

21 October 2021: ASX/Media Release (ASX: KNM)

Notice of 2021 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, KneoMedia Limited (**KneoMedia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting User Guide; and
4. Proxy Form

-ENDS-

This announcement is authorised for release by James Kellett, Chairman and Chief Executive Officer.

For further information, please contact:

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About KneoMedia Limited:

KneoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to global markets in both special and general education classrooms via its KneoWorld portal. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KneoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KneoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business to business strategy.

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448



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Dear Shareholder

I am pleased to provide you with details about the 2021 Annual General Meeting (**AGM**) of KneoMedia Limited (**KneoMedia** or the **Company**) to be held on Wednesday, 24 November 2021 at 10.30 am (AEDT).

In response to Government restrictions and the public health risks arising from COVID-19, the Meeting will be held online. There will not be a physical meeting, but shareholders will be able to attend and participate in the Meeting through an online platform.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 made by the Commonwealth Treasurer on 18 August 2021, the Company will not be dispatching physical copies of the Notice of Meeting. Instead the Notice of Meeting is being made available to shareholders electronically:

1. You can access the Notice of Meeting online at the Company's Website <http://www.kneomedia.com> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
2. A copy of the Notice of Meeting has been posted to the Company's ASX Market Announcements page

The Directors **strongly encourage all shareholders to lodge a directed proxy form by 10.30am on Monday 22 November**. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day (for example, if there is an issue with your internet connection on the day of the Meeting).

Shareholders will be able to participate in the Meeting by

1. Voting their shares prior to the Meeting by lodging their proxy in accordance with the instructions set out in the Notice of Meeting and the proxy form attached to this letter by no later than 10.30am (AEDT) on Monday 22 November 2021;
2. From their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID 368-198-568 when prompted.

If you decide to participate in the Meeting using Option 2 above, you will need

1. The meeting ID, which is 368-198-568.
2. Your username, which is the Voter Access Code (VAC) (printed on your proxy form); and

3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the list of country codes on page 4 of the attached Virtual User Meeting Guide.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time of the AGM, using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online on KneoMedia's website: <https://www.kneomedia.com/>.

The Chairman / CEO's Address given at the AGM will be uploaded to KneoMedia's website and the ASX platform prior to the Meeting. For a detailed overview of KneoMedia's performance and operations for the year ended 30 June 2021, I encourage you to read the FY2021 Annual Report prior to the Meeting. The 2021 Annual Report can also be found on KneoMedia's website or the ASX website.

The Board of KneoMedia believes that the resolutions put forward are in the best interests of the Company and encourages you to vote in favour of all resolutions.

KneoMedia appreciates the understanding of our shareholders during this difficult time and we look forward to your virtual attendance and participation at the Meeting.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'James Kellett', with a stylized flourish at the end.

James Kellett
Chairman
KNeoMedia Limited

Notice of annual general meeting and explanatory memorandum

KneoMedia Limited

ACN 009 221 783

Date: 24 November 2021

Time: 10.30 am (AEDT)

Access: The meeting will be a virtual meeting held online only.

<https://web.lumiagm.com> and Meeting ID: **368-198-568**.

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of KneoMedia Limited ACN 009 221 783 will be held online on Wednesday, 24 November 2021 at 10.30 am (AEDT)

The Company has determined that given the COVID-19 pandemic and subsequent government-imposed restrictions on public gatherings and travel, it would be prudent for its Annual General Meeting of Shareholders to be held online only. The Meeting will be held virtually via videoconference with strictly no Shareholders in physical attendance. Shareholders and proxyholders can participate in the Meeting through an online platform that will allow them to view the Meeting, ask questions and vote in real time.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

1. How to Attend for the Online Meeting

To attend the Online Meeting, please visit <https://web.lumiagm.com/368198568>. We encourage shareholders to log into the Lumi portal 15 minutes before the meeting starts.

If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting www.kneomedia.com or at the end of this Notice of Meeting.

2. How to Ask a Question at the Online Meeting

Shareholders will have the opportunity to vote and ask questions at the Online Meeting via the videoconference.

3. How to Access the Presentation for the Online Meeting

Shareholders are encouraged to access the Online Meeting via videoconference as a presentation will be displayed. Alternatively, the presentation will be available from the ASX announcement platform before the commencement of the Online Meeting.

