



ASX Announcement
ASX: DUB

7 August 2023

Notice of General Meeting and Proxy

Dubber Corporation Limited (ASX: DUB) (**Dubber** or **Company**) attaches the following documents in relation to its General Meeting ("EGM"), being held at 2.00PM AEST on Wednesday 6 September 2023:

- Notice of EGM; and
- Proxy Form.

This announcement has been approved for release to ASX by Mr Steve McGovern on behalf of the Dubber Board of Directors.

About Dubber:

Dubber enables communication service providers to unlock the potential of the network - turning every conversation into an exponential source of value for differentiated innovation, retention, and revenue. Listed on the ASX, Dubber is the clear market leader in conversational intelligence and unified conversational recording - embedded at the heart of over 185 Service Provider networks and services.

For more information, please visit Dubber on www.dubber.net or contact:

Investors

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Dubber Corporation Limited

ACN 089 145 424

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

Date: 6 September 2023

Time: 2.00pm (AEST)

Place: The meeting is a hybrid meeting

Virtually: Online via a web-based meeting portal

Physically: Punthill Little Bourke Apartment Hotel
Lonsdale Room
11-17 Cohen Place
Melbourne Vic. 3000

This Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their independent professional advisers prior to voting.

**SEE OVERLEAF FOR IMPORTANT INFORMATION
REGARDING MEETING ATTENDANCE AND VOTING**

**Shareholders are strongly encouraged to vote via proxy prior to the Meeting
or appoint the Chair as their proxy.**

IMPORTANT INFORMATION REGARDING MEETING ATTENDANCE AND VOTING

Attending in person

To attend in person, please arrive at the Meeting venue at least 30 minutes before the time on the date set out above.

Attending virtually

The Company is pleased to also provide Shareholders with the opportunity to attend and participate in the Meeting as a virtual meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "Register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "Register" when this appears. Alternatively, click on "Meetings" on the left-hand menu bar to access registration.
4. Click on "Register" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see "Voting virtually at the Meeting" below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting.

Questions must be submitted in writing to the Company Secretary at least 48 hours before the Meeting to david.franks@automicgroup.com.au.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting for the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting may do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the Registration and Voting Guide at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Voting eligibility

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 Shareholders at 7.00pm (AEST) on 4 September 2023.

Enquiries

Shareholders are requested to contact the Company Secretary, David Franks on +61 2 8072 1400 or david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in this Notice of General Meeting or the Explanatory Statement.

DUBBER CORPORATION LIMITED

ACN 089 145 424

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Dubber Corporation Limited (**Company**) will be held on 6 September 2023 at 2.00pm (AEST) via a web-based portal and physically at Punthill Little Bourke Apartment Hotel, Lonsdale Room, 11-17 Cohen Place, Melbourne Vic. 3000 (**Meeting**).

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

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Section 3.

AGENDA

Resolution 1 – Ratification of prior issue of shares – July 2023 placement (Tranche 1)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue under Listing Rule 7.1 by the Company of 46,371,531 fully paid ordinary shares to the parties and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who received Shares in the issue or an associate of such a 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 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.

Resolution 2 – Approval for issue of shares – July 2023 placement (Tranche 2)

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to allot and issue up to 23,628,470 fully paid ordinary shares to the parties on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person expected to participate in the issue or any of their associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company). 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 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.

Resolution 3 – Approval for the issue of shares to Steve McGovern – July 2023 placement

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 1,428,571 fully paid ordinary shares to Steve McGovern (and/or his nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Steve McGovern (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. 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 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.

Resolution 4 – Approval for the issue of shares to Peter Pawlowitsch – July 2023 placement

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 1,428,571 fully paid ordinary shares to Peter Pawlowitsch (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Peter Pawlowitsch (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. 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 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.

Resolution 5 – Approval for the issue of shares to Gerard Bongiorno – July 2023 placement

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 357,143 fully paid ordinary shares to Gerard Bongiorno (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Gerard Bongiorno (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities, or an associate of those persons, except a benefit solely by reason of being a holder of ordinary securities in the Company. 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 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.

