



29 July 2024: ASX Release (ASX: KNM)

Notice of Extraordinary General Meeting and Proxy Form

In accordance with Listing Rule 3.17, KNeoMedia Limited (**KNeoMedia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the Extraordinary General Meeting as sent to Shareholders in lieu of a Notice of Meeting;
2. Notice of Extraordinary General Meeting; and
3. Proxy Form

Authorised for release by the Chair of KneoMedia Limited

For further information, please contact:

James Kellett

Chief Executive Officer

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Eryl Baron

Company Secretary

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About KNeoMedia Limited:

KNeoMedia Limited (ASX: KNM) is a SaaS publishing company that delivers world-class education and assessment products to global markets in both general and special education classrooms via its KneoWorld. Student seat licences are sold to education departments on an annual basis and via distribution agreements. The KneoWorld platform is a story-based and game assessment learning program that provides engaging and effective ways for students to process and apply academic skills and concepts. Researched and evidence based, programs are mapped and measured to curriculum with student performance data delivered via the educator dashboard. KneoWorld is fully compliant with child online privacy protection including US COPPA and European GDPR. Our proven ability to engage, educate and assess provides a global education market opportunity selling on a business-to-business strategy.

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448



Follow KneoMedia on Twitter: <http://twitter.com/KneoMedia>

KneoMedia Limited ASX: KNM

Level 7, 180 Flinders Street, Melbourne VIC 3000 Australia ABN 41 009 221 783
Email info@KneoMedia.com Tel +61 1300 155 606

29 July 2024

Dear Shareholder

I am pleased to provide you with details about the Extraordinary General Meeting (**EGM**) of KneoMedia Limited (**KneoMedia** or the **Company**) to be held on Tuesday, 27 August 2024 at 10.30am (Melbourne time).

The meeting will be held at the offices of Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne, VIC 3000.

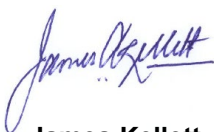
In accordance with the section 110D Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically.

1. You can access the Notice of Meeting online at the Company's website <https://www.kneomedia.com> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
2. A copy of the Notice of Meeting has been posted to the Company's ASX Market Announcements page.

The Directors **strongly encourage all shareholders to lodge a directed proxy form by 10.30am Melbourne time on Sunday 25 August 2024**. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day.

The Board of KneoMedia believes that the resolutions put forward are in the best interests of the Company and encourages you to vote in favour of all resolutions.

Yours faithfully



James Kellett
Chairman
KneoMedia Limited



Notice of Extraordinary General Meeting and Explanatory Memorandum

KneoMedia Limited

ACN 009 221 783

Date: Tuesday, 27 August 2024

Time: 10.30 am (Melbourne time)

Place: Thomson Geer
Level 23, Rialto South Tower, 525 Collins Street
Melbourne VIC 3000 Australia

IMPORTANT INFORMATION

GENERAL

This Notice of Meeting (including the Explanatory Memorandum) is dated 29 July 2024.

This document is important. The business to be considered at the Meeting is set out in the 'Business of Meeting' section below. The Explanatory Memorandum provides additional information on the Resolutions to which the business relates and forms part of the Notice of Meeting. This Notice of Meeting and Explanatory Memorandum is not investment advice. You should read this document in its entirety and seek your own financial and professional advice before making any decision on how to vote on the Resolutions.

A proxy form for the Meeting accompanies this Notice of Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

DEFINED TERMS USED IN THIS NOTICE

Capitalised terms used in the Notice of Meeting are defined in the Glossary at the end of the Explanatory Memorandum, or where the relevant term is first used.

Any documents reproduced in this Notice of Meeting may have their own defined terms, which are sometimes different from those in the Glossary.

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company in relation to the business of this Meeting. Please send your questions via email to:

Company Secretary
KneoMedia Limited
company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **10.30 am (Melbourne time) on Tuesday, 20 August 2024**. Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Meeting to ask questions about, or make comments upon, matters in relation to the business of the Meeting.

