

19 October 2022

ASX ANNOUNCEMENT

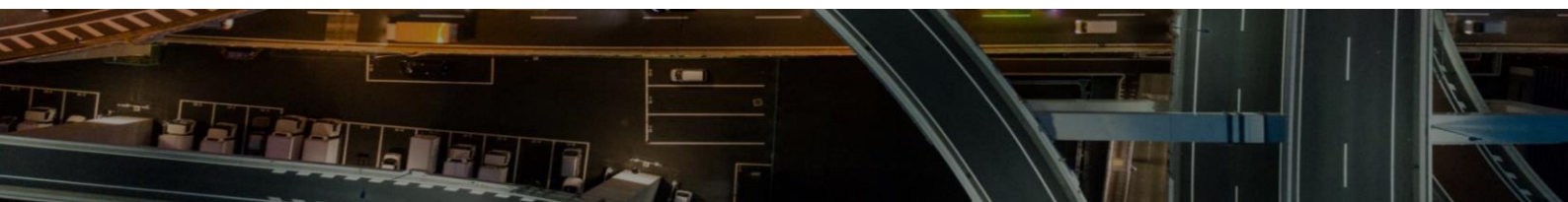
Notice of Annual General Meeting

The following documents were sent to shareholders today in relation to the Annual General Meeting of Future First Technologies Limited (**ASX:FFT**) to be held on Friday, 18 November 2022 at 3:00pm (Melbourne time):

1. Letter to Shareholders regarding the Notice of Meeting
2. Notice of Meeting
3. Proxy Form

This announcement is authorised to be given to ASX by the Board of Directors of Future First Technologies Limited.

- ENDS -



19 October 2022

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

Future First Technologies Ltd (ACN 164 718 361) (the **Company**) (**ASX:FFT**) is convening its Annual General Meeting on Friday, 18 November 2022 at 3:00pm (Melbourne Time).

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless they have made a valid election to receive documents by hard copy. The Notice of Meeting and Annual Report can be viewed and downloaded from the Company's website at <https://futurefirsttech.io/investors/>.

A copy of your personalised Proxy Form is enclosed for your convenience. You can also lodge your proxy vote online.

The Company strongly encourages Shareholders to lodge a directed proxy vote online or by form in accordance with the instructions on the Proxy Form prior to the meeting. Your proxy vote must be received by 3:00 pm (Melbourne Time) on Wednesday, 16 November 2022 and any proxy vote received after that time will not be valid for the meeting.

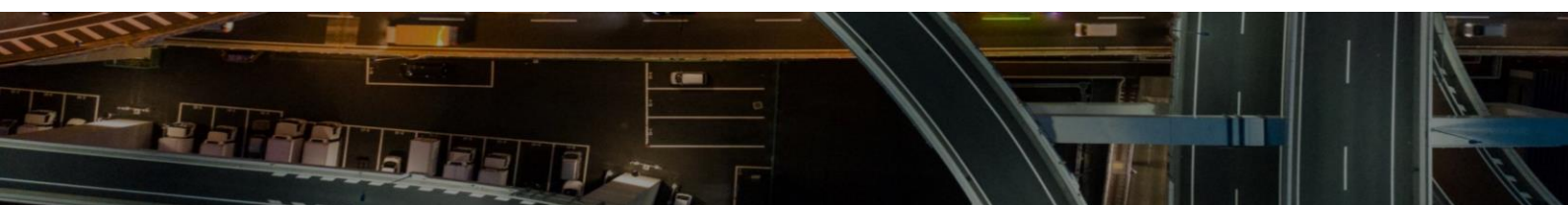
The Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, please seek advice from your professional advisers prior to voting.

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 (AEDT) Monday to Friday, to arrange a copy.

Yours faithfully,



FUTURE FIRST TECHNOLOGIES LTD
Vesna Jelesic
Company Secretary



Future First Technologies Ltd

(ACN 164 718 361)

Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Future First Technologies Ltd (ACN 164 718 361) ('**Company**') will be held at the time and location, and to conduct the business, specified below:

Date: 18 November 2022

Registration: 2:30pm (Melbourne time)

Meeting Start Time: 3:00pm (Melbourne time)

Location: Offices of Anzarut & Partners
Level 13
41 Exhibition St
Melbourne 3000

BUSINESS

The following business will be conducted:

