

FUTURE FIRST TECHNOLOGIES LIMITED

(ACN 164 718 361)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Notice is hereby given that the General Meeting of Future First Technologies Limited (ACN 164 718 361) (**'Company'**) will be held at the time and location specified below:

Date:	23 February 2022
Registration:	10:30am (AEDT)
Meeting Start Time:	11:00am (AEDT)
Location:	Level 12, 410 Collins Street, Melbourne Victoria 3000

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

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 3 9682 2699.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that a General Meeting of the Shareholders convened by this Notice of Meeting will be held at 11.00am (AEDT) on 23 February 2022 at:

The offices of Future First Technologies Limited
410 Collins Street
MELBOURNE VICTORIA 3000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding, and your vote is important.

IMPORTANT INFORMATION FOR SHAREHOLDERS

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (effective from 13 August 2021), the Company will not dispatch physical copies of the Notice of General Meeting. Instead a copy of the Notice is available to be viewed and/or downloaded on the ASX market announcements platform at <https://www2.asx.com.au> and search for FFT or on the Company's website at <https://futurefirsttech.io/investors>.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST/AEDT) Monday to Friday, to arrange a copy.

ATTENDANCE AND VOTING ELIGIBILITY

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Directors have determined that the Shares quoted on the ASX at 7.00pm AEDT on 21 February 2022 will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed. The Proxy Form (and any power of attorney or other authority (if any) under which it is signed (or a certified copy)) must be received at an address given below by 11.00am (AEDT) on 21 February 2022, being not later than 48 hours before the commencement of the Meeting.

Proxy Forms received after that time will not be valid for the scheduled meeting.

All enquiries to Boardroom Pty Limited - enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST/AEDT).

BUSINESS

Business

The following business will be conducted:

1. RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF SECURITIES (ASX LISTING RULE 7.1)

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

Resolution 1

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and the issue of 23,500,000 shares at \$0.05 per share, calculated on the Volume Weighted Average Price (VWAP) for the period 30 days prior to their issue to the vendors of Asset Vision Pty Ltd and their nominees in consideration for the sale of Asset Vision Pty Ltd to Future First Technologies Ltd." *(Refer to the Explanatory Memorandum annexed for further details)*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the vendors of Asset Vision Pty Ltd.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

2. RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF PLACEMENT SECURITIES (ASX LISTING RULE 7.1)

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

Resolution 2

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and the issue of 35,460,170 Placement Shares on the terms and conditions and in the manner described in the Explanatory Memorandum. *(Refer to the Explanatory Memorandum annexed for further details)*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

3. RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF PLACEMENT SECURITIES (LISTING RULE 7.1A)

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

Resolution 3

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and the issue of 42,939,830 Placement Shares on the terms and conditions and in the manner described in the Explanatory Memorandum. *(Refer to the Explanatory Memorandum annexed for further details)*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

NOTES

The Explanatory Memorandum forms part of this Notice of General Meeting and should be read in conjunction with it.

Questions from shareholders

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company.

Please send your questions to:

The Company Secretary, Future First Technologies Limited, Level 11, 410 Collins Street, Melbourne, VIC 3000 T. 03 9682 2699

E. info@futurefirsttech.io

Written questions must be received by no later than 11:00am (AEDT) on 21 February 2022.

Your questions should relate to matters that are relevant to the business of the General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. A reasonable opportunity will also be provided to Shareholders attending the General Meeting to ask questions of the Board which are relevant to the resolutions and business of the meeting, which the Chairman will seek to address to the extent reasonably practicable. However, there may not be sufficient time to answer all questions at the General Meeting. Please note that individual responses may not be sent to Shareholders.

Voting Entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00pm AEDT on 21 February 2022.

Proxies

In accordance with section 249L of the *Corporations Act 2001 (Cth)*:

A member who is entitled to attend and vote at the General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001 (Cth)*; and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes. A proxy need not be a member.

