

2023 AGM Notice of Meeting and Proxy

Bluechiip Limited (**Bluechiip** or the **Company**) (**ASX: BCT**), a leader in the development of advanced sample management solutions for harsh environments, attaches the following documents in relation to the FY2023 Annual General Meeting (AGM):

- AGM Notice of Meeting; and
- Proxy Form.

END.

Authorised for release by the Bluechiip Limited Board

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About Bluechiip Limited

Bluechiip understands that every biological sample – stem cells, blood, eggs, sperm and other biospecimens – is critical, so our objective is to manage each one with optimal quality in the most efficient way. Bluechiip's advanced sample management solution is the only one that provides sample temperature with ID in cryogenic environments, driving productivity and improving quality. Bluechiip's solution delivers confidence in every sample.

Bluechiip's unique patented technology is a MEMS-based wireless tracking solution that contains no electronics. It represents a generational change from current tracking methods such as labels (hand-written and pre-printed), barcodes (linear and 2D), and Radio Frequency Identification. Bluechiip tags are either embedded or manufactured into storage products such as vials or bags. Each product is easily identified and critical information, such as sample temperature, detected by readers and stored in the Bluechiip software. In addition to functioning in extreme temperatures, the Bluechiip[®] Advanced Sample management solution can survive autoclaving, gamma irradiation sterilization, humidification, centrifuging, cryogenic storage and frosting.

Bluechiip listed on the ASX in June 2011. Since then, we have significantly developed our technology. Today it has applications in healthcare, including in cryogenic storage facilities (biobanks and biorepositories), pathology, clinical trials and forensics. Other key markets include cold-chain logistics/supply chain, security/defence, industrial/manufacturing and aerospace/aviation.

Bluechiip: Delivering confidence in every sample.

Further information is available at www.bluechiip.com

Bluechiip Limited

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Bluechiip Limited

Notice of 2023 Annual General Meeting

Explanatory Statement | Proxy Form

30 November 2023

2:00PM AEDT

Held at:

The Offices of Phillips Ormonde Fitzpatrick
Level 16, 333 Collins Street,
Melbourne, VIC 3000

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

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Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 24 October 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.bluechiip.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (AEDT) on 30 November 2023 at the Offices of Phillips Ormonde Fitzpatrick, Level 16, 333 Collins Street, Melbourne, VIC 3000 (**AGM or Meeting**).

Your vote is important

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

Voting in person

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

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.
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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to chelsea.sheridan@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 2:00PM (AEDT) on Thursday, 23 November 2023.

Questions will be collated and, during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Bluechiip Limited ACN 104 795 922 will be held at 2:00pm (AEDT) on Thursday, 30 November 2023 at the Offices of Phillips Ormonde Fitzpatrick, Level 16, 333 Collins Street, Melbourne, VIC 3000 (**AGM or Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00pm (AEDT) on Tuesday, 28 November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of 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 Financial Report for the financial year ended 30 June 2023."

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote "against", or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of Andrew Cox as Director

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

"That Andrew Cox, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of 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 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Issue of Incentive Securities under the Performance Rights Plan

4. Resolution 4 – Approval of Issue of Performance Rights to Andrew McLellan, CEO and Managing Director

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,000,000 Performance Rights under the Performance Rights Plan to Andrew McLellan, CEO and Managing Director, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's KMP; or
 - (ii) a closely related party of a member of the Company's KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's KMP.

Issue of Securities to a Related Party's Pursuant to Recent Private Placements

5. Resolution 5 – Approval of Issue of Shares to Related Party, Iain Kirkwood, Non-Executive Chair pursuant to the May Private Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,000,000 Placement Shares to Iain Kirkwood, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval of Issue of Shares to Related Party, Iain Kirkwood, Non-Executive Chair pursuant to the October Private Placement

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,380,953 Placement Shares to Iain Kirkwood, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Approval of Issue of Shares to Related Party, Andrew McLellan, CEO and Managing Director pursuant to the October Private Placement

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 714,286 Placement Shares to Andrew McLellan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. **Resolution 8** – Approval of Issue of Shares to Related Party, Michael Ohanessian, Non-Executive Director pursuant to the October Private Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,190,477 Placement Shares to Michael Ohanessian, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue;
- (b) a 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); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Shares

9. Resolution 9 – Ratification of Prior Issue of 84,000,000 Shares Pursuant to a Private Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 84,000,000 Fully Paid Ordinary Shares issued on 11 May 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. **Resolution 10** – Ratification of Prior Issue of 73,417,615 Shares Pursuant to a Private Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 73,417,615 Fully Paid Ordinary Shares issued on 25 October 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Chelsea Sheridan
Company Secretary

24 October 2023

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm (AEDT) on Thursday, 30 November 2023 at the Offices of Phillips Ormonde Fitzpatrick, Level 16, 333 Collins Street, Melbourne, VIC 3000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, 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 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the 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.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <http://www.bluechiip.com/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the Auditor in relation to the conduct of the audit.