- 1. Chairman's Address and Report**
- 2. Financial Statements and Reports**

To receive and consider the reports of the Directors and the Auditor and the financial statements for the year ended 30 June 2022 for the Company and its controlled entities. *(Refer to the Explanatory Statement annexed for further details).*

- 3. Remuneration Report**

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

Resolution 1

"That the Remuneration Report for the financial year ended 30 June 2022 be adopted". *(Refer to the Explanatory Statement annexed for further details).*

Please note the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the Future First Technologies Ltd's key management personnel ("**KMP**"), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy:

- (a) appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- (b) the vote is not cast on behalf of KMP or a closely related party of a KMP.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

4. Election of Director – Mr Adrian Rudman

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

Resolution 2

"To elect Mr Adrian Rudman (who was appointed a Director of the Company pursuant to clause 12.16 of the Constitution of the Company) as a Director of the company under clause 12.17 of the Constitution of the Company". *(Refer to the Explanatory Statement annexed for further details).*

5. Election of Director – Mr Scott Coles

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

Resolution 3

"To elect Mr Scott Coles (who was appointed a Director of the Company pursuant to clause 12.16 of the Constitution of the Company) as a Director of the company under clause 12.17 of the Constitution of the Company". *(Refer to the Explanatory Statement annexed for further details).*

6. Approval of proposed issue of Performance Rights to Mr Scott Coles

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

Resolution 4

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 20,000,000 options under the Future First Technologies Ltd Employee & Directors Benefit Plan to Mr Scott Coles, Director, on the terms described in the Explanatory Statement annexed". *(Refer to the Explanatory Statement annexed for further details).*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by:

- (a) Mr Scott Coles; or
- (b) any associate of a Director of the Company.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

Except for the Chairman of the meeting, when authorised to vote an undirected proxy (as described above), members of the key management personnel and their closely related parties may not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on this resolution.

7. 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 5

"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 41,995,169 Placement Shares on the terms and conditions and in the manner described in the Explanatory Memorandum". *(Refer to the Explanatory Statement 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.

8. Ratification and approval of previous allotment and issue of Placement Securities (ASX Listing Rule 7.1A)

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

Resolution 6

"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 29,433,402 Placement Shares on the terms and conditions and in the manner described in the Explanatory Memorandum." *(Refer to the Explanatory Statement 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.

9. Ratification and approval of previous allotment and issue of securities

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

Resolution 7

"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 29,411,765 shares at \$0.034 per share, calculated on the Volume Weighted Average Price (VWAP) for the period 30 days prior to 1 July 2022 to the vendors of EagleSoft Pty Ltd. *(Refer to the Explanatory Statement annexed for further details)*."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by:

- a. the vendors of EagleSoft Pty Ltd; and
- b. any associates 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.

10. Ratification and approval of previous allotment and issue of securities

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

Resolution 8

“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 4,500,000 shares for services provided by employees of Respring Pty Ltd in relation to the sale by it of its business and assets, also known as Farmbuy.com. *(Refer to the Explanatory Statement 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 employees of Respring Pty Ltd who participated in the issue.

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:
 - (iii) 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
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider, and if thought fit, pass the following resolution as a **Special Resolution**:

Resolution 9

“That, for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last 15 days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made”. *(Refer to the Explanatory Statement annexed for further details).*

Note: at the time of despatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and accordingly no voting exclusions apply to this resolution.

12. Change of Auditor

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

Resolution 10

“Subject to the Australian Securities and Investments Commission (ASIC) consenting to the resignation of Moore Australia Audit as auditor of the Company that, having consented in writing and been duly nominated in accordance with section 328B of the Corporations Act and for all other purposes, HLB Mann Judd be appointed as auditor of the Company with effect from the later of the conclusion of the 2022 Annual General Meeting and the day on which ASIC consent is given”. *(Refer to the Explanatory Statement annexed for further details).*

By order of the Board of Directors Date 19 October 2022

NOTES

The Explanatory Statement forms part of this Notice of Annual 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 Ltd, Suite 4, 799 Springvale Rd Mulgrave, Victoria 3170 Telephone +61 3 9566 7600.

Written questions must be received by no later than 7.00pm (Melbourne time) on Wednesday 16 November 2022.

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 Statement. A reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting online 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 Annual 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 (Melbourne time) on Wednesday 16 November 2022.

PROXIES

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

A member who is entitled to attend and vote at the Annual 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 Annual General Meeting which will be held at 3:00pm (Melbourne time), on 18 November 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

Street Address:

**Boardroom Pty
Limited**

+61 2 9290 9655

Or lodged online at <http://www.votingonline.com.au/fftagm2022>

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.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the shareholders of Future First Technologies Ltd (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on 18 November 2022.