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, no later than 48 hours prior to the commencement of the General Meeting which will be held at 11:00am (AEDT), on 23 February 2022.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of all items of business.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Boardroom Pty Limited at:

Street Address:

**Boardroom Pty
Limited**

Level 12, 225 George
Street,
Sydney NSW 2000

Postal Address:

**Boardroom Pty
Limited**

GPO Box 3993,
Sydney NSW 2001

Or lodged online at <https://www.votingonline.com.au/fftgm2022>

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001 (Cth)* in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001 (Cth)*. The Certificate must be lodged with the Company before the meeting. The Company will retain the certificate.

It is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

DATED: 21 JANUARY 2022

BY ORDER OF THE BOARD OF DIRECTORS

**VESNA JELESIC
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Future First Technologies Limited in connection with the business specified to be conducted in the Notice of General Meeting at the general meeting of Shareholders to be held at the offices of Future First Technologies Limited, Level 12, 410 Collins Street, Melbourne Victoria Australia 3000 at 11.00am (AEDT) on 23 February 2022.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

The Notice of Meeting, Explanatory Memorandum and Proxy Form are all important documents. The Directors recommend that Shareholders read them carefully in their entirety before making a decision on how to vote at the General Meeting.

A Glossary of terms frequently used in this Notice of Meeting and Explanatory Memorandum can be found at the end of this Explanatory Memorandum.

RESOLUTION 1 - RATIFICATION AND APPROVAL OF PREVIOUS ALLOTMENT AND ISSUE OF SECURITIES (ASX LISTING RULE 7.1)

The purpose of Resolution 1 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of Securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX listing rule 7.1A.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12-month period.

ASX Listing Rule 7.1A provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 10% of the number of the securities at the commencement of that 12-month period.

The allotment and issue of Securities detailed in Resolution 1 did exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, thereby replenishing that entity's 15% and 10% capacity and enabling it to issue further securities up to that limit.

Resolution 1 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

The following table shows the number of shares issued and the VWAP for the 30-day period prior to issue.

Shares issued to the vendors of Asset Vision Pty Ltd	
Issue Date:	8 November 2021
Number of Securities:	23,500,000 ordinary shares
Issue Price:	\$0.05, being the Volume Weighted Average Price of the Securities for the period 60 days prior to 8 November 2021
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Asset Vision Pty Ltd and their nominees
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Asset Vision Pty Ltd

Recommendation

The Directors recommend voting in favour of the allotment and issue of Securities to the vendors of Asset Vision Pty Ltd. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

RESOLUTIONS 2 AND 3 - RATIFICATION OF THE PREVIOUS ISSUE OF PLACEMENT SHARES (RESOLUTION 2 - ASX LISTING RULE 7.1 AND RESOLUTION 3 - ASX LISTING RULE 7.1A)

1. Background

On 20 December 2021 the Company announced that it received commitments to raise A\$2.52 million (before costs) via a Share placement to institutional, sophisticated and professional investors at A\$0.03 per Share (**Placement**). The issue of 78,400,000 Shares under that placement was completed on 24 December 2021 (**Shares Issue Date**). 35,460,170 Shares were issued without prior Shareholder approval out of the Company's 15% annual placement capacity under Listing Rule 7.1 and are the subject of the ratification sought in Resolution 2, and 42,939,830 Shares were issued without prior Shareholder approval out of the Company's 10% annual placement capacity under Listing Rule 7.1A and are the subject of the ratification sought under Resolution 3.

The proceeds raised by the issue of the Shares were, or will be, used to fund the following:

- The integration of EagleSoft Pty Ltd into Asset Vision Pty Ltd;
- Expanding the Sales and Marketing capabilities; and
- General working capital requirements.

Resolution 2 and Resolution 3 together seek Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 78,400,000 Shares.