4. How to Vote at the Online Meeting

As all resolutions will be decided by way of Poll, the Company strongly recommends that all Shareholders lodge a proxy vote before attending the Online Meeting, via the Company's share registry. For a proxy vote to be effective it must be lodged with the Company's share registry prior to 10.30 am (AEDT) on Monday, 22 November 2021.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and Related Reports

Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report and is available from the Company's website (www.kneomedia.com).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
Resolution (Advisory)	<p>To consider and, if thought fit, pass the following resolution as an advisory resolution:</p> <p><i>"That the Remuneration Report for the financial year ended 30 June 2021 including in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act, be adopted by the Company."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> ▪ by or on behalf of a member of the Key Management Personnel (KMP) named in report for the year ended 30 June 2021, or that KMP's Closely Related Party, capacity in which the vote is cast; ▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Party, unless the vote is cast as a proxy for a person who is entitled to vote on the <ul style="list-style-type: none"> ○ in accordance with their directions of how to vote as set out in the proxy appointment ○ by the Chair of the Meeting pursuant to an express authorisation on the Proxy <p>Voting Prohibition - s250BD and s250R</p> <p>In accordance with Section 250BD and Section 250R of the Corporations Act, a vote must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company. <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> ▪ the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or ▪ the proxy is the Chair of the Meeting, and the appointment of the Chair as proxy: <ul style="list-style-type: none"> ○ does not specify the way the proxy is to vote on this Resolution; and

	<ul style="list-style-type: none"> ○ expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.
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3. Re-election of Director

Resolution 2	Re-election of Mr Jeffrey Bennett as Director
Description	Mr Jeffrey Bennett, who was appointed as a Director on 19 March 2008, retires as a Director of the Company in accordance with Article 47(b)(i) of the Company's constitution and, being eligible, offers himself for re-election under Article 46(c) of the constitution.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"That for the purposes of Article 46 and 47 of the Constitution, Listing Rule 14.4 and for all other purpose, Mr Jeffrey Bennett is re-elected as a Director of the Company."</i></p>

4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	<p>To consider and, if thought fit, pass the following resolution as a special resolution:</p> <p><i>"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i></p>
Voting Exclusion	<p>If at the time of the Meeting the Company is proposing to make an issue of securities under rule 7.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company).</p> <p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

5. Approval of Issue of Shares

Resolution 4	Ratification of the July Placement Shares
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of Shares made by the Company on 20 July 2021 under a capital raising placement pursuant to the Company's 7.1 and 7.1A capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an ordinary Resolution: <i>"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 108,433,335 fully paid ordinary shares in the Company on 20 July 2021 at an issue price of \$0.006 per Share under a capital raising placement."</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issues or is a counterparty to the agreement being approved (namely Placement participants), or any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolutions by:</p> <ul style="list-style-type: none"> • a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or • the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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: <ul style="list-style-type: none"> ○ 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 Resolutions; and ○ the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5	Approval of issue of Shares to Director in lieu of fees
Description	The Company seeks shareholder approval for the issue of 4,019,271 Shares to Mr Jeffrey Bennett, Non-Executive Director, in lieu of outstanding Director's fees owing to Mr Bennett, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"That, for the purposes of ASX Listing Rules 7.1 and 10.11 and for all other purposes, shareholder approval is given for the Company to issue 4,019,271 Shares to Mr Jeffrey Bennett or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i></p>
Voting Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> ▪ Mr Jeffrey Bennett (or his nominee(s)); or ▪ an associate of Mr Jeffrey Bennett (or his nominee(s)). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> ▪ a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or ▪ the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or ▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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. <p>Voting Prohibition - s250BD</p> <p>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 the person is either:</p> <ul style="list-style-type: none"> ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company; and ▪ the appointment does not specify the way the proxy is to vote on the resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> ▪ the proxy is the Chair of the Meeting; and ▪ the appointment expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Resolution 6	Approval of issue of Shares to UK Subsidiary Director in lieu of fees
Description	The Company seeks shareholder approval for the issue of 5,291,968 Shares to Lord Anthony St. John, the chairman of the Company's UK subsidiary KneoWorld UK Ltd, in lieu of outstanding Director's fees owing to Lord St. John, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 5,291,968 Shares to Lord Anthony St. John or his nominee(s) in lieu of fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> ▪ Lord Anthony St. John (or his nominee(s)); or ▪ an associate of Lord Anthony St. John (or his nominee(s)). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> ▪ a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or ▪ the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or ▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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	Approval of issue of Convertible Notes and their underlying securities
Description	The Company has issued a Convertible Loan to the value of \$1.3million to a small number of sophisticated investors and institutions ("the Lenders ") to raise working capital and seeks shareholder approval for the issue of Convertible Notes to those investors in satisfaction of the Convertible Loan.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Convertible Notes and their underlying securities on the terms and conditions and in the manner set out in the Explanatory Memorandum."</i>

Voting Exclusion	Voting Exclusion <p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> ▪ the Lenders (or their nominee(s)); or ▪ associates of the Lenders (or their nominee(s)). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> ▪ a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or ▪ the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or ▪ a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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.
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Dated: 21 October 2021

By order of the Board of KneoMedia Limited



Eryl Baron
Company Secretary

QUESTIONS FROM SHAREHOLDERS

If you have any question for the Company's auditor, William Buck in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report please send your questions to:

The Company Secretary, **KneoMedia Limited**

Level 7, 411 Collins Street, Melbourne VIC 3000

T. 03 9492 9200

E. company.secretary@boardroomlimited.com.au

Written questions to the auditor must be received by no later than **10.30am(AEDT) on Wednesday 17 November 2021**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- c) A proxy need not be a shareholder of the Company.
- d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of

authority by **10.30 am (AEDT) on Monday 22 November 2021**:

- online by going to <https://www.votingonline.com.au/knmagm2021>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001;
- by personal delivery to Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on 22 November 2021** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution . If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2021 ANNUAL GENERAL MEETING

1. Financial and Related Reports

Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2021 to be laid before the Company's 2021 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (www.kneomedia.com).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report and is available from the Company's website (www.kneomedia.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.