Resolutions 1 to 8 are to be voted on as ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Resolution 9 requires a special resolution. A special resolution requires at least 75% of votes cast by shareholders entitled to vote on the resolution to be in favour of the resolution for it to be passed.

ITEM 1 - Chairman's Address and Report

The Chairman will address the meeting and comment on the performance of the Company for the Financial Year ended 30 June 2022 as well as future strategic and operational initiatives.

The Chairman will also respond to questions raised by Shareholders.

ITEM 2 - Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001 (Cth)*, the annual accounts of the Company and the associated reports of the Directors and the Auditor for the most recent financial year will be laid before the meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of the accounts and reports.

ITEM 3 - Remuneration Report

Resolution 1 – Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. This resolution is advisory only and does not bind the Directors of the Company.

However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the meeting, and then again at the 2023 AGM, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company (spill resolution).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must then convene an extraordinary general meeting (spill meeting) within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Director's Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Director's Report in the 2022 Annual Report. The Report:

- (a) Explains the Board's policy for determining the nature and amount of remuneration of Executive Directors and senior executives of the Company;
- (b) Sets out the actual remuneration for the financial year ended 30 June 2022 for each Director and each member of the Company's senior executive management team; and
- (c) Details and explains any performance hurdles applicable to the remuneration of Executive Directors and senior executives of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the reports.

Recommendation

The Directors recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 4 – Election of Director – Mr Adrian Rudman

Resolution 2

This resolution seeks approval for the election of Mr Adrian Rudman, as a Director who was appointed to the Board on 2 May 2022 in accordance with clause 12.16 of the Company's Constitution.

This clause states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting.

Mr Rudman is eligible for election under clause 12.17 and offers himself for election as a Director of the Company.

Mr Rudman

Age: 55 years

Business Experience:

Adrian is a growth-focused, go-to-market specialist with more than 30 years' experience in the software industry. Adrian's disciplined approach to sustainable growth is based on delivering excellent customer outcomes. His experience at ASX success story Objective Corporation Ltd (**ASX:OCL**), where he held a variety of executive roles including Vice President of a business line responsible for revenue growth, will help FFT accelerate the growth of Asset Vision.

Recommendation

The Directors (excluding Mr Adrian Rudman) recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution

ITEM 5 – Election of Director – Mr Scott Coles

Resolution 3

This resolution seeks approval for the election of Mr Scott Coles, as a Director who was appointed to the Board on 15 August 2022 in accordance with clause 12.16 of the Company's Constitution.

This clause states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting.

Mr Coles is eligible for election under clause 12.17 and offers himself for election as a Director of the Company.

Mr Coles

Age: 59 years

Business Experience:

Scott specialises in organisation leadership and development, strategic planning, technology commercialisation, business turnarounds and founder exits. Scott also acts as a non-executive Director and mentor to other Australian technology companies. Most recently Scott was non-executive Chairman of Itree, an Australian RegTech company. Advising on business and technology strategy Scott negotiated the successful exit for the founders through a trade sale to Objective Corporation Ltd (**ASX: OCL**) in July 2020. Prior to current roles, Scott developed and led the ISYS strategic turnaround plan that saw ISYS Search Software generate its best financial results in over 20 years, positioning the company as a desirable acquisition target resulting in the sale to Lexmark (**NYSE: LXX**) in March 2012. Scott has held a range of senior executive roles including: Director of EDS Asia Pacific, Managing Director of Allied Telesis and Director of Avaya.

Recommendation

The Directors (excluding Mr Scott Coles) recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution

ITEM 6 - Approval of proposed issue of performance rights to Mr Scott Coles

ASX Listing Rule 10.14 prevents the Company from issuing securities to Directors and their associates under the Company's Directors and Employee Benefits Plan unless approved by the members of the Company. The Company has previously adopted the Future First Technology Directors and Employee Benefits Plan (**Plan**).

A brief summary of the proposed terms of the Plan was contained in the Prospectus. Further details of the Plan are set out in the Schedule to this Explanatory Statement.

Under the Plan, the Company is entitled to issue shares, options and/or performance rights to Directors, officers, employees and contractors, subject to such terms and restrictions as the Board identifies and at issue or exercise prices as the Board determines.

