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**UNITH LTD**

**ACN 083 160 909**

**NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT**

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**TIME:** 4.00pm (AWST)  
**DATE:** Thursday 28<sup>th</sup> March 2024  
**PLACE:** 20/210 Queen Victoria Street,  
North Fremantle, Western Australia 6159

*The Directors, unless otherwise noted in the Explanatory Statement (and excluding Mathew Blake), unanimously recommend that you vote as follows:*

<b>Resolutions</b>	<b>Recommendations</b>
Resolutions <b>1 to 5</b>	Vote <b><u>FOR</u></b> these Resolutions
Resolutions <b>6 to 8</b>	Vote <b><u>AGAINST</u></b> these Resolutions

*The business of the Meeting affects your shareholding and your vote is important.*

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 4.00 pm (AWST) on Tuesday, 26 March 2024

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on [scott@unith.ai](mailto:scott@unith.ai)*

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## BUSINESS OF THE GENERAL MEETING

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### AGENDA

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#### RESOLUTION 1 – RATIFICATION OF LISTING RULE 7.1 PLACEMENT

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

*“That, pursuant to ASX Listing Rule 7.4, Shareholders ratify the issue of 47,559,618 Shares and 68,965,517 attaching Unlisted Options on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion**

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

- (a) a person (or the persons) who participated in the issue of the Shares and Options; or
- (b) an associate of that person (or those persons).

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

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

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#### RESOLUTION 2 – RATIFICATION OF LISTING RULE 7.1A PLACEMENT

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

*“That, pursuant to ASX Listing Rule 7.4, Shareholders ratify the issue of 89,371,417 Shares on the terms and conditions set out in the Explanatory Statement.”*

##### **Voting Exclusion**

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

- (a) a person (or the persons) who participated in the issue of the Shares; or
- (b) an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

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### RESOLUTION 3 – APPROVAL OF LISTING RULE 7.1 PLACEMENT

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

*“That, pursuant to ASX Listing Rule 7.1, Shareholders approve the issue of 68,965,517 Listed Options on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

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

- (a) the person who is to receive the Tranche 2 Options (being the Sophisticated Investors) and any other person who will obtain a material benefit as a result of the issue of the Tranche 2 Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person (or those persons).

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

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

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### RESOLUTION 4 – APPROVAL OF OPTIONS FOR CAPITAL RAISING FEE

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

*“That, pursuant to ASX Listing Rule 7.1, Shareholders approve the issue 20,000,000 Options to Evolution Capital Pty Ltd or its nominees on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

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

- (a) the person who is to receive the Tranche 2 Options (being the Sophisticated Investors) and any other person who will obtain a material benefit as a result of the issue of the Tranche 2 Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person (or those persons).

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## RESOLUTION 5 – REMOVAL OF MR MATTHEW BLAKE

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

*“That Matthew Blake be removed as a director of the Company with effect from the end of the meeting.”*

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## RESOLUTION 6 – APPOINTMENT OF ANDREW COTTERILL

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

*“That Andrew Cotterill, having consented to act, be elected as a director of the Company.”*

**The Board is not proposing Resolution 6. The Company is required to put Resolution 6 to Shareholders due to the requisition notice received from the Requisitioning Parties.**

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## RESOLUTION 7 – REMOVAL OF MR JUSTIN BAIRD

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

*“That Justin Baird be removed as a director of the Company with effect from the end of the meeting.”*

**The Board is not proposing Resolution 7. The Company is required to put Resolution 7 to Shareholders due to the requisition notice received from the Requisitioning Parties.**

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## RESOLUTION 8 – REMOVAL OF MR SYTZE VOULON

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

*“That, Sytze Voulon be removed as a director of the Company with effect from the end of the meeting.”*

**The Board is not proposing Resolution 8. The Company is required to put Resolution 8 to Shareholders due to the requisition notice received from the Requisitioning Parties.**

