



engage:BDR Limited
(which proposes changing its name to “colorTV Limited”)
ACN 621 160 585

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 5 May 2022

Time of Meeting:
10:00am (AEST)

Due to the ongoing COVID-19 pandemic, the meeting will be held in a virtual manner via a videoconferencing 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 **(which proposes changing its name to “colorTV Limited”)**

ACN 621 160 585

(“engage:BDR” or “the Company”)

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

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of engage:BDR Limited will be held at #address at 10:00am (AEST) on Thursday, 5 May 2022 (“the General Meeting” or “the Meeting”).

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 General Meeting 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 General Meeting.

The virtual Meeting can be attended using the following details:

When: Thursday, 5 May 2022 at 10:00am (AEST)

Topic: EN1 General Meeting

Register in advance for this webinar:

<https://us02web.zoom.us/j/82611712171?pwd=cVZld2pRaGlRQU1rVVI1Mzg1Q3pFdz09>

After registering, you will receive a confirmation email containing information about joining the webinar.

The Company strongly recommend 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 General Meeting online should be mindful of new laws, government warnings and recommendations in relation to COVID-19 and monitor the Company’s website and ASX announcements for any updates about the General Meeting. 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 (current stock code: EN1) and on its website at <https://engagebdr.com/asx-announcements/>.

AGENDA

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

Resolution 1: Change of Company Name and Constitution Amendment

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

“That, for the purposes of sections 136(2) and 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to “colorTV Limited” and that the constitution of the Company be amended to reflect the change of the name of the Company to colorTV Limited by changing all references to the name of the Company to colorTV Limited, with effect from when ASIC changes the name of the Company.”

Resolution 2: Consolidation of Shares (25:1)

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

“That, for the purposes of Section 254H of the Corporations Act, and for all other purposes, approval is given for the share capital of the Company to be consolidated through the conversion of every twenty five (25) present Shares into one (1) Share with fractions of a Share being rounded to the nearest whole number of shares (with half a share being rounded up), and the conversion to take effect on 6 May 2022 as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 3: Ratification of Prior Issue of 400,000,000 Fully Paid Ordinary Shares

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

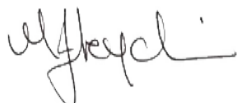
“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 400,000,000 fully paid ordinary shares (on a pre-consolidation basis) on 4 February 2022 at a deemed issue price of \$0.002 (0.2 cents) per share issued in relation to settlement of outstanding creditor balances as described in the Explanatory Statement which accompanies and forms part of this Notice.”

Resolution 4: Ratification of Prior Issue of 362,942,509 Fully Paid Ordinary Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 362,942,509 fully paid ordinary shares (on a pre-consolidation basis) on 22 February 2022 at a deemed issue price of \$0.001 (0.1 cents) per share issued in relation to settlement of outstanding creditor balances as described in the Explanatory Statement which accompanies and forms part of this Notice.”

By order of the Board



Melanie Leydin
Company Secretary
Dated: 1 April 2022

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 Tuesday, 3 May 2022 – not more than 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 Share held.

3. Proxies

- Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- Each shareholder has a right to appoint one or two proxies.
- A proxy need not be a shareholder of the Company.
- If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- 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.
- 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.
- 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.
- If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
- To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the General Meeting, this is no later than 10:00am (AEST) on Tuesday, 3 May 2022. Any proxy received after that time will not be valid for the scheduled meeting.

4. 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.

5. How the Chair will vote Undirected Proxies

Subject to any restrictions set out in Note 6 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.

6. Voting Exclusion Statements

Resolutions 1 and 2

There are no voting exclusions on these Resolutions.

Resolutions 3 and 4

The Company will disregard any votes cast in favour on these Resolutions by any person who participated in the issue of the securities or any associates of 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 resolutions, 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 resolutions 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 resolutions; and
 - ii. the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Special Resolution

Resolution 1 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

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 this document.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("**Statement**") accompanies and forms part of the Company's Notice ("**Notice**") of General Meeting ("**Meeting**") to be held at #address at 10:00am (AEST) on Thursday, 5 May 2022.