In accordance with the terms of the Plan, the Board has designed a performance rights scheme for Mr Scott Coles, Director, which provides for the issue and exercise of performance rights on the satisfaction of certain hurdle requirements, as detailed below.

The Company is now seeking shareholder approval to the issue of the performance rights on the terms outlined below.

To enable the members to approve the resolution under Item 6, the following information is provided in compliance with ASX Listing Rule 10.15:

Total remuneration package of Mr Scott Coles (Listing Rule 10.15.4)	<p>Director's fees of \$60,000 per annum paid monthly in arrears.</p> <p>Issue of 10,000,000 Options with an exercise price of five cents(\$0.05) with a two-year expiry from commencement date. And issue of 10,000,000 Options with an exercise price of ten cents (\$0.10) with a three-year expiry from commencement date.</p>
Details of securities that have been previously issued to Mr Scott Coles (Listing Rule 10.15.5)	<p>Mr Scott Coles has not previously been issued any securities.</p>
Eligibility	<p>The following individuals are eligible to participate under the Plan:</p> <ul style="list-style-type: none"> • A Director or Secretary of the Company or any of its subsidiaries; or • A permanent full-time or permanent part-time employee or a contractor of the Company selected by the Board to participate.
Number of performance rights to be issued	<p>10,000,000 options with an exercise price of five cents (\$0.05) with a two-year expiry from commencement date; and</p> <p>10,000,000 options with an exercise price of ten cents (\$0.10) with a three-year expiry from commencement date</p>
Exercise price	<p>The rights are issued at an exercise price of:</p> <ul style="list-style-type: none"> • \$0.05 at two-year expiry from the commencement date; and • \$0.10 at two-year expiry from the commencement date.
Exercise period	<p>The options will be exercisable in 2 tranches of 10,000,000 each on, as to the options exercisable for \$0.05 on or before 15 August 2024, and as to the options exercisable for \$0.10 on or before 15 August May 2025.</p> <p>The options will lapse in the event that Mr Coles ceases his employment with the Company and/or does not exercise the options by their end date.</p>

Loan available	No
Date by which the Company will issue the performance rights	Within 30 days of receiving required member approval.
Names of Directors and Directors' associates who are entitled to participate in the Plan	<p>The Directors and Office Holders who are entitled to participate in the Plan are Renata Sguario, Adrian Rudman and Vesna Jelesic.</p> <p>The issue of performance rights under Resolution 4 has been designed specifically for Mr Scott Coles as Non-executive Director and no other Director is entitled to receive performance rights on the terms outlined in this table.</p>
Names of Directors and Directors' associates who received options under the Plan since its last approval	Ms Renata Sguario and Mr Adrian Rudman

In line with Listing Rule 10.15.11, the Company confirms that:

- (i) Details of any securities issued under the Company's Directors and Employee Benefits Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14; and
- (ii) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under listing rule 10.14.

Recommendation

The Directors, (other than Mr Scott Coles who is not eligible to vote), recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEMS 7 & 8 - Ratification of the previous issue of Placement Shares (Resolution 5 - ASX Listing Rule 7.1 and Resolution 6 - ASX Listing Rule 7.1A)

1. Background

On 18 May 2022 the Company announced that it received commitments to raise A\$2.5 million (before costs) via a Share placement to institutional, sophisticated and professional investors at A\$0.035 per Share (**Placement**). The issue of 71,428,571 Shares under that placement was completed on 24 May 2022 (**Shares Issue Date**). 41,995,169 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 5, and 29,433,402 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 6.

The proceeds raised by the issue of the Shares were directed to a deferred cash consideration component for the EagleSoft acquisition and general working capital.

Resolution 5 and Resolution 6 together seek Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 71,428,571 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 5 and 6 together seek Shareholder approval for the issue of the 71,428,571 Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the issue of 41,995,169 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 5 is not passed, the issue of 41,995,169 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 6 is passed, the issue of 29,433,402 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 6 is not passed, the issue of 29,433,402 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 71,428,571 Shares were issued as follows:

- (i) 41,995,169 Shares issued using the Company's 15% limit under ASX Listing Rule 7.1 and are the subject of Resolution 5; and
- (ii) 29,433,402 Shares issued using the Company's 10% limit under ASX Listing Rule 7.1A and are the subject of Resolution 6.

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 \$0.035 per Share.

3.3 The date or dates on which the securities were issued

The Shares were issued on 24 May 2022.