Written questions of the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 2:00pm on Thursday, 23 November 2023.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <http://www.bluechiip.com/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Board of Directors is not making a recommendation for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Re-election of Director

Resolution 2 – Re-election of Andrew Cox as Director

Under the Constitution, one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors, are required to retire by rotation and submit themselves for re-election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Andrew Cox is considered an independent Director and was appointed a Director of the Company on 26 July 2017 and was last re-elected as a Director at the 2020 AGM.

Under this Resolution, Andrew Cox has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Qualifications: MBA, B Commerce (MELB), ICA

Andrew is a finance professional with experience in emerging and international markets. Andrew was a co-founder and former chairman of private equity-funded media/ technology business Inlink (sold to ASX-listed oOh! Media Ltd in 2015), and is a co-founder of iPro Pty Ltd.

Andrew began his career with KPMG in Melbourne before moving to China and Hong Kong, where he spent seven years with SG Warburg, the Australian Trade Commission and Ernst & Young. He is a member of the Translation and Commercialisation Committee of the Murdoch Children's Research Institute and is fluent in Mandarin Chinese. Andrew holds a Bachelor of Commerce from the University of Melbourne and an MBA from the International Institute for Management Development (Lausanne, Switzerland). He is also a member of the Australian Institute of Chartered Accountants (ICA) and is a graduate of the Australian Institute of Company Directors.

Directors' Recommendation

The Board of Directors (excluding Andrew Cox) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the close of trading on 11 October 2023, the Company has a market capitalisation of approximately \$20.69 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

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

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's

existing plans, the Company considers that the funds may be used for the following purpose:

- (a) raising funds to further develop the Company's business; and
- (b) raising funds to be applied to the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Shareholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.013 50% decrease in issue price	\$0.026 issue price ^(b)	\$0.052 100% increase in issue price
"A" is the number of shares on issue,^(a) being 713,670,463 Shares	10% voting dilution^(c)	71,367,046	71,367,046	71,367,046
	Funds raised	\$927,772	\$1,855,543	\$3,711,086
"A" is a 50% increase in shares on issue, being 1,070,505,694 Shares	10% voting dilution^(c)	107,050,569	107,050,569	107,050,569
	Funds raised	\$1,391,657	\$2,783,315	\$5,566,630
"A" is a 100% increase in shares on issue, being 1,427,340,926 Shares	10% voting dilution^(c)	142,734,092	142,734,092	142,734,092
	Funds raised	\$1,855,543	\$3,711,086	\$7,422,173

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 11 October 2023.
- (b) Based on the closing price of the Company's Shares on ASX as at 11 October 2023.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Issue or agreement to issue equity securities under Listing Rule 7.1A.2 in the 12 months prior to the date of the AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the Securities
<i>Issued on 25 October 2023 (expected to be issued as at the date of this Notice of Meeting)</i>				
62,967,046 Fully Paid Ordinary Shares	Issue of shares to institutional investors under a placement announced by the Company on 18 October 2023. The	\$0.021 per share	Cash consideration of \$1.32m. Funds raised from the placement will be used to further develop the Company's business and the Company's	Various institutional investors

	placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A.		working capital requirements.	
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Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months prior to the date of the AGM ("A")	62,967,046
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12-month period (fully diluted)	10.51%

This Resolution 3 is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution 3.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Issue of Incentive Securities under the Performance Rights Plan

Resolution 4 – Approval of Issue of Performance Rights to Andrew McLellan, Chief Executive Officer and Managing Director under the Performance Rights Plan

Background

The Company's Incentive Plan, is designed to attract, motivate, and retain key Senior Executives and Executive Directors and to align the interests of those key Senior Executives and Executive Directors with the interests of Shareholders by matching long-term rewards with the long-term performance of the Company.

