

FINDI LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held
electronically on an online platform
www.advancedshare.com.au/virtual-meeting
on 5 September 2023 at 11am (AEST).

This Notice of Annual General Meeting 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 adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on 08 6444 1798.

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

The Annual General Meeting of the Company will be held electronically via www.advancedshare.com.au/virtual-meeting	Commencing at 11am (AEST) on Tuesday, 5 September 2023.
Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website	

How to Vote

You may vote by attending the Meeting electronically on the AGM online platform, by proxy or authorised representative.

Voting Electronically

To vote electronically, attend the Meeting on the date and via www.advancedshare.com.au/virtual-meeting set out above. The Meeting will commence at 11am (AEST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either deliver the proxy form by post, in person, by facsimile or by email in accordance with instructions on the proxy form. You may also submit your proxy vote online in accordance with instructions on the proxy form.

Your proxy form must be received not later than 48 hours before the commencement of the Meeting.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chair of the Meeting will vote undirected proxies in favour of all Resolutions.
4. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date and time to determine the identity of those Shareholders entitled to attend and vote at the Meeting. The date is 3 September 2023 at 5pm (AEST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

ONLINE ATTENDANCE AND VOTING

Shareholders and their proxies or corporate representatives will be able to participate in the Meeting through an online platform at www.advancedshare.com.au/virtual-meeting.

This online platform allows Shareholders to attend the Meeting in real time and allow them to vote and ask questions in respect to the resolutions.

It is recommended that Shareholders try to log on to the online platform at least 10 minutes prior to the scheduled start time for the Meeting. Shareholders who wish to participate virtually may do so in accordance with the following instructions:

1. Go to www.advancedshare.com.au/virtual-meeting
2. Login using the Meeting ID and your personalised Shareholder ID which can be found on your personalised Proxy Form, where you can join the meeting, directly lodge questions, and enter poll instructions on the resolutions.
3. There will be a live webcast where you can listen to the virtual Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of the Company will be held electronically on Tuesday, 5 September 2023 at 11am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 3 September 2023 at 5pm (AEST).

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 31 March 2023, which includes the Financial Report and Director's Report, Remuneration Report and the Auditor's Report.

Resolution 1 – Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 March 2023."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2A – Affirmation of Director Appointment – Nicholas Smedley

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution** with or without amendment:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Smedley, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2A are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 2B – Re-election of Director - Jason Titman

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution** with or without amendment:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Titman, who retires in accordance with clause 6.3 of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2B are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 2C – Affirmation of Director Appointment – Simon Vertullo

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution** with or without amendment:

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Vertullo, who seeks Shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2C are set out in the Explanatory Memorandum accompanying this Notice.

Resolution 3 – Approval of 10% Placement Capacity

To consider, and if thought fit, to pass the following resolution as a **special resolution** with or without amendment:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion applies to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 4: Ratification of a prior issue of Shares pursuant to placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,200,000 Shares at \$0.50 per Share on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion applies to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 5A: Approval of issue of Shares to Nicholas Smedley pursuant to placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 200,000 Shares at \$0.50 per Share to Nicholas Smedley (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 5A are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion applies to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 5B: Approval of issue of Shares to Jason Titman pursuant to placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 100,000 Shares at \$0.50 per Share to Jason Titman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 5B are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion applies to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 5C: Approval of issue of Shares to Simon Vertullo pursuant to placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 100,000 Shares at \$0.50 per Share to Simon Vertullo (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 5C are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion applies to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 6A: Approval of issue of Options to Nicholas Smedley

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject and conditional to the approval of Resolutions 6B and 6C, and for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Nicholas Smedley (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 6A are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion and voting prohibition apply to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 6B: Approval of issue of Options to Jason Titman

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject and conditional to the approval of Resolutions 6A and 6C, and for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Jason Titman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 6B are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion and voting prohibition apply to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Resolution 6C: Approval of issue of Options to Simon Vertullo

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject and conditional to the approval of Resolutions 6A and 6B, and for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Simon Vertullo (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Further details in respect of Resolution 6C are set out in the Explanatory Memorandum accompanying this Notice.