Board Recommendation	As the Remuneration Report includes the Directors' own remuneration, the Directors make no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

3. Re-election of Director

Resolution 2	Re-election of Mr Jeffrey Bennett as Director
Explanation	<p>Article 47 of the Company's constitution requires at least one Director to retire at each annual general meeting of the Company. Under Article 47(b)(i) of the constitution, the Director to retire is the person who has held office as Director for the longest period of time since their last election or appointment to that office.</p> <p>Mr Jeffrey Bennett has held office as Director for the longest period of time since his last re-election to office in 2019, and accordingly retires as a Director at the 2021 Annual General Meeting. Mr Bennett, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.</p>
About Mr Jeffery Bennett	<p>Mr Bennett was appointed to the Company's Board as an Executive Director on 19 March 2008. Mr Bennett is considered to be an independent Director.</p> <p>Mr Bennett is a highly experienced finance executive with extensive experience in all facets of finance and business. Mr Bennett has spent the last 15 years at PS&C Ltd, DXC Technology, Computer Sciences Corporation, UXC Limited and Ingena Limited in senior finance roles. Mr Bennett is currently co-owner of GlassandCo Pty Ltd, an IT services company that focuses on people, processes and technology. In addition, he has a thorough understanding of the complexities involved with multinationals and companies listed on the ASX and has experience as Chairman of a publicly listed company. Mr Bennett holds a Bachelor of Commerce and is a Fellow of CPA Australia.</p> <p>Mr Bennett has a relevant interest in 13,836,954 Shares and 2,627,795 Performance Rights in the capital of the Company.</p>
Board Recommendation	The Board, with Mr Bennett abstaining, recommends that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A
General	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10%</p>

	<p>Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
Formula	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">$(A \times D) - E$</p> <p>where:</p> <p>A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17, • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: <ul style="list-style-type: none"> ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: <ul style="list-style-type: none"> ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, ▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period), ▪ less the number of fully paid ordinary securities cancelled in the relevant period; <p>•</p> <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p>D = 10%.</p>

	<p>E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and</p> <p>“relevant period” means:</p> <ul style="list-style-type: none"> • if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or • if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Conditions of issue under the 10% Placement Capacity	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> the date on which the price at which the Equity Securities are to be issued is agreed; or if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval for Resolution 3, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting, being 24 November 2022;</p> <p>(b) The time and date of the Company’s next annual general meeting; or</p> <p>(c) if applicable, the date on which the Company’s shareholders approve a change to the nature or scale of the Company’s activities under ASX Listing Rule 11.1.2, or the disposal of the Company’s main undertaking under ASX Listing Rule 11.2.</p> <p>(Placement Period).</p>

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Risk of dilution to shareholders	<p>If Resolution 3 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company’s Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market
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price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.016 per Share which was the closing price of the Company's shares on the ASX on 11 October 2021; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 1,096,679,995.

The table also shows:

- (a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- (b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.008	Issue price \$0.016	Issue price \$0.032
Current Variable 'A' 1,096,679,995 shares	10% voting dilution	109,668,000 Shares	109,668,000 shares	109,668,000 shares
	Funds raised	\$877,344	\$1,754,688	\$3,509,376
50% increase in current Variable 'A' 1,645,019,993 shares	10% voting dilution	164,501,999 shares	164,501,999 shares	164,501,999 shares
	Funds raised	\$1,316,016	\$2,632,032	\$5,264,064
100% increase in current Variable 'A' 2,193,359,990 shares	10% voting dilution	219,335,999 shares	219,335,999 shares	219,335,999 shares
	Funds raised	\$1,754,688	\$3,509,376	\$7,018,752

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and

	(g) the issue price is \$0.016, being the closing price of the Company's shares on the ASX on 11 October 2021.
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>
Previous approval	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 25 November 2020 (Previous Issue). In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 24 November 2020, being the date that is 12 months prior to the 2021 Annual General Meeting, the Company had the following Equity Securities on issue:</p>

	Class of Equity Securities	Number
	Fully paid ordinary shares	918,444,065
	Options expiring 28 June 2021 exercisable at \$0.10	13,405,000
	Options expiring 28 June 2021 exercisable at \$0.075	10,000,000
	Options expiring 8 May 2022 exercisable at \$0.04	40,000,000
	Options expiring 9 July 2022 exercisable at \$0.04	73,529,412
	Options expiring 23 October 2023 exercisable at \$0.015	12,000,000
	TOTAL	1,067,378,477

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of securities issued under Listing Rule 7.1A.2 in the 12 months prior to the date of this meeting;