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 was intended that funds raised by the issue of the Shares be directed to a deferred cash consideration component for the EagleSoft acquisition and general working capital.

4. Directors' recommendation

The Board recommends Shareholders vote in favour of Resolution 5 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 6 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.

ITEM 9 – Ratification and approval of previous allotment and issue of securities

Resolution 7

The purpose of Resolution 7 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 7 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 7 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 EagleSoft Pty Ltd	
Issue Date:	12 July 2022
Number of Securities:	29,411,765 ordinary shares
Issue Price:	\$0.034, being the Volume Weighted Average Price of the securities for the period 30 days prior to 1 July 2022
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of EagleSoft and their nominees
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of EagleSoft Pty Ltd

Recommendation

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

ITEM 10 – Ratification and approval of previous allotment and issue of securities

Resolution 8

The purpose of Resolution 8 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 8 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 8 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 Royce Zygarlicki & Jason Shannon	
Issue Date:	4 October 2022
Number of Securities:	4,500,000 ordinary shares
Issue Price:	\$0.031, being the Volume Weighted Average Price of the securities for the period 30 days prior to 4 October 2022
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Royce Zygarlicki (4,000,000) and Jason Shannon (500,000)
Use of funds:	Services provided in relation to the sale of Farmbuy.com

Recommendation

The Directors recommend voting in favour of the allotment and issue of securities to Royce Zygarlicki and Jason Shannon. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 11 – Approval of placement facility

Resolution 9

Under ASX Listing Rule 7.1A, certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

Approval of the special resolution outlined in Resolution 9 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If the special resolution is approved, the Company may make an issue of ordinary shares under ASX Listing Rule 7.1A at any time – on either a single date or progressively – up until the earlier of:

- (a) The date which is 12 months after the date of the 2022 Annual General Meeting (18 November 2022); or
- (b) The date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of main undertaking).

As at the date of this Explanatory Statement, the Company is an “eligible entity” and able to seek approval under Listing Rule 7.1A as it is not included in the S&P/ASX 300 and has a market capitalisation of \$300 million or less. If the Company ceases to be an eligible entity by the date of the 2022 Annual General Meeting, this resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this resolution is calculated in accordance with the following formula as set out in Listing Rule 7.1A.2:

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

Where:

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:

- (a) Plus the number of fully paid ordinary shares issued in the past 12 months under an exception in ASX Listing Rule 7.2;
- (b) Plus the number of partly paid shares that become fully paid in the 12 months;
- (c) Plus the number of fully paid shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the Company’s 15% placement capacity without shareholder approval; and
- (d) Less the number of fully paid ordinary shares cancelled in the 12 months.

D is 10%

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

The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

As at the date of this Notice, the Company has on issue 679,724,800 ordinary shares and will have the capacity to issue:

- (e) Subject to shareholder approval being received under Resolution 9; 67,972,480 ordinary shares under Listing Rule 7.1A above.

The actual number of ordinary shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the formula in Listing Rule 7.1A.2 (as described above).

For the purposes of Listing Rule 7.3A, the following information is provided:

The minimum price at which the ordinary shares the subject of this special resolution will be issued is 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last 15 days on which trades are recorded immediately before either:

- (a) The date on which the price at which the securities are to be issued is agreed; or
- (b) If the securities are not issued within 5 trading days of the date on which the price at which the securities are to be issued is agreed, the date on which the securities are issued.

There is a risk that:

- (a) The market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of this special resolution; and
- (b) The ordinary shares may be issued at a price that is at a discount to the market price for the Company's ordinary share on the issue date, which may have an effect on the amount of funds raised by the issue.

The table below sets out the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2.

The table also shows:

- (a) Two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares may increase as a result of issues of ordinary shares which do not require shareholder approval (for example, a pro rata entitlements issue) or future placements under Listing Rule 7.1 that are approved by shareholders; and
- (b) Two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the current market price.