**Dated: 13 February 2024**

**By order of the Board**

**Scott Mison  
DIRECTOR / COMPANY SECRETARY  
UNITH LTD**

## **VOTING IN PERSON**

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

## **VOTING BY PROXY**

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- (a) A Shareholder entitled to attend and vote at the General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by 4.00pm (AWST) on 26 March 2024:

Online: <https://www.votingonline.com.au/unithgm2024>  
By post: BoardRoom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
By personal delivery: Boardroom Pty Limited  
Level 8, 210 George Street,  
Sydney NSW 2000 Australia  
By E-mail: [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND

#### 1.1 Notices relating to Directors

The Company has been the subject of various notices relating to the Directors. A group of requisitioning parties ("**Requisitioning Parties**"), some of whom first came to own shares in mid-January 2024, wish to remove existing Directors Justin Baird and Sytze Voulon and to appoint their own proposed appointee (being Andrew Cotterill).

The Board, other than Matthew Blake, believe that the Requisitioning Parties are associated with Nviso Group Limited (**Nviso**), with whom the Company has previously had a commercial relationship. **It is apparent that Nviso SA's intellectual property is to be publicly auctioned by its Swiss liquidators.** The Board, other than Matthew Blake, is concerned that the Requisitioning Parties intend to use the Company to support Nviso. Despite requests from the Board, the Requisitioning Parties have not confirmed their intentions nor why they have a sudden interest in the Company.

Notably, the Requisitioning Parties include Matthew Blake's parents.

In addition, the Company has received a notice from Shareholders of their intention *to remove Matthew Blake as a Director*, and a notice from the Board, other than Matthew Blake, *to remove Matthew Blake as a Director*. The Board, other than Matthew Blake, has sought to give effect to all such notices in this Notice of Meeting.

The Directors, unless otherwise noted in the Explanatory Statement (and excluding Mathew Blake), unanimously recommend that you vote as follows:

<b>Resolutions</b>	<b>Recommendation</b>
Resolutions 1 to 5	Vote <b><u>FOR</u></b> these Resolutions
Resolutions 6 to 8	Vote <b><u>AGAINST</u></b> these Resolutions

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## 1.2 Capital raising

The Board, other than Matthew Blake, intends to remain focussed on progressing the Company's stated goals and has undertaken the capital raising.

On 5 February 2024, the Company announced it intended to raise up to \$4.5 million (gross proceeds) via a share placement and entitlement offer. The share placement comprises an offer of 137,931,034 new fully paid ordinary shares in the Company at an issue price of A\$0.0145 per Share, with attaching unlisted options on a 1:2 basis exercisable at \$0.023 per option expiring 30 September 2024 ("**Unlisted Options**") and attaching listed options on a 1:2 basis exercisable at \$0.03 per option expiring 31 March 2026 ("**Listed Options**").

The placement will take place in two tranches, as follows:

- (a) Tranche 1 of the Placement, comprising 137,931,034 shares, will fall within the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A (7.1A – 89,371,417 and 7.1 – 47,559,618) ("**Tranche 1**"). Tranche 1 will also consist of 68,965,517 Unlisted Options that will also fall within the Company's ASX Listing Rule 7.1 capacity.
- (b) Tranche 2 of the Placement, comprising 68,965,517 attaching Listed Options, will be issued subject to shareholder approval of Resolution 3 ("**Tranche 2**"),

("Placement").

The entitlements offer will be:

- (a) on the basis of 1 new fully paid ordinary share (Share) for every 7 Shares held by a member on 28 February 2024;
- (b) at an issue price of \$0.014 per Share; and
- (c) together with 1 Unlisted Options and 1 Listed Option for every 2 Shares subscribed for,

("Entitlements Offer").

In addition, 10,000,000 Unlisted Options and 10,000,000 Listed Options will be issued to the Lead Manager subject to shareholder approval of Resolution 4, and the Lead Manager will also receive 1 Unlisted Option and 1 Listed Option for every \$2 raised under the shortfall offer, and a shortfall offer in respect of the Entitlements Offer.