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

Resolution 1: Change of Company name and consequential Constitution amendments

The Company is seeking shareholder approval to change its name to "colorTV Limited" as part of its rebranding and new product offerings in connection with developing and anticipated expansion in connected television (CTV) advertising.

colorTV symbolizes connected television (CTV) advertising. The Company's "colorTV" identity emphasises this exciting facet of its business and the services able to be offered to clients. It is anticipated that the colorTV name and products will attract new clients as well as being a broader opportunity for existing clients resulting in greater demand for the Company's products.

Adopting colorTV branding makes it simpler to understand what the Company's core business is. The colorTV business name and brand will be used in Australia now, and in the U.S. and elsewhere following the completion of the group's acquisition of the assets of colorTV, as referred to in the Company's ASX announcement dated 28 February 2022. The assets to be acquired include trademarks, logos and other intellectual property in the US which pave the way for promoting the Company's product range effectively. The notice of meeting is being issued in anticipation of the completion of the acquisition.

The U.S. acquisition is expected to be completed before the general meeting. The assets being acquired include trademarks, logos and other intellectual property in the US which pave the way for promoting the Company's product range effectively. An update will be provided on the Company's website at engagebdr.com when the acquisition is completed. The status of the acquisition will also be announced to the general meeting. Shareholders are advised to check the Company's website and ASX announcements at www.asx.com.au under the existing code "EN1".

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 1 seeks shareholder approval for the Company to change its name to "colorTV Limited".

Section 136(2) of the Corporations Act provides that a company may modify its constitution, or a provision of its constitution, by special resolution.

Resolution 1 also seeks the approval of shareholders of the Company to make minor consequential amendments to the Constitution to reflect the change of the name of the Company to colorTV Limited by changing all references in the Constitution to the name of the Company to colorTV Limited.

If Resolution 1 is passed, the Company will lodge a copy of the special resolution with ASIC. The changes will take effect when ASIC alters the details of the Company's registration. As part of the name change the Company anticipates its ASX ticker code will change to "CTV". The registration of the name change by ASIC and timing of the ticker code change will be the subject of announcements to ASX which will also be available on the Company's website.

Resolution 1 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the Resolution by shareholders (by number of shares) must be in favour of the resolution.

Directors Recommendations

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

There are no for voting exclusions in relation to this Resolution.

Resolution 2: Consolidation of Shares (25:1)

Background

The purpose of this Resolution is to enable the Company to consolidate its Shares into a smaller number. Section 254H(1) of the Corporations Act provides that the Company may convert all or any of its Shares into a larger or smaller number of Shares by a resolution passed at a general meeting of Shareholders.

The Company is seeking Shareholder approval of the consolidation of issued ordinary shares into a smaller number of Shares in the ratio of 25:1, by way of an ordinary resolution pursuant to Section 254H of the Corporations Act.

Effect of Consolidation on Shareholders

The proposed share consolidation will:

- (a) Ensure that each shareholder's proportionate interest in the Company remains unchanged, subject to rounding up of fractional entitlements to the nearest number of shares, and as the ongoing shares will be listed there are no adverse taxation consequences envisaged although Shareholders should seek individual advice; and
- (b) Reduce the number of EN1 shares from 3,865,578,461 to approximately 154,623,138 (subject to rounding) representing approximately a 96% reduction in the number of shares on issue thereby making the number of shares on issue more manageable and at an expected share price that investment parties would feel more comfortable with.
- (c) As at the date of this Notice, the Company has unlisted Options on issue (Options). If the Share Consolidation is approved, the Options will also be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 (as applicable) on the basis that the number of Options will be consolidated in the same ratio as the Share Consolidation and the exercise price is amended in inverse proportion to that ratio.