Date of Issue and Appendix 2A/3B	Date of Issue: 14 December 2020 Date of Appendix 2A/3B: 14 December 2020 / 9 December 2020 (respectively)
Recipients	Lind Global Macro Fund, LP The recipient was not a related party of the Company.
Number and Class of Equity Securities Issued	62,500,000 Fully Paid Ordinary Shares
Issue Price and discount to Market Price (if any)	\$0.016 per Share (a discount of 25% at date of issue)
Total Cash Consideration and Use of Funds	Amount raised: \$1,000,000 The funds were used primarily for sales growth initiatives and for general working capital.
Date of Issue and Appendix 2A/3B	Date of Issue: 20 July 2021 Date of Appendix 2A/3B: 12 July 2021 / 21 July 2021 (respectively)
Recipients	The Company issued fully paid ordinary shares (July Placement Shares) in the Company to existing and new professional and sophisticated investors, The placement participants were professional and sophisticated investors who were identified by the Company through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company.
Number and Class of Equity	The Company issued 108,433,335 fully paid ordinary shares - 28,874,666 of the Placement Shares were issued under the Company's 7.1A

Securities Issued	<p>capacity.</p> <ul style="list-style-type: none"> - the remaining 79,558,669 of the July Placement Shares were issued under the Company's 7.1 Capacity
Issue Price and discount to Market Price (if any)	\$0.006 per Share (a slight discount to the VWAP of \$0.0059).
Total Cash Consideration and Use of Funds	<p>Amount raised: \$650,600.</p> <p>\$173,248 of the consideration related to the 28,874,666 Shares issued under the Company's 7.1A capacity.</p> <p>The funds were deployed primarily to pursuing additional sales in the United States of America and for general working capital purposes</p>
Terms of Equity Securities issued in preceding 12 months	All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.
Voting Exclusion and Prohibition	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 4	Ratification of issue of the July Placement Shares
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 108,433,335 fully paid ordinary shares on 21 July 2021 (July Placement). The shares were issued under a placement to professional and sophisticated investors.</p>
ASX Listing Rules	<p>On 21 July 2021 the Company issued 108,433,335 fully paid ordinary shares (July Placement Shares) under a placement. These July Placement Shares were issued partly pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and partly pursuant to the Company's 10% Placement Capacity under ASX Listing Rule 7.1A.</p> <p>As shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2020 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue Equity Securities under its 15% Placement Capacity under ASX Listing Rule 7.1 (10% Placement Capacity).</p>

	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the July Placement Shares.												
Reasons for Resolution 4	<p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the July Placement Shares is the reinstatement of the Company's capacity under ASX Listing Rule 7.1 and 7.1A. This will effectively enable the Company to issue further shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares under ASX Listing Rule 7.1A in the next 12 months.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p>												
Information required to be provided under the ASX Listing Rules 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table> <tr> <td>No. of securities issued</td><td>108,433,335 fully paid ordinary shares.</td></tr> <tr> <td>Issue price per security</td><td>The July Placement Shares were issued at an issue price of \$0.006 per share.</td></tr> <tr> <td>Recipient of issue</td><td>The placement participants were professional and sophisticated investors who were identified by the Company through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company</td></tr> <tr> <td>Terms of securities</td><td>Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td></tr> <tr> <td>Use of funds raised</td><td>The funds raised (\$650,600) were deployed primarily to pursuing additional sales in the United States of America and for general working capital purposes.</td></tr> <tr> <td>Voting Exclusion Statement</td><td>A voting exclusion statement applies to this item of business, as set out in the Notice.</td></tr> </table>	No. of securities issued	108,433,335 fully paid ordinary shares.	Issue price per security	The July Placement Shares were issued at an issue price of \$0.006 per share.	Recipient of issue	The placement participants were professional and sophisticated investors who were identified by the Company through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company	Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Use of funds raised	The funds raised (\$650,600) were deployed primarily to pursuing additional sales in the United States of America and for general working capital purposes.	Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
No. of securities issued	108,433,335 fully paid ordinary shares.												
Issue price per security	The July Placement Shares were issued at an issue price of \$0.006 per share.												
Recipient of issue	The placement participants were professional and sophisticated investors who were identified by the Company through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company												
Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.												
Use of funds raised	The funds raised (\$650,600) were deployed primarily to pursuing additional sales in the United States of America and for general working capital purposes.												
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.												

Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 5	Approval of issue of Shares to Director Jeffrey Bennett in lieu of fees
Explanation	<p>Mr Jeffrey Bennett, a Non-Executive Director of the Company, is currently entitled to receive remuneration of \$46,200.00 per annum for his services as Non-Executive Director.</p> <p>As previously advised to Shareholders, in order to preserve the Company's funds, where practicable the Board seeks to make payment of Non-Executive Director fees in Shares instead of cash, subject to obtaining the prior approval of Shareholders. This is considered by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, and concurrently further aligns the interests of Non-Executive Directors with that of shareholders.</p> <p>During the period from 1 July 2020 and 30 June 2021, the total fees which have accrued and are owing to Mr Bennett is \$46,200.00. The Board intends to make payment of the outstanding fees in Shares.</p> <p>The Shares proposed to be issued to Mr Bennett will be issued at an average deemed issue price of \$0.0142 per Share, and accordingly the total deemed value of the Shares to be issued to Mr Bennett will be \$46,200. The deemed issue price of \$0.0142 has been calculated on the basis of the average volume weighted average price (VWAP) of the Company's Shares taken on the last five trading days of each month between 1 July 2020 and 30 June 2021.</p> <p>If Shareholder approval is received for Resolution 5 and the Company issues the Shares the subject of this resolution to Mr Bennett, there will be no outstanding fees owed by the Company to Mr Bennett as at 30 June 2021.</p> <p>The Share issue proposed under Resolution 5 are the result of Mr Bennett agreeing to forego cash payments (\$42,600) for part of his normal remuneration and does not constitute an additional payment to Mr Bennett.</p> <p>The alternative to the issue of the shares to Mr Bennett would be to make full payment of his outstanding fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Mr Bennett in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of Mr Bennett with that of shareholders.</p>

	<p>The Shares are to be issued to Mr Bennett or his nominee(s) in lieu of his outstanding fees, and as such the Shares will be issued for nil consideration and no funds will be raised as a result.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>For the purposes of Chapter 2E, Mr Bennett is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act.</p> <p>The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>Therefore the Company is not seeking approval under Chapter 2E of the Corporations Act.</p> <p>In the view of the Board, the Shares to be issued to Mr Bennett in lieu of his foregone cash fees constitute “reasonable remuneration” and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give Mr Bennett the financial benefit that is inherent in the issue to him of the Shares.</p>
<p>ASX Listing Rules</p>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Mr Bennett is a related party of the Company and accordingly Resolution 5 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Bennett.</p> <p>If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 4 will not deplete the Company’s 15% Placement Capacity.</p>

**Specific
information for
Resolution 5**

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

Maximum no. of securities to be issued	4,019,271 Shares
Date by which securities will be issued	If shareholder approval is obtained for Resolution 5, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.
Issue price per security	The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.0142 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 July 2020 and 30 June 2021, with the following calculation:

Month	5-trading day VWAP
July 2020	\$ 0.0147
August 2020	\$ 0.0185
September 2020	\$ 0.0161
October 2020	\$ 0.0202
November 2020	\$ 0.0219
December 2020	\$ 0.0161
January 2021	\$ 0.0208
February 2021	\$ 0.0110
March 2021	\$ 0.0081
April 2021	\$ 0.0106
May 2021	\$ 0.0068
June 2021	\$ 0.0050
Average	\$0.0142

Recipient of issue	Mr Jeffrey Bennett or his nominee(s).
Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.
Use of funds raised	No funds will be raised by the issue of shares to Mr Bennett or his nominee(s), although the Company's liability to Mr Bennett in relation to his outstanding

	Director's fees accrued between 1 July 2020 and 30 June 2021 (\$46,200) will be fully satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.
Voting Exclusion and Prohibition	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.
Board Recommendation	Mr Bennett declines to make a recommendation to shareholders in relation to this resolution due to his interest in the outcome of the resolution. The other Directors, who do not have a material interest in the outcome of this resolution, recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 6	Approval of issue of Shares to UK Director in lieu of fees							
Explanation	Resolution 6, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 5,291,968 fully paid ordinary shares in the Company to Lord Anthony St. John in lieu of fees payable to him for his role as the chairman of the Company's UK subsidiary KneoWorld UK Ltd over 12 months without using the Company's 15% placement capacity under ASX Listing Rule 7.1.							
Reason for Resolution 6	The effect of Resolution 6 will be to allow the Company to issue Shares to Lord Anthony St. John during the period of 3 months after the General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.							
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table><tr><td>Maximum no. of securities to be issued</td><td>5,291,968 fully paid ordinary shares.</td></tr><tr><td>Date by which securities will be issued</td><td>If shareholder approval is obtained for Resolution 6, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting (or such longer period of time as ASX may in its discretion allow).</td></tr><tr><td>Issue price per security</td><td>The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.0142 per share. The deemed issue price reflects the sum of the volume weighted average price of the shares over the 5 days before the end of each month over the 12-month period for which shares are being issued in lieu of fees. Mr. St. John's fee for his role as a director the</td></tr></table>		Maximum no. of securities to be issued	5,291,968 fully paid ordinary shares.	Date by which securities will be issued	If shareholder approval is obtained for Resolution 6, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting (or such longer period of time as ASX may in its discretion allow).	Issue price per security	The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.0142 per share. The deemed issue price reflects the sum of the volume weighted average price of the shares over the 5 days before the end of each month over the 12-month period for which shares are being issued in lieu of fees. Mr. St. John's fee for his role as a director the
Maximum no. of securities to be issued	5,291,968 fully paid ordinary shares.							
Date by which securities will be issued	If shareholder approval is obtained for Resolution 6, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting (or such longer period of time as ASX may in its discretion allow).							
Issue price per security	The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.0142 per share. The deemed issue price reflects the sum of the volume weighted average price of the shares over the 5 days before the end of each month over the 12-month period for which shares are being issued in lieu of fees. Mr. St. John's fee for his role as a director the							