A voting exclusion and voting prohibition apply to this Resolution. Please see Section 9 of the Explanatory Memorandum.

Dated: 4 August 2023

BY ORDER OF THE BOARD



ANDREW METCALFE

Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held electronically on an online platform on 5 September 2023 at 11am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

2. Annual Financial Report

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 March 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's annual financial report on its website at www.findi.co or the ASX website at www.asx.com.au.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) Discuss the Annual Financial Report for the financial period ended 31 March 2023.
- (b) Ask questions about, or make comment on, the management of the Company.
- (c) Ask questions about, or make comment on, the Remuneration Report.
- (d) Ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (e) the content of the Auditor's Report; and
- (f) the conduct of the audit of the Financial Report,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – Remuneration Report

The Remuneration Report of the Company for the year ending 31 March 2023 is set out in the Director's Report. The Remuneration Report sets out the Company's remuneration arrangements for executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors. Of itself, a failure of Shareholders to pass

Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on

Resolution 1 are voted against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) on whether another general meeting be held (within 90 days) at which all of the Directors (other than the Managing Director) who were in office at the date of approval for the applicable Director's Report must go up for re-election. The Company encourages all Shareholders to cast their votes on

Resolution 1 (Remuneration Report).

3.1 Previous Voting Results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting. However, if at least 25% of the votes cast on

Resolution 1 are voted against adoption of the Remuneration Report, Shareholders should be aware that if 25% or more of the votes are cast against the Remuneration Report at the next annual general meeting, the consequences are that all Directors (other than the Managing Director) may be up for re-election.

3.2 Proxy Restrictions

Pursuant to the Corporations Act, if you appoint a member of the Key Management Personnel (other than the Chair) or any Closely Related Party as your proxy to vote on this

Resolution 1, you must direct the proxy how they are to vote. Where you do not direct such a person on how to vote on this

Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to

Resolution 1.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this

Resolution 1, then by signing and returning the proxy form you are giving express authorisation for the Chair to vote all undirected proxies **FOR**

Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4. Resolutions 2A, 2B and 2C – Director appointment affirmation and re-election

4.1 General

The Directors have determined to have their re-appointments to the Company be inter-connected and conditional upon all of the Directors being re-appointed. Resolution 2A, Resolution 2B and Resolution 2C, being the resolutions dealing with the re-election of each of the Directors, are collectively referred to as the "**Director Resolutions**". The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company's direction. Therefore, in order to facilitate execution of the Company's strategic objectives

as efficiently as possible, the Directors wish to make their elections inter-conditional so as to ensure that they can continue working together and as a team or otherwise not all.

4.2 Resolution 2A – Affirmation of Director Appointment – Mr Nicholas Smedley

Mr. Smedley seeks Shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Smedley's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from immediately before the end of the Spill Meeting.

Mr Nicholas Smedley was appointed as a Director on 12 April 2021.

Mr Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9bn defence of WMC Resources through to the investment of \$65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. Mr Smedley holds a Bachelor of Commerce degree from Monash University.

Mr Smedley is Executive Chairman of listed entity Respiri Limited (ASX: RSH) and Non-executive Director of AD1 Holdings Limited (ASX: AD1).

The Board considers Mr Smedley an independent Director.

4.3 Resolution 2B – Re-election of Director – Mr Jason Titman

The Constitution requires that at every annual general meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. The Constitution provides that a retiring Director is eligible for re-election. Mr Jason Titman, being eligible, offers himself for re-election.

Mr Jason Titman was appointed as a Director on 19 April 2021.

Mr Jason Titman is a SaaS technology C-Level Executive and Board Advisor, with extensive channel partnership and go to market experience in Australia, South East Asia, Europe, and the US. He is a proven multi-sector entrepreneur, with a track record of achieving significant growth in value and exits for business partners, Shareholders and founders. His key areas of expertise include deep operational experience, transformative leadership, strategy and lateral thinking, B2B channel partnerships, international expansion and corporate governance. Mr Titman is a Chartered Accountant, has a Graduate Diploma from the Australian Institute of Company Directors and holds an MBA from the University of Queensland, where he guest lectures in the MBA Programs on Corporate Governance and is also involved with the UQ Entrepreneurial and Ventures team, which is building an entrepreneurialism program across all faculties within the University.