Dated 7 August 2023

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D Franks', with a horizontal line underneath.

Mr David Franks
Company Secretary

DUBBER CORPORATION LIMITED
ACN 089 145 424

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held on 6 September 2023 at 2.00pm (AEST) via a web-based portal and physically at Punthill Little Bourke Apartment Hotel, Lonsdale Room, 11-17 Cohen Place, Melbourne Vic. 3000.

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

A Proxy Form is located at the end of the Explanatory Statement.

1. Resolution 1 – Ratification of prior issue of shares – July 2023 placement (Tranche 1)

1.1 Background

On 25 July 2023, the Company announced to ASX that it had received firm commitments from professional and sophisticated investors in a share placement to raise \$10.25 million by the issue of 73,214,286 Shares in two tranches at an issue price of \$0.14 per Share (**Placement**). Unified Capital Partners Limited (**Lead Manager**) acted as lead managers and bookrunner for the Placement.

The first tranche of Shares under the Placement (**Tranche 1**), comprising 46,371,531 Shares were issued on 2 August 2023 within the Company's existing 15% share issue capacity pursuant to Listing Rule 7.1 (see Section 1.2). The second tranche of Shares under the Placement comprises an aggregate 26,842,755 Shares and the issue is subject to and conditional upon Shareholder approval under Listing Rule 7.1 (for 23,628,470 Shares (**Tranche 2**)) and 10.11 for related parties (for 3,214,285 Shares (**Director Participation Shares**)).

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares under Listing Rule 7.1. Resolution 2 seeks approval for the issue the Tranche 2 Shares to be issued to non-related parties under Listing Rule 7.1. Resolutions 3 to 5 seek approval for the issue of the Director Participation Shares to be issued to related parties under Listing Rule 10.11.

Resolution 1 is an ordinary resolution.

1.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**). Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without Shareholder approval pursuant to Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. Accordingly,

Resolution 1 seeks shareholder approval under and for the purposes of Listing Rule 7.4, allowing the Company to refresh part of its 15% share issue capacity.

If Resolution 1 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue. If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

1.3 Specific information required under Listing Rule 7.5

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 1:

- (1) The placees were professional and sophisticated investors determined by the Company in consultation with the Lead Manager, including clients of the Lead Manager and existing Shareholders. None of the placees are: (a) a related party of the Company; a member of the Company's key management personnel; a substantial holder in the Company; an adviser to the Company; or an associate of any these parties; and (b) were issued more than 1% of the Company's current issued capital.
- (2) 46,371,531 Shares were issued, being fully paid ordinary shares.
- (3) The Shares issued rank equally with all other fully paid ordinary shares on issue in the Company.
- (4) The Shares were issued on 2 August 2023.
- (5) The Shares were issued at \$0.14 per Share.
- (6) The purpose of the issue was to raise funds for general working capital and strengthen the Company's balance sheet.

A voting exclusion statement is included in the Notice.

2. Resolution 2 – Approval for issue of shares – July 2023 placement (Tranche 2)

2.1 Background

Details of the Placement are set out in Section 1.1.

Resolution 1 seeks Shareholder ratification of, and approval for, the previous issues of the Shares under Tranche 1 of the Placement. Resolution 2 seeks Shareholder approval under Listing Rule 7.1 for the issue of 23,628,470 Shares under Tranche 2.

Resolution 2 is an ordinary resolution.

2.2 Listing Rule 7.1

Information about Listing Rule 7.1 is set out in Section 1.2.

The Company has no additional 15% share issue capacity to issue the Tranche 2 Shares, though the approval sought under Resolution 1, if given, will refresh those capacities.

Resolution 2 seeks Shareholder approval under and for the purposes of Listing Rule 7.1 to allow the Company to issue the Tranche 2 Shares without utilising its 15% share issue capacity, which as at the date of this Notice has been exhausted.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares. If Resolution 2 is not passed, the Company will not be able to issue the Tranche 2 Shares unless Resolution

1 is passed, in which case the Company may issue those Shares within its refreshed 15% share issue capacity.

