released on ASX announcement platform on the same date.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Shortfall Offer means the shortfall offer made under and pursuant to the Prospectus.

Shortfall Placement means the placement of the Shortfall Securities made, or to be made, on terms set out in the Prospectus.

Shortfall Securities has the meaning given to that term in the Prospectus.

Tranche 1 Lead Manager Options means 5,000,000 Options (exercisable at \$0.03 per Option on or before 31 October 2022) to be issued to the Lead Manager pursuant to the Mandate and the Prospectus, as part consideration for the services provided in association with the Placemen. Full terms of the Options are set out in Annexure A.

Tranche 2 Condition means the condition precedent to the issue of the Tranche 2 Lead Manager Options, namely successful completion of, the Entitlement Offer (including, in particular, the placement of the Shortfall Securities under the Shortfall Placement by the Lead Manager).

Tranche 2 Lead Manager Options means 15,000,000 Options (exercisable at \$0.03 per Option on or before 31 October 2022) to be issued to the Lead Manager pursuant to the Mandate and the Prospectus, subject to and conditional upon successful completion of, the Entitlement Offer (including, in particular, the placement of the Shortfall Securities under the Shortfall Placement by the Lead Manager). Full terms of these Options are set out in Annexure A.

Words importing the singular include the plural and vice versa.

Annexure A – Terms of Options

Rights and liabilities attaching to Options

- (a) **Entitlement**
Subject to paragraph (n), each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) **Exercise Price**
Subject to paragraph (j), the amount payable upon exercise of each Option will be the Exercise Price.
- (c) **Expiry Date**
Each Option will expire at 5.00 pm AEST on the Expiry Date. Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) **Notice of Exercise**
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**
Within 15 Business Days after the Exercise Date, the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (h) **Shares issued on exercise**
Shares issued in exercise of the Options rank equally with the then issued Shares of the Company.
- (i) **Quotation of Shares issued on exercise**
If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Options.
- (j) **Reconstruction of capital**
If at any time, the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (k) **Participation in new issues**
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Change in Exercise Price**
The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.
- (m) **Transferability**
The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.
- (n) **Bonus Issues**
If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Options, the Shares which would have been issued under that bonus issue (**Bonus Shares**) if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.



Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AEDT) on Wednesday, 4 November 2020.**

Broo Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Broo Limited will be a virtual meeting, which will be conducted online on Friday, 6 November 2020 at 11:00 am (AEDT).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To join the Meeting via conference facility please register to attend by 5:00 pm AEDT on 30 October 2020 by contacting the Company Secretary Justyn Stedwell by email to justyn@stedwell.com.au or by calling (03) 8395 5446. Instructions regarding attending, voting and asking questions at the Meeting will be provided upon registration.

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/324514671 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/onlinevotingguide

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AEDT) on Wednesday, 4 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.


Proxy Form

Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Broo Limited hereby appoint

☐ the Chairman of the Meeting **OR**


 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Broo Limited to be held virtually on Friday, 6 November 2020 at 11:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 10 and 11 by marking the appropriate box in step 2.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of Mathew Boyes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of the previous issue of 50,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of the previous issue of 15,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of the previous issue of 13,333,332 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of the previous issue of 10,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Ratification of the previous issue of 70,274,770 Shares to the Placement Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to issue 35,137,385 Options to Placement Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval to issue up to 20,000,000 Lead Manager Options to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval to issue Shares and Options to related party - Mr. Mathew Boyes in lieu of fees payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Approval to issue Shares and Options to related party - Mr. Matthew Newberry in lieu of fees payable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS		For	Against	Abstain
12	Approval of additional capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