Mr Titman has not held any other directorships of publicly listed companies in the last three years.

The Board considers Mr Titman an independent Director.

4.4 Resolution 2C – Affirmation of Director Appointment – Mr Simon Vertullo

Mr. Vertullo seeks Shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Vertullo's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from the close of this Meeting. Mr Simon Vertullo was appointed as a Director on 19 April 2021.

Mr Simon Vertullo is a Chartered Accountant with more than 20 years' experience in Australia, Asia and Europe working in C-Suite, corporate finance and restructuring roles. Simon was previously partner and practice leader in international accounting firms and has extensive commercial and operational experience, having held various CFO, executive leadership and advisory roles with numerous listed and large private companies in Australia, Europe and Asia. Key areas of his expertise include equity and debt transactions, risk management and operational performance improvement.

Mr Vertullo was previously a director of Donaco Ltd (ASX: DNA).

The Board considers Mr Vertullo an independent Director.

4.5 Interdependency

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed.

In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company.

In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

- (a) the Directors will call a meeting within 90 days within the end of the Annual General Meeting (**Spill Meeting**);
- (b) the Company will invite Shareholders to nominate persons for election as directors;
- (c) all three existing Directors, Mr. Simon Vertullo, Mr. Jason Titman and Mr. Nicholas Smedley, will be put up for re-election on a conditional basis at the Spill Meeting;
- (d) Mr. Jason Titman's appointment will automatically end with effect from the close of this Meeting and Mr Simon Vertullo will also resign from their directorship with effect from the close of this Meeting. Mr Nicholas Smedley will resign with effect immediately before end of the Spill Meeting;
- (e) If Mr Nicholas Smedley or Mr. Simon Vertullo have their Director appointment affirmed by Shareholders or Mr Jason Titman is re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time.
- (f) Resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution; and
- (g) During the intervening period between the end of the annual general meeting and any Spill Meeting, pursuant to clause 6.1(d) of the Company's Constitution, the Company's Directors may only act in emergencies, for appointing one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Shareholders.

4.6 Board Recommendation

Given the interdependency of the Director Resolutions, and the Board's personal interest in the subject matter, the Board abstains from making a recommendation on these Resolutions.

5. Resolution 3 – Approval for 10% Placement Capacity

5.1 General

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 ASX 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%.

An 'Eligible Entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an Eligible Entity for these purposes.

Shareholders must approve the 10% Placement Capacity by special resolution at the annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Capacity**).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit in issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX. As at the date of this Notice, the Company has the following classes of Equity Securities quoted on ASX:

- fully paid ordinary Shares (ASX: FND); and
- Options exercisable upon payment of an exercise price of \$0.90 on or before 17 January 2024 (Quoted Options; ASX: FNDOB).

The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the following formula prescribed in ASX Listing Rule 7.1A.2.

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

A	<p>The number of fully paid ordinary securities on issue at the commencement of the relevant period (the 12-month period immediately preceding the date of issue or agreement):</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17; • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: <ul style="list-style-type: none"> ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4; • plus the number of fully paid ordinary securities issued in the relevant period under an agreement to use securities within Listing Rule 7.2 exception 16 where: <ul style="list-style-type: none"> ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4; • plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4; • plus the number of partly paid ordinary securities that became fully paid in the relevant period; • less the number of fully paid shares cancelled in the relevant period.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of the Company's ordinary securities under Listing Rule 7.4.

5.2 Information for Shareholders as required by ASX Listing Rule 7.3A

(a) Placement Period

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of this Meeting and expires on the earlier of:

- (i) the date that is 12 months after this Meeting;
- (ii) the time and date of the Company's next annual general meeting; or

- (iii) the time and date that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking),

(the "**Placement Period**").

(b) Minimum price

The issue price of the new Equity Securities issued under the 10% Placement Capacity will be not less than 75% of the volume weighted average price (**VWAP**) for Equity Securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

(c) Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities under the 10% Placement Capacity for cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated such acquisition), continued expenditure on the Company's current assets and operations including general working capital.