During the course of the Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable. However, there may not be sufficient time to answer all questions at the Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the 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 or authority by **10.30 am (Melbourne time)** on **Sunday, 25 August 2024**, at the share registry, being Boardroom Pty Limited as follows:

Online	https://www.votingonline.com.au/knmegm2024
By post	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
By facsimile	+61 9290 9655
In person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Voting and other entitlements at the Meeting

The Board has determined, in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, that the Shareholders entitled to attend and vote (subject to any applicable voting exclusion) at the Meeting shall be those persons who are recorded on the register of members at **7.00pm (Melbourne time)** on **Sunday, 25 August 2024**. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Voting on all items of business will be conducted on a poll.

Proxy voting by the Chair

If you return your proxy form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chair and the Chair will vote on your behalf as you direct on the proxy form.

If a proxy is not directed how to vote on an item of business or Resolutions, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as they think fit.

Except as prohibited by a voting exclusion applicable in respect of a Resolution, if you appoint the Chair as your proxy (or if the Chair is appointed by default) and you do not direct the Chair how to vote on the Resolutions, the Chair will vote your proxy in favour of each of the Resolutions, even if the Chair has an interest in the outcome of the Resolutions and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest and even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

DOCUMENTS AVAILABLE

You can view or download an electronic version of this Notice of Meeting at the Company's website at <https://www.kneomedia.com/>.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of KneoMedia Limited ACN 009 221 783 will be held at the offices of Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 Australia on Tuesday, 27 August 2024 at 10.30 am (Melbourne time)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Extraordinary General Meeting.

1. Ratification of issue of Tranche 1 Placement Shares

Resolution 1	Ratification of issue of Tranche 1 Placement Shares
Description	The Company seeks shareholder approval under ASX Listing Rule 7.4 for the prior issue of Tranche 1 Placement Shares.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 229,990,700 Shares under the Tranche 1 Placement on 9 July 2024, on the terms and conditions set out in the Explanatory Memorandum.”</i>
Voting exclusion	A voting exclusion applies to this Resolution. Please see the 'Voting Exclusions' section below.

2. Issue of Shares pursuant to Tranche 2 Placement

Resolution 2	Issue of Shares pursuant to Tranche 2 Placement
Description	The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares (being 436,675,967 Shares), the Oversubscription Shares (being, subject to final demand from investors, up to 166,666,667 Shares) and the Tranche 2 Placement Loan Interest Shares (being up to 5,358,622 Shares) under the Tranche 2 Placement.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 608,701,256 Shares under the Tranche 2 Placement on the terms and conditions in the Explanatory Memorandum.”</i>
Voting exclusion	A voting exclusion applies to this Resolution. Please see the 'Voting Exclusions' section below.

3. Issue of Broker Options

Resolution 3	Issue of Broker Options
Description	The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of the Broker Options.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 667,000,000 Options on the terms and conditions in the Explanatory Memorandum.”</i>
Voting exclusion	A voting exclusion applies to this Resolution. Please see the 'Voting Exclusions' section below.

4. Issue of Consideration Options

Resolution 4	Issue of Consideration Options
Description	The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of the Consideration Options to the Convertible Noteholders in consideration for their agreement to extend the maturity date for the Convertible Notes.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 100,000,000 Options on the terms and conditions in the Explanatory Memorandum.”</i>
Voting exclusion	A voting exclusion applies to this Resolution. Please see the 'Voting Exclusions' section below.

5. Removal of Auditor

Resolution 5	Removal of Auditor
Description	Shareholders are asked to approve the removal of the Company's current auditor.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"That, pursuant to and in accordance with section 329 of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd ABN 59 116 151 136 of Level 20, 181 William Street, Melbourne VIC 3000, be removed as the auditor of the Company and its controlled entities, effective immediately."</i></p>

6. Appointment of Auditor

Resolution 6	Appointment of Auditor
Description	Subject to shareholder approval of Resolution 5, shareholders are asked to approve the appointment of Connect National Audit as auditor.
Resolution (Special)	<p>To consider and, if thought fit, pass the following resolution as a special resolution:</p> <p><i>"That, subject to Resolution 5 being passed, pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, Connect National Audit Pty Ltd ABN 43 605 713 040 of Level 14, 333 Collins St, Melbourne VIC 3000, having consented in writing to act as auditor of the Company, be appointed as the auditor of the Company and its controlled entities, effective immediately."</i></p>