			Dilution		
			50% decrease in Issue Price	Issue Price	100% increase in Issue Price
			\$ 0.016	\$ 0.031	\$ 0.062
Variable "A" in Listing Rule 7.1A.2	"A" is the Current Shares on Issue:	10% voting Dilution	67,972,480	67,972,480	67,972,480
	679,724,800	Funds raised	\$ 1,053,573	\$ 2,107,147	\$ 4,214,294
	"A" is a 50% increase the Current Shares on Issue:	A 10% voting Dilution	101,958,720	101,958,720	101,958,720
	1,019,587,200	Funds raised	\$ 1,580,360	\$ 3,160,720	\$ 6,321,441
	"A" is a 100% increase the Current Shares on Issue:	A 10% voting Dilution	135,944,960	135,944,960	135,944,960
	1,359,449,600	Funds raised	\$ 2,107,147	\$ 4,214,294	\$ 8,428,588

The table has been prepared on the following assumptions. The Company does not represent that they will necessarily occur:

- The Company issues the maximum number of shares available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of ordinary shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price is \$0.031, being the closing price of the Shares on ASX on 10 October 2022.
- The number of shares in Variable "A" is the total shares on issue as at 10 October 2022.

The Company may seek to issue ordinary shares under the Placement Facility for either:

- a cash issue price, in which case the Company may use the funds for working capital or other corporate purpose; or
- non-cash consideration, such as for the acquisition of new assets or investments, subject to applicable ASX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

The total number of equity securities issued, including unlisted options, during the 12 months preceding the date of this meeting is 253,839,005 Fully Paid Ordinary Shares and 64,000,000 Unlisted Options. Combined, this represents 74.6% of the total number of equity securities on issue at the commencement of that 12-month period.

The following table details the issues of equity securities not previously approved, including unlisted options, by the Company in the 12-month period prior to this meeting.

Details	Purpose of issue	Number of Shares	Class of Shares	Issue Price		Date
				Per Share	Total	
Placement	Capital Raise	71,428,571	Ordinary	0.035	\$ 2,500,000	24-May-22
EagleSoft	Acquisition Consideration	29,411,765	Ordinary	0.034	\$ 1,000,000	12-Jul-22
Unlisted Options	Services Rendered	14,000,000	Unlisted Options	NIL	NIL	12-Aug-22
Services	Services Rendered	4,500,000	Ordinary	0.031	\$ 139,500	4-Oct-22

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 17 November 2023. The approval under Resolution 9 for the issue of the Placement Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Recommendation

The Directors believe that Resolution 9 is in the best interests of the Company and recommend that shareholders vote in favour of the resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 12 – Change of Auditor

Resolution 10

Due to the substantial changes on the structure of Future First Technologies Ltd over the past two financial years, the Company has reviewed its professional service providers including the provision of audit services. Following such review, the Board has resolved to recommend a change of external auditor from Moore Australia Audit to HLB Mann Judd.

Moore Australia Audit's resignation will take effect from whichever of the following is the last to occur:

1. The conclusion of the Company's 2022 AGM; and
2. The day on which ASIC gives consent to the change.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated HLB Mann Judd to be appointed as the auditor of the Company, assuming that ASIC consents to the resignation of Moore Australia Audit as auditor.

A copy of the notice of nomination is included at the end of this Explanatory Memorandum at Schedule xx.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 10. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Schedule 2

Glossary

In this Notice, words importing the singular include the plural and vice versa.

\$ 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;

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

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

Director means a director of the Company;

Explanatory Statement means the explanatory statement comprising part of this Notice of Meeting;

Meeting means the annual 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;

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

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

Resolution means the ordinary and special resolutions as set out in the Notice of Meeting;

Share means any share in the capital of the Company;

Shareholder means the registered holder of a Share in the Company;

Voting Form means the voting form relating to the Meeting in the form accompanying this Explanatory Statement and the Notice of Meeting.



FUTURE FIRST TECHNOLOGIES

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 3:00pm (Melbourne Time) on Wednesday 16 November 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/fftagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



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:

- (a) 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.
- (b) 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 **3:00pm (Melbourne Time) on Wednesday, 16 November 2022.** 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/fftagm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

- 👤 **In Person**
- | | |
|---|--|
| Until 21 October 2022
Boardroom Pty Limited
Level 12, 225 George Street, | From 24 October 2022
Boardroom Pty Limited
Level 8, 210 George Street |
|---|--|

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**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 **Future First Technologies 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 at the **Offices of Anzarut & Partners on Level 13 on 41 Exhibition St Melbourne 3000 Friday, 18 November, 2022 at 3:00pm (Melbourne Time)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 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). 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Adrian Rudman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Scott Coles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of proposed issue of Performance Rights to Mr Scott Coles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification and approval of previous allotment and issue of Placement Securities (ASX Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification and approval of previous allotment and issue of Placement Securities (ASX Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification and approval of previous allotment and issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification and approval of previous allotment and issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Change of Auditor	<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