(d) Risk of economic and voting dilution

If this Resolution is passed and the Company issues Equity Securities under the 10% Placement Capacity, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- (i) the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities (in the same class) on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the closing price of the Company's Shares of \$0.445 (44.5 cents) on 20 July 2023 (**Market Price**) and the current number of Shares on issue as at the date of this Notice being 36,458,612 Shares. The table also shows:

- (iii) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under ASX Listing Rule 7.1 that are approved by Shareholders in the future;
- (iv) two examples of where the issue price of Equity Securities issued under the 10% Placement Capacity (**Issue Price**) has decreased by 50% and increased by 100% as against the current market price.

Dilution				
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price		
		\$0.223 50% decrease	\$0.445 Issue Price	\$0.89 100% increase
		Funds Raised		

Current Shares	36,458,612	3,645,861	\$811,204	\$1,622,408	\$3,244,816
50% increase	54,687,918	5,468,792	\$1,216,806	\$2,433,612	\$4,867,225
100% increase	72,917,224	7,291,722	\$1,622,408	\$3,244,816	\$6,489,633

This table has been prepared on the following assumptions:

- (i) The Market Price is 44.5 cents (\$0.445), being the closing price of the Shares on ASX on 20 July 2023.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (iii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- (iv) The issue of Equity Securities consists only of Shares and it is assumed that no Options or other convertible securities are exercised or converted into Shares before the date of issue of the Equity Securities.
- (v) 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 Capacity, based on that Shareholder's holding at the date of the Meeting.
- (vi) The table does not set out any dilution pursuant to approvals under Listing Rule 7.1. The Company's ability to issue securities under ASX Listing Rule 7.1A is in addition to its ability to issue securities under ASX Listing Rule 7.1.
- (vii) 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%.

5.3 Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the 10% Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The recipients will be determined at the relevant time having regard to factors such as:

- (a) the purpose of the issue;
- (b) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (c) the effect of the issue of new Equity Securities on the control of the Company;
- (d) the financial situation and solvency of the Company; and
- (e) advice from corporate, financial and broking advisers (as relevant).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.3 on the issue of any new Equity Securities under the 10% Placement Capacity.

5.4 Details of Equity Securities issued in the 12 months preceding the date of the Meeting

On 22 August 2022, the Company received Shareholder approval for the 10% Placement Capacity at its 2022 annual general meeting (**2022 AGM**).

2,825,861 equity securities were issued under ASX Listing Rule 7.1A.2 in the 12 months before this Annual General Meeting (representing approximately 8.76% of the Shares that were on issue immediately prior to the date of issue).

The equity securities were issued on 15 March 2023 at an issue price of \$0.50, being a price that was not less than 25% of the 5-day VWAP of the ordinary securities of the Company at the date of issue. The equity securities comprised part of the March 2023 Placement as set out in Section 6 below.

5.5 Voting exclusion

Notwithstanding the Voting Exclusion Statement in Section 9, at the date of the Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Capacity. Accordingly no existing Shareholder's votes will be excluded from this Resolution 3.

5.6 Board recommendation

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

6. Resolution 4 - Ratify prior issue of Securities

As announced on 6 March 2023, the Company conducted a placement to existing professional and sophisticated investors raising \$2.1 million, with the Directors committing to participate for a combined commitment of up to \$200,000, subject to Shareholder approval (**March 2023 Placement**).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of ordinary shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.1 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the placement of ordinary shares using the capacity allowed under Listing Rule 7.1:

- (a) 4,200,000 Shares were issued on 15 March 2023;
- (b) the issue price was \$0.50 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated, professional and other exempt investors under section 708 of the Corporations Act. None of the subscribers are related parties of the Company or members of the Company's key management personnel, or an adviser to or associate of related parties or key management personnel of the company. Two of the 13 subscribers are substantial Shareholders in the Company who have lodged substantial shareholder notices following their investment in Findi Limited. The investors are all existing Shareholders of the Company who had expressed their support to the Board to assist in future equity placements; and
- (e) the funds raised from this issue were used to meet necessary licensing requirements and support the Company's expansion in India.