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## 2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PLACEMENTS

### 2.1 General

On 12 February 2024, the Company issued a total of 137,931,034 Shares together with 68,965,517 attaching Unlisted Options in accordance with Tranche 1.

The Company issued the Shares and Unlisted Options without prior Shareholder approval out of its ASX Listing Rule 7.1 and 7.1A placement capacity, as follows:

- (a) 47,559,618 Shares and 68,965,517 attaching Unlisted Options pursuant to its ASX Listing Rule 7.1 placement capacity; and
- (b) 89,371,417 Shares pursuant to its ASX Listing Rule 7.1A placement capacity.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 137,931,034 Shares and 68,965,517 attaching Unlisted Options for Tranche 1.

### 2.2 ASX Listing Rules 7.1, 7.1A and 7.4

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

ASX Listing Rule 7.1A enables a listed company to obtain shareholder approval at its Annual General Meeting to issue a further 10% of equity securities in a class that is listed in ASX in the 12 month period following the AGM.

The placement used the Company's 10% limit in ASX Listing Rule 7.1A that had been approved by Shareholders at the 2023 Annual General Meeting ("**Previous Approval**") and the issue price was within the pricing parameters of ASX Listing Rule 7.1A and also used part of the Company's 15% limit in ASX Listing Rule 7.1.

The Company has not issued any Shares under the Previous Approval since its last annual general meeting.

ASX Listing Rule 7.4 allows 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 ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 or further

securities pursuant to ASX Listing Rule 7.1A as approved at the 2023 Annual General Meeting.

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

If Resolutions 1 and 2 are passed, the issue of Shares and attaching Unlisted Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities the Company can issue without approval over the 12 month period following the issue date.

If Resolutions 1 and 2 are not passed, the issue of Shares and attaching Unlisted Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the date of issue of those equity securities.

### **2.3 Information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolution:

- (a) The Shares and attaching Options were issued to the Sophisticated Investors, a number of whom were existing Shareholders. The Sophisticated Investors comprised clients of Evolution Capital Pty Ltd, the Lead Manager to the Placement.

None of the investors who were issued more than 1% of the Company's current issued capital prior to the placement were related parties of the Company, members of the Company's key management personnel, substantial holders in the Company, advisors to the Company or associates of any of those people or entities.

- (b) 47,559,618 Shares and 68,965,517 attaching Unlisted Options were issued pursuant to the Company's ASX Listing Rule 7.1 capacity and 89,371,417 Shares were issued pursuant to the Company's ASX Listing Rule 7.1A capacity.
- (c) The full terms of the attaching Unlisted Options are set out in Schedule 1.
- (d) The Shares and attaching Unlisted Options were issued on 12 February 2024.

- (e) The issue price of the Shares was \$0.0145 per Share. The attaching Options were issued for no additional consideration.
- (f) The funds raised from the issue of Shares are being used for the general public launch of the Digital Human platform as a self-service product, increasing Unith's commercial team and marketing spend, improving user experience, enhancing conversational AI capabilities and analytics and working capital.
- (g) A voting exclusion statement is included in the Notice.

## 2.4 Recommendations

The Board, other than Matthew Blake, ***unanimously recommends that Shareholders vote in favour of Resolutions 1 and 2*** as they provide the Company with the flexibility to issue further securities under the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A without Shareholder approval.

The Chair intends to vote all undirected proxies in favour of Resolutions 1 and 2.

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## 3. RESOLUTION 3 – APPROVAL OF PLACEMENT

### 3.1 General

Resolutions 3 seek Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 68,965,517 attaching Listed Options for Tranche 2.

### 3.2 ASX Listing Rule 7.1

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

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

If Resolutions 3 is passed, the issue of Listed Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7, effectively increasing the number of equity securities the Company can issue without approval over the 12 month period following the issue date.

If Resolutions 3 is not passed, the issue of Listed Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively

decreasing the number of equity securities the Company can issue without approval over the 12 month period following the issue date.