Under the Incentive Plan eligible participants are invited to receive Performance Rights in the Company which are subject to long-term performance based vesting conditions. The number of Performance Rights allocated to each participant is set by the Board based on individual circumstances and performance.

The Board is responsible for administering the Incentive Plan in accordance with the Bluechiip Performance Rights Plan Rules (**Plan Rules**) and the terms and conditions of the specific grants to participants in the Incentive Plan.

The operation of the Incentive Plan is subject to compliance with the ASX Listing Rules, Corporations Act and other applicable laws.

In October 2023, the Board via its Remuneration Committee approved the grant of Performance Rights under the Incentive Plan to key employees including, subject to Shareholder approval, CEO, Andrew McLellan (**Mr. McLellan**).

The Company seeks to invite Mr. McLellan, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for 3,000,000 Performance Rights under the Incentive Plan (**Incentive Rights**).

The Board believes that part of Mr. McLellan's remuneration should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance.

During the financial year ended 30 June 2023, Mr. McLellan receives fixed remuneration and variable remuneration via short-term and long-term incentive arrangements. The details of Mr McLellan's current remuneration package are set out below:

Remuneration	Salary of \$309,796.07 (TFR) per annum (exclusive of statutory superannuation contribution)
Short-Term Incentive	Short-Term cash incentive of up to 30% of TFR subject to achieving agreed company performance targets and Board discretion.
Long-Term Incentive	Long-Term Incentive at ~50% of TFR subject to achieving measurable market standard long-term performance indicators as determined by the Board from time to time.

Further information regarding Andrew McLellan's total remuneration package is set out in the Remuneration Report of the Company's 2023 Annual Report.

Key Terms of the Grant

The key terms of the grant of the Incentive Rights proposed to be granted to Mr. McLellan under the Incentive Plan are set out below:

Name	Number of securities	Measurement Period	Vesting Date (subject to achievement of Performance Conditions)
Performance Rights (LTI) – Tranche 1	1,000,000	1 July 2023 to 30 June 2024	30 August 2024
Performance Rights (LTI) – Tranche 2	1,000,000	1 July 2023 to 30 June 2025	30 August 2025
Performance Rights (LTI) – Tranche 3	1,000,000	1 July 2023 to 30 June 2026	30 August 2026
Total:	3,000,000		

The maximum number of Performance Rights that may be acquired by Mr. McLellan if shareholder approval is provided at the Meeting is set out in the table above.

The maximum number of Performance Rights has been calculated based as a percentage of Mr. McLellan's total fixed remuneration (excluding superannuation) which, as at 30 June 2023, was \$309,796.

The actual value (if any) that Mr. McLellan will receive from this grant cannot be determined until the end of the three-year measurement period above and will depend on the extent to which the performance conditions are achieved, and the Company's share price at the time of vesting.

The grant value was set by the Board having regard to Mr McLellan's overall remuneration package, the nature of his position, the purpose of the LTI component in the Company's remuneration strategy and the director's assessment regarding current market practice.

Once the performance conditions are met and if the Performance Rights vest there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares.

How the number of Performance Rights calculated

The formula used to calculate the number of Performance Rights to be granted to Mr. McLellan is as follows:

No. of Performance Rights = $\sim 50\% \times \$309,796 \sim \$155,000$

**In calculating the number of PRs to be issued the Board considered that a price of \$0.0254 was appropriate (being the three-month VWAP preceding the relevant Measurement Period) in order to align the value of the award with the Company's recent share price performance.*

Implied Valuation

The proposed resolution for the allotment of 3,000,000 Performance Rights, at the implied VWAP of \$0.025, is AU\$76,200 or approximately 25% of Mr McLellan's annual salary for FY23 of \$309,796. It is noted that the VWAP was based on the three-month preceding relevant Measurement Period to the end of June 2023.

Performance hurdles details relating to the Performance Rights

The number of Performance Rights that will vest will be determined by the Company's Relative Total Shareholder Return (TSR) performance relative to the movement in the S&P/ASX Small Ordinaries Accumulation Index (AXSOA) for each Measurement Period as shown in the table below.

The TSR Performance Condition was selected as the performance condition as it ensures alignment between shareholder returns and reward to the executive.

At the end of the relevant measurement period, the TSR performance condition will be measured to determine the proposed number of Performance Rights that will vest.