If Resolution 4 is approved, the Company will refresh its ability to issue securities under Listing Rule 7.1 and 7.1A without seeking Shareholder approval.

If Resolution 4 is not approved, the ability of the Company to issue securities under Listing Rule 7.1 and 7.1A without seeking Shareholder approval will be limited to the remaining securities allowed following the issue of the above-mentioned Shares. This will effectively decrease the number of equity securities the Company can issue without Shareholder approval of the 12 months following the date of the issue.

6.2 Board recommendation

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

7. Resolutions 5A, 5B and 5C: Approval of issue of Shares to related parties pursuant to placement

Resolutions 5A, 5B and 5C seek Shareholder approval to approve the issue of Shares to related parties of the Company as follows:

- (a) 200,000 ordinary shares at \$0.50 per Share to Nicholas Smedley (or his nominee).
- (b) 100,000 ordinary shares at \$0.50 per Share to Jason Titman (or his nominee); and
- (c) 100,000 ordinary shares at \$0.50 per Share to Simon Vertullo (or his nominee),

(the **Relevant Directors**) under a placement of Shares by way of a cash subscription.

7.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation by the Relevant Directors in the March 2023 Placement will result in the issue of Shares which constitutes giving a financial benefit and each of Nicholas Smedley, Jason Titman and Simon Vertullo are a related party of the Company by virtue of being a Director.

The Directors, other than Nicholas Smedley in relation to Resolution 5A, Jason Titman in relation to Resolution 5B, and Simon Vertullo in relation to Resolution 5C, given their material personal interests in these respective Resolutions, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation because the Shares will be issued on the same terms as Shares issued to non-related party participants in the placement referred to under Resolution 4 above and as such the giving of the financial benefit is on arm's length terms.

7.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that the three Directors comprising the Board (the Relevant Directors) have a material personal interest in the outcome of Resolutions 5A, 5B and 5C. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 5A, 5B and 5C at Board level.

For the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 5A, 5B and 5C for the purposes of section 195(4) of the Corporations Act.

7.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) ASX Listing Rule 10.11.1 - a related party;
- (b) ASX Listing Rule 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) ASX Listing Rule 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) ASX Listing Rule 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) ASX Listing Rule 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shares falls within ASX Listing Rule 10.11.1 (as each of the parties the subject of Resolutions 5A to 5C is a Director of the Company) and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. The Resolutions seek the required Shareholder approval to the issue of the Shares under and for the purposes of Listing Rule 10.11.

7.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Nicholas Smedley, Jason Titman and Simon Vertullo (or their respective nominees);
- (b) if the Directors elect to have the Shares issued to them personally, ASX Listing Rule 10.11.1 applies. If the Directors elect to have the Shares issued to their nominees, ASX Listing Rule 10.11.4 applies;
- (c) the maximum number of Shares to be issued is:
 - (i) pursuant to Resolution 5A: 200,000 Shares to Nicholas Smedley.
 - (ii) pursuant to Resolution 5B: 100,000 Shares to Jason Titman; and
 - (iii) pursuant to Resolution 5C: 100,000 Shares to Simon Vertullo
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the issue price will be \$0.50 per Share, being the same as all other Shares issued under the March 2023 Placement;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) the funds raised will be used for the same purposes as all other funds raised under the March 2023 Placement of Shares as set out in Resolution 4 of this Explanatory Memorandum being to meet necessary licensing requirements and support the Company's expansion in India.

The Directors' total remuneration and Shares currently held by Directors are as follows:

Director	Director annual remuneration currently received	Securities currently held (before Share issue approval)
Nicholas Smedley	\$150,000	1,694,315
Jason Titman	\$120,000	867,231
Simon Vertullo	\$120,000	420,147

As approval for the participation of the Relevant Directors in the March 2023 Placement is being obtained under ASX Listing Rule 10.11, the issue of Shares to the Relevant Directors (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 or 7.1A.

If each of Resolutions 5A, 5B and 5C are approved, the Company will raise \$200,000 from the issue of 400,000 Shares in addition to funds raised from the issue of Shares the subject of Resolution 4, with funds raised being used to meet necessary licensing requirements and support the Company's expansion in India.