After the Share Consolidation, there will be (subject to rounding):

- 347,043 Unlisted Options exercisable at \$1.30, expiring on 26 January 2022
 - 550,000 Unlisted Options exercisable at \$0.65, expiring on 30 September 2022
 - 228,000 Unlisted Options exercisable at \$0.5025, expiring on 1 April 2023
 - 228,000 Unlisted Options exercisable at \$0.5425, expiring on 1 April 2023
 - 228,000 Unlisted Options exercisable at \$0.5825, expiring on 1 April 2023
 - 2,185,523 Unlisted Options exercisable at \$0.25, expiring on 5 December 2023
- (d) As at the date of this Notice, the Company has 25,500,000 Performance Rights on issue (Performance Rights). If the Share Consolidation is approved, the Performance Rights will also be reorganised in accordance with the terms and conditions of the Performance Rights and Listing Rule 7.22.1 (as applicable) on the basis that the number of Performance Rights will be consolidated in the same ratio as the Share Consolidation and the exercise price is amended in inverse proportion to that ratio.

After the Share Consolidation, there will be (subject to rounding):

- 1,020,000 Unlisted Performance Rights expiring on 1 April 2023

Key details for the share consolidation process, if approved by shareholders, are:

- (a) The share consolidation will take effect from 5 May 2022.
- (b) The share consolidation requires shareholder approval by ordinary resolution.
- (c) Where the consolidation results in a shareholder's account having an entitlement to a fraction of a share, that fraction will be rounded to the nearest whole number of shares (with half a share being rounded up). If the consolidation would result in a holding of less than 1 share, the holding will be rounded to 1 share. The same rounding will apply to options and performance rights.
- (d) The consolidation will not materially change the proportionate interest that each shareholder holds in the Company, because the consolidation ratio applies (subject to rounding) to all present shares.

The anticipated timetable for the share consolidation process is as follows, subject to confirmation by ASX.

Event	Indicative date
Meeting held, including Resolution to approve Share Consolidation, and Company notifies ASX that Shareholders have approved the Share Consolidation	5 May 2022
Entity announces split/consolidation using an Appendix 3A.3	5 May 2022
Effective date of the Share Consolidation	6 May 2022
Last day for trading in pre-consolidated Shares	9 May 2022
Trading in the consolidated Shares on a deferred settlement basis starts	10 May 2022
Record date. Last day for Company to register Share transfers on a pre-consolidated basis	11 May 2022
First day for Company to update its register, to register share transfers on a consolidated basis and to issue holding statements for Shares on a consolidated basis	12 May 2022
Last day for the entity to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred.	18 May 2022
Deferred settlement trading ends	18 May 2022
Normal T+2 trading in consolidated Shares starts	19 May 2022

Further announcements will be made regarding the timetable, including if any changes required by ASX.

If the Company, in its absolute discretion, forms the view that a shareholder has been party to any shareholding splitting or division to obtain an advantage from the rounding of fractional entitlements, then the Company may take appropriate action, including (without limitation) the disregarding of the splitting or division, for the purposes of dealing with fractional entitlements.

Taxation implications

Company has not considered any taxation implications for Shareholders that will arise out of the Consolidation. Shareholders are advised to seek independent tax advice in relation to the effect of the Consolidation. Neither the Company nor the Board accept any responsibility for any individual taxation implications arising out of the Consolidation.

Other information

The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision about the approval of this Resolution.

Recommendation

Each Director has no interest in the outcome of this Resolution, other than as an existing Shareholder. Each of the Directors believes that the Consolidation is fair and reasonable to the Company's Shareholders as a whole and recommends that Shareholders vote in favour of this Resolution.

Directors Recommendations

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 3: Ratification of Prior Issue of 400,000,000 Fully Paid Ordinary Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 400,000,000 fully paid ordinary shares (on a pre-consolidation basis) ("Shares"), issued on 4 February 2022, to settle outstanding creditor balances at an issue price of \$0.002 (0.2 cents) per share.