The link between achievement of the various performance conditions set by the Board and the percentage of the Performance Rights which vest pursuant to the relevant performance condition during the measurement period is represented in the following table:

Performance against the relevant condition(s)	Quantum of Performance Rights subject to performance conditions that vest (%)
Below 100% of the proportionate change in the AXSOA index over the relevant Measurement Period	No Performance Rights are capable of exercise

At 100% of the proportionate change in the AXSOA index over the relevant Measurement Period	50% of the Performance Rights are exercisable
Between 100% and 120% of the proportionate change in the AXSOA index over the relevant Measurement Period	50% of the total number of Performance Rights for that Measurement Period plus an additional number of Performance Rights (calculated on a straight-line basis) for every additional percent (or part of a percent) that the Company's TSR exceeds the change in the AORD Index (i.e., an additional 2.5% (or part thereof) for every percent (or part thereof) that the Company's TSR exceeds 100% of the change in the AORD index.

Total Shareholder Return or TSR in respect of Bluechiip for the Measurement Period will be the return to shareholders measured by the Company's share price change during the Measurement Period. Share prices are calculated as a volume weighted average (**VWAP**) sale price of the Share for the three months preceding the start and end dates of each Measurement Period.

Vesting of Performance Rights is also subject to Mr. McLellan remaining in office on the relevant vesting date, or having ceased as an Employee of Bluechiip before the relevant vesting dates for "Qualifying Circumstances" (as defined in the Plan rules).

All Performance Rights will also be subject to an overriding condition that the financial performance of the Company, in the absolute discretion of the Board, has been satisfactory.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr. McLellan is the Chief Executive Officer and Managing Director of the Company, the proposed issue of Incentive Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Rights to Mr. McLellan under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Rights within one month after the date of the Meeting (or such longer period as ASX may permit) and ASX Listing Rule 7.2 will apply so that the issue of the Incentive Rights will not use the Company's 15% limit.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Incentive Rights and the Board would consider alternate long-term incentive remuneration arrangements for the CEO, which may include a cash award and will be subject to the same terms and vesting conditions as for the Performance Rights.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Iain Kirkwood, Michael Ohanessian and Andrew Cox) carefully considered the issue of these Incentive Rights to Mr. McLellan and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Rights, and the responsibilities held by Mr. McLellan in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Rights to Mr. McLellan fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution.

Therefore, the proposed issue of Incentive Rights to Mr. McLellan requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Rights to Mr. McLellan is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) Subject to Shareholder approval, the Incentive Rights will be issued to Mr. McLellan, Chief Executive Officer and Managing Director.
- (b) The maximum number of Incentive Rights that may be acquired by Mr. McLellan is 3,000,000.
- (c) The current total remuneration package received by the relevant Director is made up of the following:
 - (i) Annual base salary of \$342,234.66, including superannuation;
 - (ii) Short-term cash incentive, being up to 30% of Mr. McLellan’s annual base salary, payable on the achievement of agreed annual performance targets; and
 - (iii) Treatment of entitlements upon termination of employment as disclosed in the Remuneration Report within the Company’s 2023 Annual Report.
- (d) Since the Incentive Plan was approved by Shareholders at the 2021 AGM, the Company has granted the following Incentive Rights to Mr. McLellan:

Name	Number of securities received	Acquisition price for each security
Performance Rights (LTI) – Tranche 1, Vesting 30 August 2022	1,500,000	Nil
Performance Rights (LTI) – Tranche 2, Vesting, 30 August 2023	1,500,000	Nil
Performance Rights (LTI) – Tranche 3, Vesting 30 August 2024	1,500,000	Nil
Performance Rights (LTI) – Tranche 1, Vesting 30 August 2023	1,633,333	Nil
Performance Rights (LTI) – Tranche 2, Vesting 30 August 2024	1,633,333	Nil
Performance Rights (LTI) – Tranche 3, Vesting 30 August 2025	1,633,333	Nil

- (e) The material terms of the Incentive Rights proposed to be made to Mr. McLellan are set out above.
- (f) The Incentive Rights will be issued as soon as possible from the date of this Meeting, if approved by Shareholders of the Company, however in any case within 3 years from the date of this Meeting.
- (g) Performance Rights are being issued to Mr. McLellan to provide an incentive component in his remuneration package to retain his services, motivate performance, and reward the achievement of performance hurdles within a specified period. The Board considers this to be a cost-effective remuneration practice which is reasonable given that the vesting conditions and performance hurdles will align the interests of Mr. McLellan with those of Shareholders;
- (h) The price payable on the issue or exercise of each Performance Right is nil, so no funds will be raised by the Company.
- (i) No loan will be provided by the Company in relation to the grant or exercise of the Performance Rights provided to Mr McLellan.
- (j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the

resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

- (k) The Key Terms of the Incentive Plan is attached at Annexure A.

