



engage:BDR Limited
ACN 621 160 585

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 17 December 2021

Time of Meeting:
11.00am (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held in a virtual manner via a video-conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

*Following recent modifications brought to the Corporations Act which renewed the temporary relief for companies to use electronic communications to send meeting materials, **no hard copy** of the Notice of General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive it by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website <https://engagebdr.com/>.*

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

engage:BDR Limited

ACN 621 160 585

Registered office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting (**GM** or **Meeting**) of the Shareholders of engage:BDR Limited (**Company**) will be held virtually via a video-conferencing conferencing facility on Friday, 17 December 2021 at 11.00am (AEDT).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances as a result of COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the Resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the GM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed Resolutions at the GM.

The virtual Meeting can be attended using the following details:

When: Friday, 17 December 2021 at 11.00am (AEDT)

Topic: EN1 General Meeting

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_CsJIGHRZRr6_mJDuyUuJ4A

After registering, you will receive a confirmation email containing information about joining the Meeting. As noted previously, **the Company strongly recommends that its Shareholders lodge a directed proxy as soon as possible in advance of the Meeting** even if they are planning to attend the Meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mleydin@leydinfreyer.com.au. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to the ASX.

Any Shareholders who wish to attend the GM should therefore monitor the Company's website and its ASX announcements for any updates about the GM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: EN1) and on its website at <https://engagebdr.com/>.

AGENDA

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

ORDINARY BUSINESS:

Resolution 1: Ratification of Prior Issue of 4,381,046 Fully Paid Ordinary Shares

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 4,381,046 fully paid ordinary shares in the Company with a deemed issue price of \$0.004 (0.4 cents) per share on 23 August 2021 as described in the Explanatory Statement which accompanies and forms part of the Notice of the Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2: Ratification of Prior Issue of 100,000,000 Fully Paid Ordinary Shares

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 100,000,000 fully paid ordinary shares in the Company with a deemed issue price of \$0.004 (0.4 cents) per share on 23 August 2021 as described in the Explanatory Statement which accompanies and forms part of the Notice of the Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3: Ratification of Prior Issue of 495,045,342 Fully Paid Ordinary Shares

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 495,045,342 fully paid ordinary shares in the Company at an issue price of \$0.003 (0.3 cents) per share on 30 September 2021 as described in the Explanatory Statement which accompanies and forms part of the Notice of the Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

By order of the Board:



Company Secretary

Dated: 9 November 2021

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting. On a poll, members have one vote for every fully paid ordinary share held.

3. Voting

In accordance with the rules applicable to general meetings using virtual technology pursuant to section 250J of the Corporations Act, each of the resolutions proposed at the Meeting will be decided on a poll

4. Proxies

- a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- b. Each Shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a Shareholder of the Company.
- d. If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. 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 half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's Constitution and Corporations Act.
- h. If you sign the Proxy Form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
- i. To be effective, proxy forms must be received by the Company no later than 48 hours before the commencement of the General Meeting, this is no later than 11.00am (AEDT) on Wednesday, 15 December 2021. Any proxy received after that time will not be valid for the scheduled meeting.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 7 below, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

7. Voting Exclusion Statement:

Resolutions 1, 2 and 3

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the relevant issue of securities or any associates of that person or those persons.

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

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

8. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement (**Statement**) accompanies and forms part of the Company's Notice of General Meeting (**Notice**).

The Notice incorporates, and should be read together, with this Statement.

Resolution 1: Ratification of Prior Issue of 4,381,046 Fully Paid Ordinary Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the prior issue of 4,381,046 fully paid ordinary shares to a Consultant of the Company, Mr Jamie Kennedy on 23 August 2021. The shares were issued at a deemed issue price of \$0.004 (0.4 cents) per share as part settlement of compensation for consulting fees. An Appendix 2A in relation to this issue was lodged with the ASX on 23 August 2021.

The 4,381,046 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of Shares which was made using the Company's 15% placement capacity under Listing Rule 7.1, was within the Company's available placement capacity under Listing Rules 7.1 and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 (if applicable).

The prior issue of ordinary shares on 23 August 2021 continues to use the capacity of the Company to issue further securities without shareholder approval over the 12 month period following the Issue Date. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If shareholders pass this Resolution, then the shares issued on 23 August 2021 will no longer use the capacity of the Company under the Listing Rules and the Company will be able to issue Equity Securities using the refreshed placement capacity without shareholder approval over the 12 month period following the Issue Date.

If shareholders do not pass this Resolution, then the shares issued on 23 August 2021 will continue to use the capacity available to the Company under the Listing Rules effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the securities were issued to Mr Jamie Kennedy, who is not a related party of the Company;
- (b) the number and class of securities issued were 4,381,046 fully paid ordinary shares in the Company;
- (c) the shares were issued on 23 August 2021;
- (d) the shares were issued at a deemed issue price of \$0.004 (0.4 cents) per share;
- (e) there were no funds received from this issue. The shares were issued for non-cash consideration at a deemed issue price of \$0.004 per share, being the part settlement of compensation for consulting fees; and
- (f) the purpose of the issue was the as part settlement of compensation for consulting fees.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 7 for voting exclusions on this Resolution.