2.3 Specific information required under Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to Resolution 1:

- (1) The placees will be professional and sophisticated investors determined by the Company in consultation with the Lead Manager, including clients of the Lead Manager, existing Shareholders and Company management. None of the placees are: (a) a related party of the Company; a member of the Company's key management personnel; a substantial holder in the Company; an adviser to the Company; or an associate of any these parties; and (b) will be issued more than 1% of the Company's current issued capital.
- (2) 23,628,470 Shares will be issued, being fully paid ordinary shares.
- (3) The Shares will rank equally with all other fully paid ordinary shares on issue in the Company.
- (4) The Shares are expected to be issued on or about 8 September 2023, but in any event the issue will occur within three months of the date of approval.
- (5) The Shares will be issued at \$0.14 per Share.
- (6) The purpose of the issue is to raise funds for general working capital and strengthen the Company's balance sheet.

A voting exclusion statement is included in the Notice.

3. Resolutions 3 to 5 – Approval for issue of shares to related parties – July 2023 placement

3.1 Background

As announced to ASX on 25 July 2023, certain related parties of the Company have agreed to subscribe for Shares in the Placement, subject to the Company obtaining Shareholder approval for the issue of those Shares. Details of the Placement are set out in Section 1.1.

3.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to certain categories of recipients, including a related party of the company and their associates, unless it obtains the approval of shareholders.

The proposed issues of Shares under the Placement to Steve McGovern, Peter Pawlowitsch and Gerard Bongiorno (and/or nominees) fall within Listing Rule 10.11.1 as they are each a related party of the Company and they do not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 5 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Participation Shares.

If the Resolutions are passed, the Company will be able to proceed with the issue of the Shares to Messrs, McGovern, Pawlowitsch and Bongiorno (and/or nominees). In addition, as Shareholder approval is not required under Listing Rule 7.1 where an approval is given under Listing Rule 10.11, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue.

If any one or more of the Resolutions are not passed, the Company will not be able to proceed with the issue of the Shares to Mr McGovern and/or Mr Pawlowitsch and/or Mr Bongiorno (as the case may be) and accordingly they will not be required to subscribe for the Shares despite their commitment in connection with the Placement.

Resolutions 3 to 5 are ordinary resolutions. They are separate and independent resolutions.

3.3 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 10.13, the following information is provided for Shareholders:

- (1) The recipients of the Shares are Steve McGovern, Peter Pawlowitsch and Gerard Bongiorno (and/or their nominees).
- (2) Listing Rule 10.11.1 applies as each one of the recipients are a related party of the Company in their capacity as Directors.
- (3) The maximum number of Shares to be issued to each related party (and/or their nominees) is as follows:
 - Mr McGovern: 1,428,571 Shares
 - Mr Pawlowitsch: 1,428,571 Shares
 - Mr Bongiorno: 357,143 Shares
- (4) The Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (5) The issue of the Shares will occur no later than one month after the date of the Meeting.
- (6) The Shares will be issued at an issue price of \$0.14 per Share, being the issue price under the Placement.
- (7) The funds raised from the issue of the Shares, being \$450,000 in total, will be aggregated with and used for the same purpose as the funds raised from the Placement, namely for general working capital and strengthen the Company's balance sheet.
- (8) The Shares are being issued under the Placement and not under a separate agreement or in connection with the remuneration payable by the Company to these related parties.

A voting exclusion statement is included in the Notice.

5. Definitions

In this Notice, Explanatory Statement and Proxy Form:

\$ means Australian Dollars.

15% share issue capacity is defined in Section 1.2.

AEST means Australian Eastern Standard Time, being the time in Melbourne, Victoria.

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.

Board means the board of Directors.

Chair means the chair of the Meeting.

Company means Dubber Corporation Limited ACN 089 145 424.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Participation Shares is defined in Section 1.1.

Explanatory Statement means the Explanatory Statement attached to the Notice.

Group means the Company and its subsidiaries.

Lead Manager is defined in Section 1.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement is defined in Section 1.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

Tranche 1 is defined in Section 1.1.

Tranche 2 is defined in Section 1.1.

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



Dubber Corporation Limited | ACN 089 145 424

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **2:00pm (AEST) on Monday, 4 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