### 3.3 Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Resolution:

- (a) The Listed Options will be issued to the Sophisticated Investors, a number of whom were existing Shareholders. The investors are comprised clients of Evolution Capital Pty Ltd, the Lead Manager to the Placement.

None of the Sophisticated Investors who will be issued more than 1% of the Company's current issued capital prior to the placement were related parties of the Company, members of the Company's key management personnel, substantial holders in the Company, advisors to the Company or associates of any of those people or entities.

- (b) 68,965,517 attaching Listed Options are to be issued pursuant to the Company's ASX Listing Rule 7.1 capacity.
- (c) The full terms of the Listed Options are set out in Schedule 2.
- (d) The Listed Options will be issued no later than 3 months after the date of the General Meeting.
- (e) The Listed Options will be issued for no additional consideration.
- (f) The funds raised from the issue of Shares are being used for the general public launch of the Digital Human platform as a self-service product, increasing Unith's commercial team and marketing spend, improving user experience, enhancing conversational AI capabilities and analytics and working capital.
- (g) A voting exclusion statement is included in the Notice.

### 3.4 Recommendations

The Board, other than Matthew Blake, ***unanimously recommends that Shareholders vote in favour of Resolution 3*** as it provides the Company with the flexibility to issue further securities under the Company's placement capacity under ASX Listing Rule 7.1 without Shareholder approval.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

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## **4. RESOLUTION 4 – APPROVAL OF OPTIONS FOR CAPITAL RAISING FEE**

### **4.1 General**

As part of the capital raising fee as announced on 5 February 2024, the Company is to issue a total of 10,000,000 Unlisted Options and 10,000,000 Listed Options to the Lead Manager Evolution Capital Pty Ltd (or its nominees) as part of the capital raising fee for the Placement.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of those Options.

### **4.2 ASX Listing Rule 7.1**

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

The proposed issue does not fit within any of the exceptions and the Company is therefore seeking the approval of Shareholders under ASX Listing Rule 7.1.

The effect of this Resolution will be to allow the Company to issue the Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity, effectively increasing the number of equity securities the Company can issue without approval over the 12 month period following the issue date.

If Resolutions 4 is not passed, the issue of Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without approval over the 12 month period following the issue date.

### **4.3 Information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The Options will be issued to Evolution Capital Pty Ltd or its nominees.
- (b) The number of Options to be issued is 10,000,000 Unlisted Options and 10,000,000 Listed Options.

- (c) The Options will be issued on the terms set out respectively in Schedules 1 and 2.
- (d) The Options will be issued no later than 3 months after the date of the General Meeting.
- (e) The consideration for the issue is services provided by Evolution Capital Pty Ltd as Lead Manager of the Placement.
- (f) The purpose of the issue is to compensate Evolution Capital Pty Ltd for their services as Lead Manager to the Placement.
- (g) A summary of the material terms of the Lead Manager Agreement pursuant to which the Options will be issued is as follows:
  - (i) Evolution Capital Pty Ltd acted as Lead Manager for the Placement.
  - (ii) Evolution Capital Pty Ltd has received a 6% selling fee on the funds raised and has been issued the Options the subject of this Resolution. In addition, the Lead Manager will receive a 6% selling fee on funds raised (if any) via any shortfall offer under the Entitlements Offer, along with 1 Unlisted Option and 1 Listed Option for every \$2 raised (if any) under the shortfall offer. In the event that the Listed Options are not able to be issued within 4 weeks of the completion of the Entitlements Offer, the Company is required under the Lead Manager Agreement to compensate the Lead Manager with the monetary equivalent of the Lead Manager's Options.
  - (iii) The Lead Manager Agreement contains other terms and conditions considered standard for agreements of this nature.
- (h) A voting exclusion statement is included in the Notice.

#### **4.4 Recommendations**

The Board, other than Matthew Blake, ***unanimously recommends that Shareholders vote in favour of Resolution 4*** in recognition of the capital raising services provided by Evolution Capital Pty Ltd.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

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## 5. RESOLUTION 5 – REMOVAL OF MR MATTHEW BLAKE

### 5.1 General

The Board, other than Matthew Blake, requested that Matthew Blake provide a written statement for inclusion in this Notice of Meeting as he entitled to do. The written statement from Matthew Blake is annexed as Annexure 1.