Directors' Recommendation

The Board of Directors (excluding Andrew McLellan) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Issue of Securities to a Related Party Pursuant to the recent Private Placements

Resolution 5 – Approval of Issue of Shares to Related Party, Iain Kirkwood, Non-Executive Chair pursuant to the May Private Placement

Background

This Resolution seeks Shareholder approval to issue and allot 4,000,000 Placement Shares to Iain Kirkwood, Non-Executive Chair.

This resolution is part of the capital raising announced by the Company on 5 May 2023, where the Company successfully completed a placement to sophisticated and professional investors (**Placement**) of 84,000,000 new fully paid ordinary shares at an issue price of \$0.025 per Share raising \$2,200,000 (before costs) for the Company.

Mr Kirkwood supported the Placement by subscribing for a total of A\$100,000 worth of Placement Shares (being 4,000,000 Placement Shares). The Company advises that as Mr Kirkwood is a related party, this subscription is subject to shareholder approval. As announced in the September 2023 Quarterly Activities Report, the Company confirms that Mr. Kirkwood has provided an interest free, unsecured loan to the Company of A\$100,000, with the loan being repaid by offsetting the Placement consideration should shareholders approve this resolution.

Please refer to the background section of Resolution 9 of the Notice of Meeting for a full description of the capital raising.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Kirkwood is a related party and a person in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 4,000,000 Placement Shares to Mr Kirkwood under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue, with the consideration for the Placement Shares to be in the form of offsetting the unsecured loan which is owed by the Company to Mr Kirkwood.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of new fully paid ordinary shares, thus reducing the total funds raised as announced on 5 May 2023 by \$100,000 to \$2.1M. Furthermore, the Company will continue to have outstanding the \$100,000 unsecured loan owed to Mr Kirkwood, which repayment terms being negotiated with the lender.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew McLellan, Andrew Cox and Michael Ohanessian) carefully considered the issue of these Placement Shares to Mr Kirkwood and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Placement Shares to Mr Kirkwood fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Placement Shares to Mr Kirkwood requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Iain Kirkwood is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Iain Kirkwood.
- (b) Mr Kirkwood is a Director of the Company.
- (c) The maximum number of Placement Shares to be issued is 4,000,000.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Placement Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Placement Shares were offered at an issue price of \$0.025 per Placement Share.
- (g) As outlined above, consideration for the Placement Shares is through the offsetting of the unsecured loan which is owed by the Company to Mr Kirkwood. The funds received from the unsecured loan have and will be used by the Company for the continued production scaling and sales expansion, especially in the North American market and ongoing working capital. For clarity, no further new funds will be raised from this issue.

Directors' Recommendation

The Board of Directors (excluding Mr Kirkwood) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Resolution 6 – Approval of Issue of Shares to Related Party, Iain Kirkwood, Non-Executive Chair pursuant to the October Private Placement

Background

This Resolution seeks Shareholder approval to issue and allot 2,380,953 Placement Shares to Iain Kirkwood, Non-Executive Chair.

This resolution is part of the capital raising announced by the Company on 18 October 2023, where the Company successfully completed a placement (excluding the raising subject to this resolution) to sophisticated and professional investors (**Placement**) of 73,417,615 new fully paid ordinary shares at an issue price of \$0.021 per Share raising \$1,540,000 (before costs) for the Company. The Placement is expected to be issued on 25 October 2023.

Mr Kirkwood supported the Placement by subscribing for a total of A\$50,000 worth of Placement Shares (being 2,380,953 Placement Shares). The Company advises that as Mr Kirkwood is a related party, this subscription is subject to shareholder approval. Should resolutions 6 to 8 (inclusive) be approved, a further total of \$90,000 will be raised bringing the total capital raising to \$1,630,000.