2. ASX Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company sought and obtained such approval at its annual general meeting on 25 November 2021. The issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% limit in ASX Listing Rule 7.1 and its 10% limit in ASX Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A for the 12 month period following the Shares Issue Date.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of those Listing Rules if shareholders subsequently approve it and the issue did not breach ASX Listing Rule 7.1, and so does not reduce the entity's capacity to issue further Equity Securities without shareholder approval under that Listing Rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, Resolutions 2 and 3 together seek Shareholder approval for the issue of the 78,400,000 Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 2 is passed, the issue of 35,460,170 Shares on the Shares Issue Date will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1 effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Placement Shares Issue Date.

If Resolution 2 is not passed, the issue of 35,460,170 Shares on the Shares Issue Date will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Placement Shares Issue Date.

If Resolution 3 is passed, the issue of 42,939,830 Shares on the Shares Issue Date will be excluded in calculating the Company's 10% limit under ASX Listing Rule 7.1A effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the Shares Issue Date.

If Resolution 3 is not passed, the issue of 42,939,830 Shares on the Shares Issue Date will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the Shares Issue Date.

3. ASX Listing Rule Disclosure Requirements

The following information is provided for the purpose of ASX Listing Rule 7.5:

3.1 Number and class of securities issued

A total of 78,400,000 Shares were issued as follows:

- (i) 35,460,170 Shares issued using the Company's 15% limit under ASX Listing Rule 7.1 and are the subject of Resolution 2; and
- (ii) 42,939,830 Shares issued using the Company's 10% limit under ASX Listing Rule 7.1A and are the subject of Resolution 3.

The Shares are fully paid ordinary shares and rank pari passu in all respects with the Company's other Shares on issue and are listed on the ASX.

3.2 The price or other consideration the entity has received or will receive for the issue

The Shares were issued at a price of \$0.03 per Share.

3.3 The date or dates on which the securities were issued

The Shares were issued on 24 December 2021.

3.4 The name of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected

The Shares were issued to institutional, sophisticated or professional investors who were not related parties of the Company or their associates. The investors were identified by CCZ Equities Australia Pty Ltd (ABN 16 104 843 370), who acted as Lead Manager and Bookrunner to the Placement.

3.5 The purpose of the issue, including the use (or intended use) of funds raised

It is intended that funds raised by the issue of the Shares will be utilised as follows:

- The integration of EagleSoft Pty Ltd into Asset Vision Pty Ltd;
- Expanding the Sales and Marketing capabilities; and
- General working capital requirements.

4. Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company greater flexibility to issue further Equity Securities representing up to 15% (under ASX Listing Rule 7.1) of the total number of Shares on issue in any 12 month period without Shareholder approval.

The Board recommends Shareholders vote in favour of Resolution 3 as it allows the Company greater flexibility to issue further Equity Securities representing up to 10% (under ASX Listing Rule 7.1A) of the total number of Shares on issue in any 12 month period without Shareholder approval.

GLOSSARY

In the Notice of Meeting (including any Annexures thereto) and the Proxy Form, the following terms have the following meanings unless they are otherwise defined or the context otherwise requires:

\$ means Australian dollars;

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires;

ASX Listing Rules means the ASX Listing Rules as amended from time to time and available on the ASX website;

Board means the board of Directors of the Company;

Chair means the chairperson of the Meeting;

Company or FFT means Future First Technologies Limited ACN 164 718 361;

Corporations Act means *Corporations Act 2001 (Cth)*;

Director means a director of the Company;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Memorandum means the Explanatory Memorandum comprising part of this Notice of Meeting;

FFT or Company means Future First Technologies Limited ACN 164 718 361

Meeting means the general meeting to be held in accordance with the Notice of Meeting;

Notice of Meeting means the notice of meeting attached to, and forming part of, this document;

Placement means commitments to raise A\$2.52 million (before costs) via a Share placement to institutional, sophisticated and professional investors at A\$0.03 per Share;

Proxy Form means the proxy form accompanying and forming part of the Notice;

Resolution means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires;

Securities means Fully Paid Ordinary Shares in the capital of the Company;

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

Shareholder means a holder of a Share.

Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.