The Board, other than Matthew Blake, have raised legitimate concerns as to Matthew Blake's conduct, with Matthew Blake. The Board, other than Matthew Blake, has yet to receive a satisfactory response to these concerns from Matthew Blake. Notably, the Board, other than Matthew Blake, does not agree that the concerns raised are "baseless" as alleged in Matthew Blake's written statement.

Resolution 5 seeks the approval of Shareholders pursuant to section 203D of the Corporations Act for the removal of Matthew Blake as a Director with effect from close of the General Meeting.

### 5.2 Qualifications and other material directorships

Matthew has over 25 years' experience in the financial services industry and with ASX companies. He joined DJ Carmichael Pty Limited in 1999 as an Investment Adviser, later becoming an Executive Director of the company until the sale of the business to Shaw and Partners Limited in 2019. He is currently an Executive Director of Javelin Minerals Limited and Non-Executive Director of Great Southern Mining Limited. Mr Blake was first appointed as a Non-Executive Director on 7 April 2021.

### 5.3 Recommendations

The Board, other than Matthew Blake, ***unanimously recommends that Shareholders vote in favour of Resolution 5*** as they have lost confidence in Matthew Blake.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

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## 6. RESOLUTION 6 – APPOINTMENT OF ANDREW COTTERILL

### 6.1 General

Resolution 6 seeks the approval of Shareholders to the appointment of Andrew Cotterill as a Director.

## 6.2 Qualifications and other material directorships

The Company has requested the CV for Andrew Cotterill from the Requisitioning Parties. It was not provided.

However, the Requisitioning Parties have provided a link to Mr Cotterill's LinkedIn profile, which included the following text:

*“Andrew Cotterill is an entrepreneur and Chief Executive Officer specialising in managing and scaling fast-growth organisations. Andrew works across areas such as business model creation and refinement, value creation, operations optimisation, industry disruption, technology integration, new product development, market positioning and capital raising. Andrew’s experience includes the energy, finance, education, food, franchising and construction sectors. Andrew is currently the: CEO of Quantum Generation – the developer of a revolutionary clean energy generator; CEO of OnDeed – a portal-based process management solution for Real Estate lenders and trustees; and Director in Oxford Street Partners, providing bespoke business consultancy to achieve inspire growth.”*

## 6.3 Recommendations

The Board, other than Matthew Blake, **unanimously recommends that Shareholders vote against Resolution 6** as the stated experience of Andrew Cotterill appears to be inappropriate for the Company's needs.

The Chair intends to vote all undirected proxies against Resolution 6.

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## 7. RESOLUTION 7 – REMOVAL OF MR JUSTIN BAIRD

### 7.1 General

Resolution 7 seeks the approval of Shareholders pursuant to section 203D of the Corporations Act for the removal of Justin Baird as a Director with effect from close of the General Meeting.

### 7.2 Qualifications and other material directorships

Justin Baird brings over 20 years of management and high-tech experience, in areas ranging from research and development, analogue and digital engineering, embedded systems development, hardware and software product management, high speed digital networks, large scale multimedia processing systems, mobile and web application deployment, android and iOS mobile applications, agile team management, and social media technologies. He holds two U.S. Patents, four pending U.S.



Patents, and has written several technical papers within these areas of research. He has founded, advised and invested in numerous startups, with a focus on the development of emerging technology solutions that deliver societal benefit across many sectors. Justin holds a Bachelor of Science in Computer and Electrical Engineering from the University of Miami, Miami USA, and an MBA from the Australian Graduate School of Management, Sydney Australia. He completed the Disruptive Strategy Leadership Program of the Harvard Business School, Boston, Massachusetts USA, and the Diversity and Inclusion Certificate Program of Cornell University, Ithaca, New York USA. Justin is currently the co-founder of his own tech startup based in Singapore and offers his experience and skills as an independent strategy and management consultant focused on Asia Pacific based startup and scale-up businesses.