	<p>Company's UK subsidiary for the period 1 July 2020 to 30 June 2021 were USD46,000 (Fee). The Fee is converted to AUD at the end of each relevant month at the exchange rate at that time and then divided by the VWAP of the Shares for the 5 days over that month; the sum of this calculation over the relevant 12 months is \$0.0142.</p> <p>Recipient of issue The Shares will be issued to Lord Anthony St. John or his nominee.</p> <p>Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised No funds will be raised from the issue of the Shares as they are being issued for nil cash consideration but as consideration for the services provided by Lord St. John for his role as a director of the Company's UK subsidiary.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 7	Approval of issue of Convertible Notes and their underlying securities
Explanation	<p>The Company has issued a Convertible Loan to the value of \$1.3million to a small number of sophisticated investors and institutions ("the Lenders"). The funds received have been used as working capital.</p> <p>Under the terms of the Convertible Loan, every two (2) Conversion Share entitlements (assuming conversion occurs) under the Convertible Loan will entitle the lender to receive one free attaching unlisted Option to acquire a further ordinary share in KNM, exercisable at 2.5 cents (A\$0.025) and expiring 31 December 2023.</p> <p>Resolution 7, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of Convertible Notes and their underlying securities to the Convertible Loan lenders without using the Company's 15% placement capacity under ASX Listing Rule 7.1 or its 10% placement capacity under ASX Listing Rule 7.1A.</p>

	The underlying securities include the Conversion Shares and the unlisted Options to acquire a further ordinary shares in KNM.
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Recipient of issue The Convertible Notes will be issued to the Convertible Loan Lenders, a small number of sophisticated investors and institutions (“the Lenders”)</p> <p>Number and class of securities 52 Convertible Notes each with a value of \$25,000 will be issued.</p> <p>Date by which convertible notes will be issued If shareholder approval is obtained for Resolution 7, the Company will issue Convertible Notes to the Lenders by 30 November 2021.</p> <p>Material terms of the Convertible Notes The material terms are set out in Annexure A below.</p> <p>Use of funds raised \$1.3 million was received from the issue of the Convertible Loan and was used for working capital generally.</p> <p>No funds will be received from the issue of the Convertible Notes.</p> <p>Effect if the resolution is not passed A Condition Precedent of the Convertible Loan is that the Company will seek shareholder and any other approvals that may be required for the Company to issue the Convertible Notes, including for the purposes of ASX Listing Rule 7.1, within 90 days of the issue of the Convertible Loan.</p> <p>If Resolution 7 is not passed by Shareholders, and the Convertible Notes are not issued by 30 November 2021, the Company must repay:</p> <ul style="list-style-type: none"> - the Convertible Loan for a redemption amount of 120% of the principal loan amount i.e. at a premium of \$260,000; and - an amount equal to the fair value of the Options that would have been issued if the Loan had been converted at 1.5 cents calculated as at that time and in accordance with the Black Scholes valuation method.

Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

The following is a summary of the rights, privileges and restrictions attaching to the Convertible Notes.

(a) Date of Issue

Within 7 days of approval being received at the Annual General Meeting.

(b) Interest

The Convertible notes are interest free.

(c) Security

The Convertible Notes are unsecured.

(d) Maturity Date

The Convertible Notes will have a maturity date of 31 May 2022. The principal of the Convertible Notes is repayable upon maturity if not converted prior to that time.

(e) Face Value

Each Note will have a face value of \$1,300,000

(f) Conversion Date

Conversion by the holders of Convertible Notes can occur on any business day after expiration of 90 days after Convertible note issue.

There is no right for KNM to require conversion of the Convertible Notes.

KNM will issue Ordinary Shares and attaching Options within 3 business days of the Conversion Date for those Convertible Notes that are converted.

(g) Conversion

The Company may convert the Note into ordinary shares during the period commencing on the Maturity Date and ending on the date this is 20 Business Days after the Maturity Date (**Conversion Period**) by giving a conversion notice to the Noteholder. There are no conditions that must be met before the Note can be converted. A conversion notice is irrevocable.

(h) Conversion Rights

Convertible Notes may be converted by holders on any business day after expiration of 90 days after Convertible note issue. Note holders must notify KNM in writing by 12.00pm AEST on the day prior to the intended conversion date.

The Conversion Price of each Convertible Loan will be at a twenty percent (20%) discount to the preceding 15-day VWAP but not greater than 1.5 cents (A \$0.015) per share.

Ordinary Shares issued on conversion of a Convertible Note will rank equally with all existing Ordinary Shares then on issue.

The number of shares to be issued as a result of conversion of the Convertible Notes will be adjusted to reflect any bonus issues, capital returns or other reconstructions in the manner provided in the ASX Listing Rules.