Please refer to the background section of Resolution 10 of the Notice of Meeting for a full description of the capital raising.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Kirkwood is a related party and a person in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 2,380,953 Placement Shares to Mr Kirkwood under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and the funds raised from the Placement Shares will be used for continued production scaling and sales expansion.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of new fully paid ordinary shares, thus reducing the total funds raised as announced on 18 October 2023 by \$50,000.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Andrew McLellan, Andrew Cox and Michael Ohanessian) carefully considered the issue of these Placement Shares to Mr Kirkwood and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Placement Shares to Mr Kirkwood fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Placement Shares to Mr Kirkwood requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Iain Kirkwood is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Iain Kirkwood.
- (b) Mr Kirkwood is a Director of the Company.
- (c) The maximum number of Placement Shares to be issued is 2,380,953.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Placement Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Placement Shares were offered at an issue price of \$0.021 per Placement Share.
- (g) Funds raised from the issue of the Shares will be used by the Company for continued production scaling and sales expansion, especially in the North American market and ongoing working capital.

Directors’ Recommendation

The Board of Directors (excluding Mr Kirkwood) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Resolution 7 – Approval of Issue of Shares to Related Party, Andrew McLellan, CEO and Managing Director pursuant to the October Private Placement

Background

This Resolution seeks Shareholder approval to issue and allot 714,286 Placement Shares to Andrew McLellan, CEO and Managing Director.

This resolution is part of the capital raising announced by the Company on 18 October 2023, where the Company successfully completed a placement (excluding the raising subject to this resolution) to sophisticated and professional investors (**Placement**) of 73,417,615 new fully paid ordinary shares at an issue price of \$0.021 per Share raising \$1,540,000 (before costs) for the Company. The Placement is expected to be issued on 25 October 2023.

Mr McLellan supported the Placement by subscribing for a total of A\$15,000.01 worth of Placement Shares (being 714,286 Placement Shares). The Company advises that as Mr McLellan is a related party, this subscription is subject to shareholder approval. Should resolutions 6 to 8 (inclusive) be approved, a further total of \$90,000 will be raised bringing the total capital raising to \$1,630,000.

Please refer to the background section of Resolution 10 of the Notice of Meeting for a full description of the capital raising.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr McLellan is a related party and a person in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 714,286 Placement Shares to Mr McLellan under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and the funds raised from the Placement Shares will be used for continued production scaling and sales expansion.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of new fully paid ordinary shares, thus reducing the total funds raised as announced on 18 October 2023 by \$15,000.01.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (c) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (d) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes

a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Iain Kirkwood, Andrew Cox and Michael Ohanessian) carefully considered the issue of these Placement Shares to Mr McLellan and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Placement Shares to Mr McLellan fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Placement Shares to Mr McLellan requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Mr McLellan is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Andrew McLellan.
- (b) Mr McLellan is the CEO and Managing Director of the Company.
- (c) The maximum number of Placement Shares to be issued is 714,286.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Placement Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Placement Shares were offered at an issue price of \$0.021 per Placement Share.
- (g) Funds raised from the issue of the Shares will be used by the Company for continued production scaling and sales expansion, especially in the North American market and ongoing working capital.

Directors’ Recommendation

The Board of Directors (excluding Mr McLellan) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Resolution 8 – Approval of Issue of Shares to Related Party, Michael Ohanessian, Non-Executive Director pursuant to the October Private Placement

Background

This Resolution seeks Shareholder approval to issue and allot 1,190,477 Placement Shares to Michael Ohanessian, Non-Executive Director.

This resolution is part of the capital raising announced by the Company on 18 October 2023, where the Company successfully completed a placement (excluding the raising subject to this resolution) to sophisticated and professional investors (**Placement**) of 73,417,615 new fully paid ordinary

shares at an issue price of \$0.021 per Share raising \$1,540,000 (before costs) for the Company. The Placement is expected to be issued on 25 October 2023.

Mr Ohanessian supported the Placement by subscribing for a total of A\$25,000.02 worth of Placement Shares (being 1,190,477 Placement Shares). The Company advises that as Mr Ohanessian is a related party, this subscription is subject to shareholder approval. Should resolutions 6 to 8 (inclusive) be approved, a further total of \$90,000 will be raised bringing the total capital raising to \$1,630,000.