### 7.3 Recommendations

The Board, other than Matthew Blake and Justin Baird, ***unanimously recommends that Shareholders vote against Resolution 7*** as Justin Baird continues to diligently and faithfully perform his duties and to strive for increasing shareholder value.

The Chair intends to vote all undirected proxies against Resolution 7.

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## 8. RESOLUTION 8 – REMOVAL OF MR SYTZE VOULON

### 8.1 General

Resolution 8 seeks the approval of Shareholders pursuant to section 203D of the Corporations Act for the removal of Sytze Voulon as a Director with effect from close of the General Meeting.

### 8.2 Qualifications and other material directorships

Sytze Voulon holds a Bsc degree in Marine Engineering from the Maritime Institute Willem Barentsz, Terschelling as well as a Bsc degree in Maritime Business Studies from Rotterdam University. He completed the Global Leadership Program of the Tuck School of Business, Dartmouth USA. In 2018 he completed the Supervisory board & Governance Advanced Program from TIAS School for Business and Society.

He currently offers his experience and skills as an independent Strategy-and Management Consultant to assist businesses and Private-equity firms but also startup businesses either as a consultant or Supervisory Board member. Besides Unith, he is currently the CEO of SGI Compliance Group and Country M&A Representative Netherlands for Certania GmbH, a fast growing group of TIC (Testing, Inspection and Certification) companies.

### 8.3 Recommendations

The Board, other than Matthew Blake and Sytze Voulon, ***unanimously recommends that Shareholders vote against Resolution 8*** as Sytze Voulon continues to diligently and faithfully perform his duties as Chairman of the Board and to strive for increasing shareholder value.

The Chair intends to vote all undirected proxies against Resolution 8.

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## GLOSSARY

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**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**AWST** means Western Standard Time, as observed in Western Australia.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Wednesday inclusive, except New Year's Day, Good Wednesday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

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

**Company** or **Unith** means Unith Ltd (ACN 083 160 909).

**Constitution** means the constitution of the Company.

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

**Directors** means the current directors of the Company.

**Entitlements Offer** has the meaning given to that term in Section 2.1.

**Equity Security** means a share, a right to an issued or unissued share, an option over an issued or unissued share, a convertible security, or, any security that ASX decides to classify as an equity security.

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

**General Meeting** or **Meeting** means the General Meeting of the Company convened by this Notice of Meeting.

**Lead Manager** means Evolution Capital Pty Ltd.

**Lead Manager Agreement** means the capital raising mandate between the Company and the Lead Manager dated on or about 31 January 2024.

**Listed Options** has the meaning given to that term in Section 2.1.

**Notice** or **Notice of Meeting** means this Notice of the General Meeting including the Explanatory Statement and Proxy Form.

**Options** means Unlisted Options and Listed Options.

**Placement** has the meaning given to that term in Section 2.1.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Requisitioning Parties** has the meaning given to that term in Section 1.1.

**Section**, unless the otherwise indicated, means a section of this Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Sophisticated Investors** means sophisticated and professional investors who are clients of the Lead Manager.

**Tranche 1** has the meaning given to that term in Section 2.1.

**Tranche 2** has the meaning given to that term in Section 2.1.

**Unlisted Options** has the meaning given to that term in Section 2.1.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF UNLISTED OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.023 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (AWST) on 30 September 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 5 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a

notice, as soon as practicable lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under clause (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 5 Business Days or as soon as practicable after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Option and of Shares issued on exercise**

- (i) The Company will not apply for quotation of the Options to ASX.
- (ii) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are non-transferable.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF LISTED OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (AWST) on 31 March 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 5 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a

notice, as soon as practicable lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under clause (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 5 Business Days or as soon as practicable after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Option and of Shares issued on exercise**

- (i) The Company will apply for quotation of the Options to ASX. In the event that quotation of the Options cannot be obtained, the Options will remain unlisted.
- (ii) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



**Director's Written Statement**  
**Pursuant to 203D(4) of the Corporations Act**

Dear Shareholders,

I, Matthew Blake, write to you as a non-executive director of Unith Ltd (**Company**) in response to Styze Voulon, Justin Baird and Scott Mison's (**Requesting Directors**) call for a general meeting to consider my removal as a director of the Company (**Resolution**).