Dated: 26 July 2024

By order of the Board of KneoMedia Limited

Eryl Baron
Company Secretary

VOTING EXCLUSIONS

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares	The Company will disregard any votes cast in favour of this resolution by or on behalf of a Placement Participant who participated in the issue of the Tranche 1 Placement Shares or an Associate of that person (or those persons).
Resolution 2 – Issue of Shares pursuant to Tranche 2 Placement	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) a Placement Participant who is expected to participate in the issue of the Tranche 2 Placement Shares, Oversubscription Shares and/or the Tranche 2 Placement Loan Interest Shares; (b) a person who will obtain a material benefit as a result of the issue of the Tranche 2 Placement Shares, Oversubscription Shares and/or the Tranche 2 Placement Loan Interest Shares (except a benefit solely by reason of being a holder of Shares); or (c) an Associate of a person named in sub-paragraph (a) or (b).
Resolution 3 – Issue of Broker Options	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of the Broker Options (except a benefit solely by reason of being a holder of Shares); or (b) an Associate of a person named in sub-paragraph (a).
Resolution 4 – Issue of Consideration Options	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) a Convertible Noteholder; (b) a person who will obtain a material benefit as a result of the issue of the Consideration Options (except a benefit solely by reason of being a holder of Shares); or (c) an Associate of a person named in sub-paragraph (a) or (b).

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

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

EXPLANATORY MEMORANDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for a previous issue of securities made by the Company during the last 12 months under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (15% Placement Capacity).</p> <p>ASX Listing Rule 7.4 allows the shareholders of a listed company to ratify 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 listed company's 15% Placement Capacity to issue further Equity Securities without shareholder approval under that rule.</p> <p>Accordingly, if shareholders ratify the previous issue of Equity Securities made by the Company by way of approving Resolution 1, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.</p>
Background	<p>As announced to the ASX on 5 July 2024, subject to shareholder approval in relation to the Tranche 2 Placement Shares, the Company has undertaken a placement of up to approximately 667 million Shares (at an issue price of \$0.0015 per Share) to raise an aggregate of \$1 million (before costs) (Placement).</p> <p>As at the date of this Notice, the Company has been in discussions with professional and sophisticated investors to take up oversubscriptions to the Placement. Subject to negotiations completing successfully, the Company hopes to secure binding commitments with those investors between the date of this Notice and the Meeting. Accordingly, subject to final demand from investors, the Company may, at its discretion, also take oversubscriptions under the Placement of up to approximately 167 million Shares (at an issue price of \$0.0015 per Share) in addition to the 667 million Shares described above to raise up to \$250,000 (before costs) pursuant to the oversubscriptions.</p> <p>In summary, the Placement consists of two tranches, comprising:</p> <ul style="list-style-type: none"> (a) the first tranche, under which the Company issued 229,990,700 Shares (Tranche 1 Placement Shares) on 9 July 2024 (Tranche 1 Placement) under its maximum available placement capacity pursuant to ASX Listing Rule 7.1; and (b) the second tranche, under which, subject to shareholder approval being obtained, the Company proposes to issue: <ul style="list-style-type: none"> (i) 436,675,967 Shares (Tranche 2 Placement Shares);