Resolution 2: Ratification of Prior Issue of 100,000,000 Fully Paid Ordinary Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the prior issue of 100,000,000 fully paid ordinary shares in connection with settlement of claims and disputes with regard to the acquisition of Tiveo LLC, as announced with the ASX on 30 July 2021. The shares were issued at a deemed issue price of \$0.004 (0.4 cents) per share. An Appendix 2A in relation to this issue was lodged with the ASX on 23 August 2021.

The 100,000,000 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of Shares which was made using the Company's 15% placement capacity under Listing Rule 7.1, was within the Company's available placement capacity under Listing Rules 7.1 and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 (if applicable).

The prior issue of ordinary shares on 23 August 2021 continues to use the capacity of the Company to issue further securities without shareholder approval over the 12 month period following the Issue Date. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If shareholders pass this Resolution, then the shares issued on 23 August 2021 will no longer use the capacity of the Company under the Listing Rules and the Company will be able to issue Equity Securities using the refreshed placement capacity without shareholder approval over the 12 month period following the Issue Date.

If shareholders do not pass this Resolution, then the shares issued on 23 August 2021 will continue to use the capacity available to the Company under the Listing Rules effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the securities were issued to Mr Alrajhi Abdulaziz and Bodo LCC, who are not related parties of the Company;
- (b) the number and class of securities issued were 100,000,000 fully paid ordinary shares in the Company;
- (c) the shares were issued on 23 August 2021;
- (d) the shares were issued at a deemed issue price of \$0.004 (0.4 cents) per share;
- (e) there were no funds received from this issue. The shares were issued for non-cash consideration at a deemed issue price of \$0.004 per share, as settlement for claims and disputes regarding the acquisition of Tiveo, LLC; and
- (f) the purpose of the issue was the as settlement for claims and disputes regarding the acquisition of Tiveo, LLC.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 7 for voting exclusions on this Resolution.

Resolution 3: Ratification of Prior Issue of 495,045,342 Fully Paid Ordinary Shares

The Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of 495,045,342 fully paid ordinary shares to professional and sophisticated investors under a share placement (**Placement**) in accordance with ASX announcement dated 27 September 2021. These shares were issued on 30 September 2021 (**Issue Date**) and an Appendix 2A in relation to this issue was lodged with the ASX on that same date.

Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of Shares under the Share Purchase Plan, which was made using the Company's 10% placement capacity under Listing Rule 7.1A, was within the Company's available placement capacity under Listing Rules 7.1 and 7.1A and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 and 7.1A (if applicable).

The prior issue of ordinary shares on 30 September 2021 continues to use the capacity of the Company to issue further securities without shareholder approval over the 12 month period following the Issue Date. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A (if applicable).

If shareholders pass this Resolution, then the shares issued on 30 September 2021 will no longer use the capacity of the Company under the Listing Rules and the Company will be able to issue Equity Securities using the refreshed placement capacity without shareholder approval over the 12 month period following the Issue Date.

If shareholders do not pass this Resolution, then the shares issued on 30 September 2021 will continue to use the capacity available to the Company under the Listing Rules effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Issue Date.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the securities were issued to professional and sophisticated investors, who are clients of the Company's professional advisors;
- (b) the number and class of securities issued were 495,045,342 fully paid ordinary shares in the Company;
- (c) the shares were issued on 30 September 2021;
- (d) the shares were issued at an issue price of \$0.003 (0.3 cents) per share;
- (e) the purpose of the Placement was to provide funds to be used for the integration of the Company's new acquisition ColourTV and working and the funds raised were or will be used for those purposes.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 7 for voting exclusions on this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**AEDT**” means Australian Eastern Daylight Saving Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means engage:BDR Limited ACN 621 160 585;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which accompanies and forms part of the Notice;

“**Listing Rules**” means the listing rules of ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to or accompanying the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Shareholder**” means shareholder of the Company; and

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules and “**Trading Days**” has a corresponding meaning;

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 **11:00am (AEDT) on Wednesday, 15 December 2021.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

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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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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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.



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Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of engage:BDR Limited hereby appoint

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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 General Meeting of engage:BDR Limited to be held as a virtual meeting on Friday, 17 December 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

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.

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of 4,381,046 Fully Paid Ordinary Shares	☐	☐	☐
Resolution 2	Ratification of Prior Issue of 100,000,000 Fully Paid Ordinary Shares	☐	☐	☐
Resolution 3	Ratification of Prior Issue of 495,045,342 Fully Paid Ordinary Shares	☐	☐	☐

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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