I strongly recommend that you vote against this Resolution. The removal of myself as a director of the Company is not in the best interests of shareholders or the Company.

Furthermore, the Requesting Directors have asserted that I have acted improperly. I have briefly responded to these claims below and noted my concerns with respect to the Company's current capital raise:

**1. Defamatory statements**

Certain statements made about me by a number of directors of the Company in its ASX Announcement released on or about 24 January 2024 titled "*UNITH Received Section 203D and (invalid) Section 249D Notices*" (**Announcement**) and the email to shareholders titled "*Important Update from UNITH Board of Directors*" dated 24 January 2024 (**Email**) are defamatory and baseless.

A concerns notice pursuant to the *Defamation Act* has been issued by me to those on whose behalf the Email was sent and to the person who authorised the release of the Announcement on behalf of the Company.

**2. Capital raising concerns**

I have concerns about the Company's current capital raising strategy. In 2023, the Company raised approximately \$4.8 million via a placement to institutional and sophisticated investors and share purchase plan to existing shareholders. The Company spent this money within approximately one year. It concerns me that the Company is now undertaking another capital raise for a similar amount of capital at a much lower share price when we have not yet seen the impact of last year's capital raise on the progress of the Company.

More generally, I am concerned with the current direction of the Company, the cash spend rate, the share price and the long term outlook for shareholders. In my view, corporate opportunities available to the Company have not been adequately explored.

I have always acted in the best interests of shareholders and the Company. With your support, I will continue to work towards accelerating the Company's profitability and commercialisation, focusing on future shareholder returns.

I want to be part of the turnaround of the Company as a director and as a shareholder and am committed to its success and long term growth. I am prepared to work with the other members of the Company's executive and the board (whatever make up that may be following this meeting) to pursue the advancement of the Company. This includes working with Andrew Cotterill (who has been proposed to be elected as a Director of the Company) noting that there have been assertions made that he is associated with a particular third party. To the best of my knowledge, that assertion is incorrect.

I have been integral to the direction and growth of the Company over the last approximately three years. I have over 25 years of experience in the financial services industry. I believe the knowledge and skills I possess are fundamental to the advancement of the Company, which knowledge and skills are not otherwise possessed by other members of the Company's board and executive.

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I urge you to consider the above information carefully and ask for your support by voting against the proposed Resolution to remove me as a director of the Company.

Yours sincerely,

Matthew Blake  
Non-Executive Director  
Unith Ltd

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#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (AWST) on Tuesday, 26<sup>th</sup> March 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

**STEP 1:** VISIT <https://www.votingonline.com.au/unithgm2024>

**STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)

**STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (AWST) on Tuesday, 26<sup>th</sup> March 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/unithgm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Unith Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **20/210 Queen Victoria Street, North Fremantle, Western Australia 6159 on Thursday, 28<sup>th</sup> March 2024 at 4:00pm (AWST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default, and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 to 8. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 to 8 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 5 and against Resolutions 6 to 8. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite those Resolutions.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	RATIFICATION OF LISTING RULE 7.1 PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RATIFICATION OF LISTING RULE 7.1A PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	APPROVAL OF LISTING RULE 7.1 PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	APPROVAL OF OPTIONS FOR CAPITAL RAISING FEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	REMOVAL OF MR MATTHEW BLAKE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	APPOINTMENT OF ANDREW COTTERILL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	REMOVAL OF MR JUSTIN BAIRD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	REMOVAL OF MR SYTZE VOULON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

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

Contact Name..... Contact Daytime Telephone..... Date / / 2024