Please refer to the background section of Resolution 10 of the Notice of Meeting for a full description of the capital raising.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Ohanessian is a related party and a person in a position of influence for the purposes of Listing Rule 10.11, the proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 1,190,477 Placement Shares to Mr Ohanessian under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and the funds raised from the Placement Shares will be used for continued production scaling and sales expansion.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of new fully paid ordinary shares, thus reducing the total funds raised as announced on 18 October 2023 by \$25,000.02.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Iain Kirkwood, Andrew Cox and Andrew McLellan) carefully considered the issue of these Placement Shares to Mr Ohanessian and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Placement Shares to Mr Ohanessian fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Placement Shares to Mr Ohanessian requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Placement Shares to Mr Ohanessian is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Michael Ohanessian.
- (b) Mr Ohanessian is a Non-Executive Director of the Company.
- (c) The maximum number of Placement Shares to be issued is 1,190,477.
- (d) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The Placement Shares will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Placement Shares were offered at an issue price of \$0.021 per Placement Share.
- (g) Funds raised from the issue of the Shares will be used by the Company for continued production scaling and sales expansion, especially in the North American market and ongoing working capital.

Directors’ Recommendation

The Board of Directors (excluding Mr Ohanessian) recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Ratification of Prior Issue of Shares

Resolution 9: Ratification of Prior Issue of 84,000,000 Shares Pursuant to a Private Placement

Background

As announced by the Company on 5 May 2023 (**Announcement**), the Company successfully completed a placement to sophisticated and professional investors (**Placement**) of 84,000,000 new fully paid ordinary shares at an issue price of \$0.025 Per Share raising \$2,100,000 (before costs) for the Company utilising the Company's existing capacity under Listing Rule 7.1.

As noted in the Announcement and as outlined under resolution 5, the Company's Chairman, Mr Kirkwood supported the Placement by subscribing for a total of A\$100,000 worth of New Shares. The raising of \$2.1 million above is exclusive of the related party subscription.

ASX Listing Rule 7.1

This Resolution proposes that shareholders of the Company approve and ratify the prior issue and allotment of 84,000,000 fully paid ordinary shares, which was issued on 11 May 2023 (**Issue Date**).

All of the fully paid ordinary shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, 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.

The issue of fully paid ordinary shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of fully paid ordinary shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of fully paid ordinary shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of fully paid ordinary shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to the Shareholders for the purposes of Listing Rule 7.5.

- (a) The fully paid ordinary shares were issued to sophisticated and professional investors.
- (b) The Company issued 84,000,000 fully paid ordinary shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The fully paid ordinary shares were issued on 11 May 2023.
- (e) Each of the fully paid ordinary shares were issued at an issue price of \$0.025 per share, which raised \$2,100,000 (before costs).
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for continued production scaling and sales expansion, especially in the North American market and ongoing working capital.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Resolution 10: Ratification of Prior Issue of 73,417,615 Shares Pursuant to a Private Placement

Background

As announced by the Company on 18 October 2023, the Company successfully completed a placement to sophisticated and professional investors (**Placement**) of 73,417,615 new fully paid ordinary shares at an issue price of \$0.021 Per Share raising \$1,630,000 (before costs) for the Company utilising the Company's existing capacity under Listing Rule 7.1 and Listing Rule 7.1A.

The Board also supported the placement by subscribing for a total of approximately A\$0.09 million worth of New Shares. The Company advises that as Mr Kirkwood, Mr McLellan and Mr Ohanessian are related parties, their subscriptions are subject to shareholder approval. The raising of \$1.63 million is inclusive of the related party subscriptions.

ASX Listing Rules 7.1 and 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 73,417,615 new fully paid ordinary shares, which was issued on 25 October 2023 (**Issue Date**).

10,450,569 new fully paid ordinary shares were issued under Listing Rule 7.1 and 62,967,046 new fully paid ordinary shares were issued under Listing Rule 7.1A.

Broadly speaking, and subject to a number of exceptions, 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.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of 73,417,615 new fully paid ordinary shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

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.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 73,417,615 new fully paid ordinary shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 73,417,615 new fully paid ordinary shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 73,417,615 new fully paid ordinary shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The fully paid ordinary shares were issued to sophisticated and professional investors.
- (b) The Company issued 73,417,615 fully paid ordinary shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The fully paid ordinary shares were issued on 25 October 2023.
- (e) Each of the fully paid ordinary shares were issued at an issue price of \$0.021 per share, which raised a total of \$1,630,000 (before costs). The total is inclusive of the director subscriptions being considered in this Notice of Meeting.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for continued production scaling and sales expansion, especially in the North American market and ongoing working capital.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this resolution.