(i) Free Attaching Options

Every two (2) Conversion Share entitlements (assuming conversion occurs) under the Convertible Loan will entitle the lender to receive one free attaching unlisted Option to acquire a further ordinary share in KNM, exercisable at 2.5 cents (A\$0.025) and expiring 31 December 2023.

DEFINITIONS

10% Placement Capacity	means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	means the Company's board of directors.
Constitution	means the constitution of KneoMedia Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Company or KneoMedia	means KneoMedia Limited ACN 009 221 783.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means; a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the Board of KneoMedia Limited.
Equity Security	means: a) a share; or b) a right to a share or option; or c) an option over an issued or unissued security; or d) a convertible security; or e) any security that ASX decides to classify as an equity security.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
July Placement Shares	means 108,433,335 fully paid ordinary shares issued on 21 July 2021
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Lenders	Means the providers of a \$1.3million Convertible Loan.
Meeting	means the annual general meeting of the Company for 2021 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Performance Right	means a Right issued under the Company's Long Term Incentive Plan
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

-ENDS-

ONLINE SHAREHOLDERS' MEETING GUIDE

Attending the AGM virtually

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

To access the meeting:

Visit web.lumiagm.com/368198568 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 368-198-568

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:30am (AEDT), 24th November 2021

Using the Lumi AGM platform:

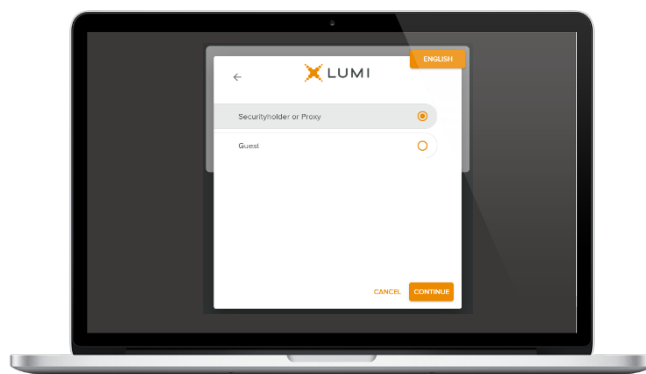
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**

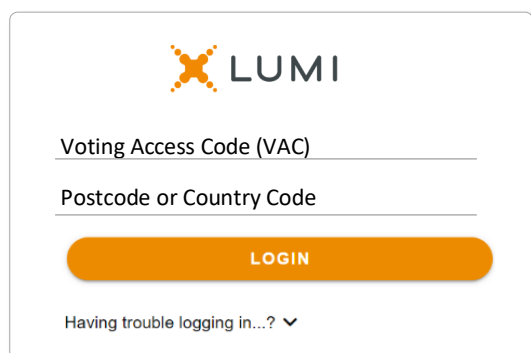


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

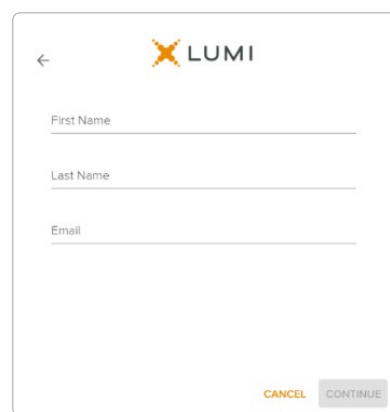
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 or +61 2 9290 9600 from outside Australia

A screenshot of the Lumi AGM platform's login form for Shareholders/Proxys. The form has a white background with the Lumi logo at the top. Below the logo, there are two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is a large orange 'LOGIN' button. At the bottom, there is a link that says 'Having trouble logging in...?' with a dropdown arrow.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

A screenshot of the Lumi AGM platform's login form for Guests. The form has a white background with the Lumi logo at the top. Below the logo, there are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are 'CANCEL' and 'CONTINUE' buttons.

NAVIGATION

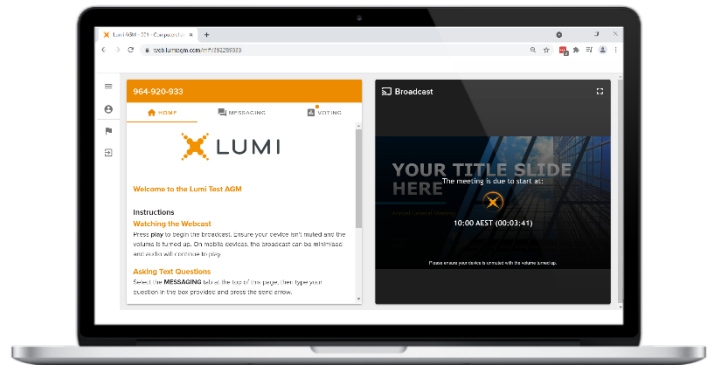
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

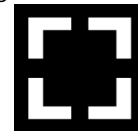
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