If each of Resolutions 5A, 5B and 5C are not approved, the Company will utilise existing funds raised from the issue of Shares the subject of Resolution 4 to meet necessary licensing requirements and support the Company's expansion in India.

7.6 Board recommendation

Given the Board's personal interest in the subject matter, the Board abstains from making a recommendation on these Resolutions.

8. Resolutions 6A, 6B and 6C – Approval of issue of options to related parties

Resolutions 6A, 6B and 6C seek Shareholder approval to approve the issue of Options to related parties of the Company as follows:

- (a) 3,000,000 Options to Mr Nicholas Smedley (or his nominee) comprised of:
 - (i) 2 million Options with an exercise price of \$0.90 per Option (**Tranche 1 Director Option**); and
 - (ii) 1 million Options with an exercise price of \$2.00 per Option (**Tranche 2 Director Option**).
- (b) 3,000,000 Options to Jason Titman (or his nominee) comprised of:
 - (i) 2 million Tranche 1 Director Options; and
 - (ii) 1 million Tranche 2 Director Options; and
- (c) 3,000,000 Options to Simon Vertullo (or his nominee) comprised of:
 - (i) 2 million Tranche 1 Director Options; and
 - (ii) 1 million Tranche 2 Director Options,

(together, the **Director Options**).

The terms of issue for the Director Options is found in Schedule 1.

8.2 Corporations Act

Please refer to Sections 7.2 and 7.3 for the application of Chapter 2E and section 195(4) of the Corporations Act.

8.3 Technical Information required by ASX Listing Rule 10.13

Please refer to Section 7.4 for the application of ASX Listing Rule 10.11.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Director Options will be issued as unlisted Options to Nicholas Smedley, Jason Titman and Simon Vertullo (or their respective nominees);
- (b) if the Directors elect to have the Director Options issued to them personally, ASX Listing Rule 10.11.1 applies. If the Directors elect to have the Director Options issued to their nominees, ASX Listing Rule 10.11.4 applies;
- (c) the maximum number of Director Options to be issued is:
 - (i) pursuant to Resolution 6A: 3,000,000 Options to Nicholas Smedley.
 - (ii) pursuant to Resolution 6B: 3,000,000 Options to Jason Titman; and
 - (iii) pursuant to Resolution 6C: 3,000,000 Options to Simon Vertullo
- (d) the Director Options have an Exercise Price as follows:
 - (i) Tranche 1 Director Options: \$0.90; and
 - (ii) Tranche 2 Director Options: \$2.00;
- (e) the Director Options vest immediately on issue and have an Expiry Date of 5 years from the vesting date but are subject to the following lapsing conditions where the relevant Director resigns within:
 - (i) 1 year of the vesting date, then all unexercised Director Options will lapse;
 - (ii) 2 years of the vesting date, then 80% of the unexercised Director Options will lapse;
 - (iii) 3 years of the vesting date, then 60% of the unexercised Director Options will lapse; and
 - (iv) 4 years of the vesting date, then 40% of the unexercised Director Options will lapse;
- (f) the Director Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (g) the Director Options will be issued for nil cash consideration, accordingly no funds will be raised. However, should the Directors exercise all Director Options, the Company will receive gross proceeds of approximately \$11.4 million which will be applied towards the Company's general working capital requirements;
- (h) the purpose of the issue of the Director Options is to incentivise and remunerate the Directors in performing their role and the issue of the Director Options is considered an appropriate incentive in the circumstances; and
- (i) the Director's remuneration is set out in Section 7.5 above.

If Resolutions 6A, 6B, and 6C are passed, the Company will be able to proceed with the issue of the Director Options. In addition, the issue of the Director Options will be excluded from the calculation of the Company's placement capacity in accordance with the ASX Listing Rules.

If Resolutions 6A, 6B and 6C are not passed, the Company will not be able to proceed with the issue and this incentive will not be issued to the Director. Accordingly, the Company may be required to implement alternative arrangements to remunerate the Directors including the payment of additional cash based remuneration in recognition of their calibre and time commitments thereby reducing the available cash resources of the Company.