Enquiries

Shareholders are asked to contact the Company Secretary, Ms Chelsea Sheridan by emailing chelsea.sheridan@atomicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 31 August 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor means PKF Melbourne Audit & Assurance Pty Ltd

Auditor's Report means the auditor's report of PKF Melbourne Audit & Assurance Pty Ltd dated 31 August 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Bluechiip Limited ACN 104 795 922.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled “Performance Rights Plan”

Incentive Rights means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 24 October 2023 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company’s KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2024 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2024 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A - Overview of the Performance Rights Plan and Performance Rights

The Plan provides for eligible employees and executives to be offered a conditional opportunity for fully paid ordinary shares in the Company through the grant of Performance Rights, such that Shares may be allocated to them, subject to meeting certain vesting conditions within a set measurement period.

The Board is responsible for administering the Plan in accordance with the Plan rules and the terms and conditions of the specific grants to participants in the Plan. The operation of the Plan is subject to compliance with the ASX Listing Rules, Corporations Act and other applicable laws.

The key terms of Performance Rights granted under the Plan are set out below:

Testing and vesting

- Grants under the Plan will be tested at the end of the applicable measurement period. No retesting will occur. If the relevant performance conditions are satisfied, then the Performance Rights will generally vest on 30 August following the expiration of the relevant measurement period provided the relevant executive remains in office at that time.
- Each Performance Right which vests will be converted into one Share upon exercise by the participant. No moneys are payable upon vesting of the Performance Rights.
- If the relevant vesting conditions are not satisfied at the relevant time, the applicable Performance Rights will lapse and be forfeited.
- Once the Performance Rights have vested, the Board will decide at that time whether to purchase the Shares required on-market or to issue new shares following a decision by the participant to exercise the Performance Right. This decision will depend on factors such as dilution and the cost to the Company.

Ranking of Shares

Upon vesting of the Performance Rights, Shares received by participants will rank equally with ordinary shares currently on issue.

Voting and Dividends Rights

- Performance Rights do not carry any voting rights, and participants are not entitled to dividends, until Performance Rights have vested and have been converted into ordinary shares.
- Shares allocated on vesting of the Performance Rights will carry full dividend and voting rights from the date of allocation.

Change of Control Event

The Directors have discretion to determine that Performance Rights will vest in the event of a change of control, subject to pro rata performance up to the relevant date. The Performance Rights will also vest and any restrictions on the disposal of the shares will cease to apply, where there is an acquisition by a person or entity (whether directly or indirectly) of not less than 90% of the issued shares of the Company.

Reorganisation event

In the event of any reorganisation of the issued capital of the Company, the Performance Rights will be reconstructed in accordance with the requirements of the ASX Listing Rules applicable to a reconstruction of capital at the time of the reorganisation.

Participation in capital raising

A participant may only participate in new issues of securities if ordinary shares have been allocated to the participant in accordance with the Plan Rules, before the date of determining entitlements to the issue.

Cessation of employment

If a participant in the Plan ceases employment with the Company before the vesting conditions are satisfied, any Performance Rights will lapse and be forfeited. Performance Rights will also lapse if the ongoing employment condition described above is not satisfied. If cessation of employment occurs due to death, TPD or redundancy, or where the Board otherwise approves, Performance Rights may vest at the Board's discretion. Where a participant acts fraudulently, dishonestly, joins a competitor, or is, in the Board's opinion, in breach of his or her obligations to the Company, then any unvested Performance Rights will lapse and be forfeited.

Trading Restrictions

A participant may not sell, transfer, mortgage or otherwise deal with or encumber any Performance Rights. Disposal of any shares acquired upon exercise of Performance Rights is subject to the Company's securities trading policy.

Section 208 of the Corporations Act

Section 208 of the Corporations Act provides that 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:

- obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- give the benefit within fifteen (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 Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant, as the proposed financial benefit is considered to be reasonable in these circumstances.

Accordingly, the Company will not seek approval for the issue of the Performance Rights to Mr McLellan pursuant to section 208 of the Corporations Act.

Your proxy voting instruction must be received by **02.00pm (AEDT) on Tuesday, 28 November 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)