ASX 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 ASX Listing Rule 7.2 applies. None of the exceptions in Listing Rule 7.2 apply to the Share Issue. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A, with 89,736,405 Shares issued from the Listing Rule 7.1 15% capacity and 310,263,595 Shares issued from the Listing Rule 7.1A 10% capacity

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable). 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 Resolution 3 is approved, the prior issue of the 400,000,000 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the Shares the subject of Resolution 3 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 and the 10% facility limit for the purposes of ASX Listing Rule 7.1A.

If this Resolution 3 is not approved, the prior issue of 400,000,000 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have nil Shares remaining as issued from its 15% facility for the purposes of ASX Listing Rule 7.1 and not be able to issue Shares from its 10% facility for the purposes of Listing Rule 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1 and Listing Rule 7.1A.

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 shares were allotted and issued to Viriathus Limited, which is not a related party of the Company;
- (b) the total number of fully paid ordinary shares in the Company that were issued was 400,000,000;
- (c) the shares were issued on 4 February 2022;
- (d) the shares were issued at a deemed issue price of \$0.002 (0.2 cents) per share;
- (e) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (f) there were no funds raised from this issue. The shares were issued for non-cash consideration at a deemed issue price of \$0.002 per share, being the settlement of creditor balances.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 4: Ratification of Prior Issue of 362,942,509 Fully Paid Ordinary Shares

Background

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 362,942,509 fully paid ordinary shares (on a pre-consolidation basis) ("Shares"), issue on 22 February 2022, to settle outstanding creditor balances at an issue price of \$0.001 (0.1 cents) per share.

ASX 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 ASX Listing Rule 7.2 applies. None of the exceptions in Listing Rule 7.2 apply to the Share Issue. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rules 7.1, with 362,942,509 Shares issued from the Listing Rule 7.1 15% capacity.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable). 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 Resolution 3 is approved, the prior issue of the 362,942,509 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the Shares the subject of Resolution 3 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 and the 10% facility limit for the purposes of ASX Listing Rule 7.1A.

If this Resolution 3 is not approved, the prior issue of 362,942,509 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have nil Shares remaining as issued from its 15% facility for the purposes of ASX Listing Rule 7.1 and not be able to issue Shares from its 10% facility for the purposes of Listing Rule 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1 and Listing Rule 7.1A.

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 shares were allotted and issued to Viriathus Limited, which is not a related party of the Company;
- (b) the total number of fully paid ordinary shares in the Company that were issued was 362,942,509;
- (c) the shares were issued on 22 February 2022;
- (d) the shares were issued at a deemed issue price of \$0.001 (0.1 cents) per share;
- (e) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (f) there were no funds raised from this issue. The shares were issued for non-cash consideration at a deemed issue price of \$0.001 per share, being the settlement of creditor balances.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 4.

Voting Exclusions

Refer to Note 6 for voting exclusions.

GLOSSARY

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

“**\$**” means Australian Dollars;

“**General Meeting**” or “**Meeting**” means general meeting of the Company;

“**AEST**” means Australian Eastern Standard Time;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Listing Rules**” or “**Listing Rules**” means the Listing Rules of the ASX, as amended from time to 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;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

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

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

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

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

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

“**Option**” means an unlisted option to acquire by issue a fully paid ordinary share in the capital of the Company issued under the Plan;

“**Performance Right**” means a performance right issued under the Plan;

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

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

“**Share**” means a fully paid ordinary share in the capital of the Company;

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



EN1

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 **10:00am (AEST) on Tuesday, 3 May 2022.**

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:

XX

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

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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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of engage:BDR Limited to be held as a virtual meeting on Thursday, 5 May 2022 at 10:00am (AEST) 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 Change of Company Name and Constitution Amendment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Consolidation of Shares (25:1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Prior Issue of 400,000,000 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of 362,942,509 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