8.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors, other than Nicholas Smedley in relation to Resolution 6A, Jason Titman in relation to Resolution 6B, and Simon Vertullo in relation to Resolution 6C, given their material personal interests in these respective Resolutions, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation because the financial benefit is, in accordance with section 211(1) of the Corporations Act:

- (c) remuneration to a related party as an officer of a public company; and
- (d) reasonable remuneration given:
 - (i) the circumstances of the public company or entity giving the remuneration; and
 - (ii) the related party circumstances (including the responsibilities involved in the office).

For completeness, the Company advises that the valuation of the Director Options to be issued under Resolutions 6A to 6C is \$318,517 per Director, comprised of:

- (e) Tranche 1 Director Options: \$269,802 (\$0.135 per Tranche 1 Director Option); and
- (f) Tranche 2 Director Options: \$48,716 (\$0.049 per Tranche 2 Director Option),

the fair value of which the Company has calculated using the Black-Scholes Model.

8.5 Interdependency

Shareholders should note that Resolutions 6A, 6B and 6C are interdependent as the Directors wish to show unified support, belief and interest in the Company and its strategy moving forward. Therefore, failure of any of these Resolutions to be passed will result in all of Resolutions 6A, 6B and 6C being deemed not to have been passed.

8.6 Board Recommendation

Given the interdependency of Resolutions 6A, 6B and 6C, and the Board's personal interest in the subject matter, the Board abstains from making a recommendation on these Resolutions.

9. Voting Exclusion Statements and Voting Prohibitions

9.1 Resolution 3 - Approval of 10% Placement Capacity

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution (except a benefit solely by reason of being a Shareholder) or an associate of that person.

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

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

9.2 Resolution 4 – Ratification of prior issue of Shares pursuant to placement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue 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 proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9.3 Resolutions 5A, 5B and 5C – Issue of securities to related party pursuant to placement

The Company will disregard any votes cast in favour of, by or on behalf of:

- (a) Nicholas Smedley (in the case of Resolution 5A), Jason Titman (in the case of Resolution 5B), and Simon Vertullo (in the case of Resolution 5C);
- (b) any other person who will obtain a material benefit as a result of the issue of the securities contemplated by those Resolutions; and
- (c) any associates of those persons.

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

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

NB: As at the date of this notice, the Company is not aware of any other person who will obtain a material benefit as a result of the issue of the securities contemplated by Resolutions 5A, 5B and 5C, other than Nicholas Smedley, Jason Titman and Simon Vertullo.

9.4 Resolutions 6A, 6B and 6C – Issue of Options to related party

The Company will disregard any votes cast in favour of, by or on behalf of:

- (a) Nicholas Smedley (in the case of Resolution 6A), Jason Titman (in the case of Resolution 6B), and Simon Vertullo (in the case of Resolution 6C):

- (b) any other person who will obtain a material benefit as a result of the issue of the securities contemplated by those Resolutions; and
- (c) any associates of those persons.

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

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

NB: As at the date of this notice, the Company is not aware of any other person who will obtain a material benefit as a result of the issue of the securities contemplated by Resolutions 6A, 6B and 6C, other than Nicholas Smedley, Jason Titman and Simon Vertullo.

Voting Prohibitions

In relation to Resolutions 6A, 6B and 6C, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

10. Enquiries

Shareholders may contact the Company Secretary, Andrew Metcalfe at ametcalfe@findi.co if they have any queries in respect of the matters set out in these documents.

11. Definitions

In this Explanatory Memorandum and Notice:

10% Placement Capacity means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under ASX Listing Rule 7.1A, as set out in Section 5.1.

AEST means Australian Eastern Standard Time.

Annual General Meeting or Meeting means the annual general meeting convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report thereon, in respect to the financial year ended 31 March 2023.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of the ASX.

Auditor's Report means the Auditor's report on the Financial Report.

Black Scholes Model means the Black-Scholes-Merton (BSM) model; a differential equation widely used to price options contracts. The Black-Scholes model requires five input variables: the strike price of an option, the current stock price, the time to expiration, the risk-free rate, and the volatility.

Board means the board of Directors.

Business Day has the same meaning as in the ASX Listing Rules.

Chair means the chairperson of the Company.