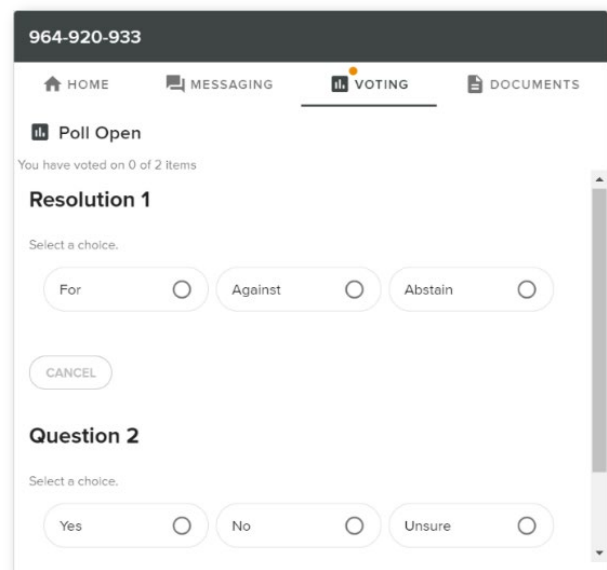
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

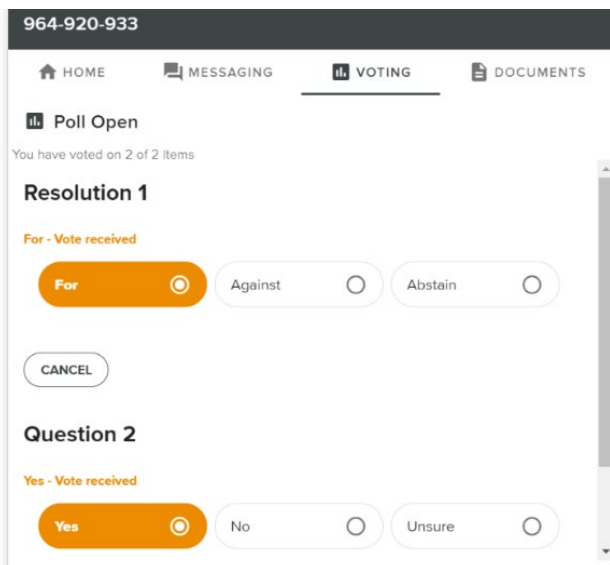


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



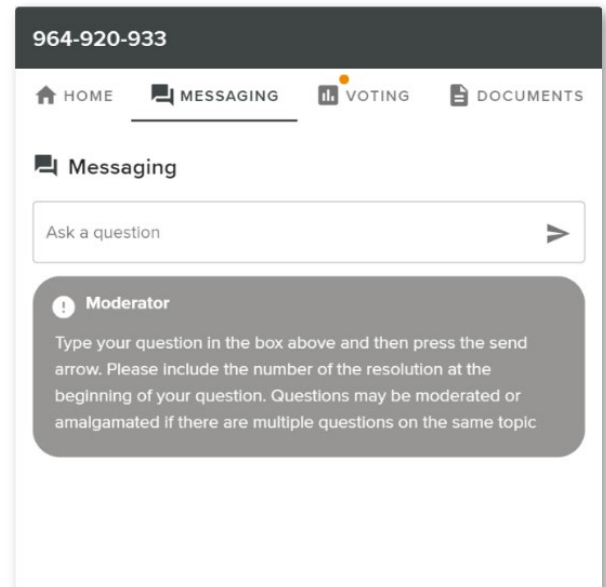
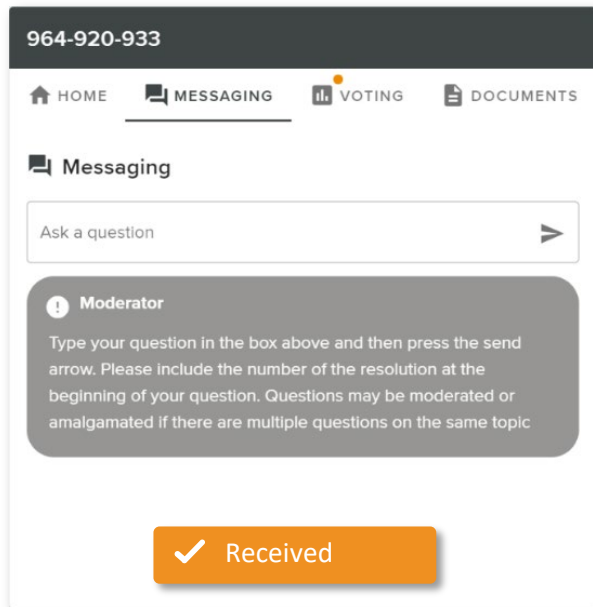
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Meeting ID: 368-198-568

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:30am (AEDT), 24th November 2021

web.lumiagm.com

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am on Monday 22 November 2021.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/knmagm2021>

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



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am on Monday 22 November 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/knmagm2021>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **KneoMedia Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually **on Wednesday, 24 November, 2021 at 10:30am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 & 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 & 5 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1 & 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Jeffrey Bennett as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares to Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Shares to UK Subsidiary Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Convertible Notes and their underlying securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021