Closely Related Party means, in relation to a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Findi Limited ABN 98 057 335 672.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Directors' Report means the annual Directors' Report prepared under Chapter 2M of the Corporations Act for the Company.

Director Resolutions means Resolution 2A, Resolution 2B and Resolution 2C, or any one of them (as the context requires).

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

March 2023 Placement has the meaning given to that term in Section 6.

Notice means the notice of meeting.

Option means an option to acquire a Share.

Placement Period means the period during which Shareholder approval under ASX Listing Rule 7.1A is valid.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the Remuneration Report of the Company in respect of the financial year ended 31 March 2023 contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given to that term under Section 4.5(a).

Tranche 1 Director Option has the meaning given to that term in Section 8.

Tranche 2 Director Option has the meaning given to that term in Section 8.

VWAP means volume weighted average price.

\$ means Australian dollars unless otherwise stated.

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

Schedule 1 – Terms of Director Options

The issuer of these options (**Option**) is Findi Limited ABN 98 057 335 672 (**Company**):

- (a) Each Option will vest immediately on issue.
- (b) The exercise price of each Option will be:
 - (i) Tranche 1 Director Options: \$0.90; and
 - (ii) Tranche 2 Director Options: \$2.00,(each, the **Exercise Price**).
- (c) Each Option will automatically lapse if not exercised on or before the date that is 5 years from the vesting date (**Expiry Date**).
- (d) Notwithstanding paragraph (c) above, where the relevant Director resigns within:
 - (i) 1 year of the vesting date, then all unexercised Director Options will lapse;
 - (ii) 2 years of the vesting date, then 80% of the unexercised Director Options will lapse;
 - (iii) 3 years of the vesting date, then 60% of the unexercised Director Options will lapse; and
 - (iv) 4 years of the vesting date, then 40% of the unexercised Director Options will lapse.
- (e) Each Option shall entitle the holder to subscribe for and be issued one fully paid ordinary share in the Company (**Share**) upon exercise of the Option and payment to the Company of the Exercise Price.
- (f) An Option may be exercised by the Option holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price and the certificate for the Options, to the Company.
- (g) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds.
- (h) Subject to any restrictions in the ASX Listing Rules, within five Business Days of receipt of a properly executed notice of exercise and the required exercise moneys, the number of Shares specified in the notice of exercise will be issued.
- (i) Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.
- (j) If the Shares are quoted on the ASX, the Company undertakes to apply for official quotation by the ASX of all Shares issued pursuant to the exercise of any Options, within three Business Days of the date of issue of those new Shares.
- (k) There will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options.
- (l) In the event of any reorganisation (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, all rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (m) If from time to time before the expiry of the Options the Company makes an issue of Shares to its Shareholders by way of a bonus issue, other than in lieu of a dividend payment, then upon exercise of an Option the Option holder will be entitled to have issued to it (in addition to the Shares which it is otherwise entitled to have issued to it upon such exercise) additional Shares in the Company. The number of additional Shares is the number of Shares which would have been issued to the Option holder if the Options had been exercised before the record date for the bonus issue.

- (n) The Options do not confer the right to a change in Exercise Price, or a change to the number of underlying securities over which it can be exercised, other than under paragraphs (k) and (l) above.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: The Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Findi Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of
the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 Annual General Meeting of the Company to be held **virtually on Tuesday, 5 September 2023 at 11:00 am (AEST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6A, 6B & 6C (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

		For	Against	Abstain*
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A	Affirmation of Director Appointment – Nicholas Smedley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2B	Re-election of Director - Jason Titman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2C	Affirmation of Director Appointment – Simon Vertullo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of a prior issue of Shares Pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5A	Approval of issue of Shares to Nicholas Smedley Pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5B	Approval of issue of Shares to Jason Titman Pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5C	Approval of issue of Shares to Simon Vertullo Pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6A	Approval of issue of Options to Nicholas Smedley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6B	Approval of issue of Options to Jason Titman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6C	Approval of issue of Options to Simon Vertullo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

FINDI LIMITED - ANNUAL GENERAL MEETING

The Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 6A, 6B & 6C, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 6A, 6B & 6C.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00 am (AEST) on 3 September 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033