	<p>(ii) up to 166,666,667 Shares (Oversubscription Shares) (subject to the Company receiving binding commitments for those Oversubscription Shares); and</p> <p>(iii) up to 5,358,622 Shares (Tranche 2 Placement Loan Interest Shares) to repay interest accrued on the Tranche 2 Placement Loan (further information in relation to the Tranche 2 Placement Loan is provided below),</p> <p>in each case, to investors that are not related parties of the Company (Tranche 2 Placement).</p> <p>The Tranche 1 Placement Shares were issued using the Company's available 15% Placement Capacity under ASX Listing Rules 7.1. Accordingly, Resolution 1 seeks shareholder ratification for the issue of those Tranche 1 Placement Shares pursuant to Resolution 1, in accordance with ASX Listing Rule 7.4.</p>												
<p>Specific information for Resolution 1</p>	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table border="0"> <tr> <td data-bbox="485 842 756 875">Recipients of issue</td><td data-bbox="783 842 1358 965">The Tranche 1 Placement were issued to a number of professional and sophisticated investors known to the Company and/or introduced to the Company by the Brokers.</td></tr> <tr> <td data-bbox="485 965 756 1025">Number and class of securities issued</td><td data-bbox="783 965 1358 1025">229,990,700 fully paid ordinary shares in the Company.</td></tr> <tr> <td data-bbox="485 1055 756 1088">Date of issue</td><td data-bbox="783 1055 1358 1115">The Tranche 1 Placement Shares were issued on 9 July 2024.</td></tr> <tr> <td data-bbox="485 1137 756 1227">Consideration received for the issue</td><td data-bbox="783 1137 1358 1261">The Company raised a total of \$344,986 (before costs) through the issue of the Tranche 1 Placement Shares, which were issued for \$0.0015 per Share.</td></tr> <tr> <td data-bbox="485 1290 756 1350">Purpose of issue and use of funds raised</td><td data-bbox="783 1290 1358 1563">As detailed in the Company's announcement dated 5 July 2024, the Placement funds raised (including any funds raised by the issue of the Tranche 1 Placement Shares and the Tranche 2 Placement Shares and that may be raised by the issue of the Oversubscription Shares) will be (or have been) used for the further advance of its KneoScience platform and general working capital expenditure.</td></tr> <tr> <td data-bbox="485 1570 756 1630">Summary agreement</td><td data-bbox="783 1570 1358 2020"> <p>of All Shares under the Placement were issued (i.e., the Tranche 1 Placement Shares) or will be issued (i.e., the Tranche 2 Placement Shares, the Oversubscription Shares and the Tranche 2 Placement Loan Interest Shares) pursuant to short-form placement application forms.</p> <p>Pursuant to those Placement application forms, the Placement Participants (as applicable):</p> <p>(a) agreed to be issued the Tranche 1 Placement Shares at an issue price of \$0.0015 per Share;</p> <p>(b) have advanced the application monies for the Tranche 2 Placement Shares (being approximately \$655,014 in aggregate) to the</p> </td></tr> </table>	Recipients of issue	The Tranche 1 Placement were issued to a number of professional and sophisticated investors known to the Company and/or introduced to the Company by the Brokers.	Number and class of securities issued	229,990,700 fully paid ordinary shares in the Company.	Date of issue	The Tranche 1 Placement Shares were issued on 9 July 2024.	Consideration received for the issue	The Company raised a total of \$344,986 (before costs) through the issue of the Tranche 1 Placement Shares, which were issued for \$0.0015 per Share.	Purpose of issue and use of funds raised	As detailed in the Company's announcement dated 5 July 2024, the Placement funds raised (including any funds raised by the issue of the Tranche 1 Placement Shares and the Tranche 2 Placement Shares and that may be raised by the issue of the Oversubscription Shares) will be (or have been) used for the further advance of its KneoScience platform and general working capital expenditure.	Summary agreement	<p>of All Shares under the Placement were issued (i.e., the Tranche 1 Placement Shares) or will be issued (i.e., the Tranche 2 Placement Shares, the Oversubscription Shares and the Tranche 2 Placement Loan Interest Shares) pursuant to short-form placement application forms.</p> <p>Pursuant to those Placement application forms, the Placement Participants (as applicable):</p> <p>(a) agreed to be issued the Tranche 1 Placement Shares at an issue price of \$0.0015 per Share;</p> <p>(b) have advanced the application monies for the Tranche 2 Placement Shares (being approximately \$655,014 in aggregate) to the</p>
Recipients of issue	The Tranche 1 Placement were issued to a number of professional and sophisticated investors known to the Company and/or introduced to the Company by the Brokers.												
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Date of issue	The Tranche 1 Placement Shares were issued on 9 July 2024.												
Consideration received for the issue	The Company raised a total of \$344,986 (before costs) through the issue of the Tranche 1 Placement Shares, which were issued for \$0.0015 per Share.												
Purpose of issue and use of funds raised	As detailed in the Company's announcement dated 5 July 2024, the Placement funds raised (including any funds raised by the issue of the Tranche 1 Placement Shares and the Tranche 2 Placement Shares and that may be raised by the issue of the Oversubscription Shares) will be (or have been) used for the further advance of its KneoScience platform and general working capital expenditure.												
Summary agreement	<p>of All Shares under the Placement were issued (i.e., the Tranche 1 Placement Shares) or will be issued (i.e., the Tranche 2 Placement Shares, the Oversubscription Shares and the Tranche 2 Placement Loan Interest Shares) pursuant to short-form placement application forms.</p> <p>Pursuant to those Placement application forms, the Placement Participants (as applicable):</p> <p>(a) agreed to be issued the Tranche 1 Placement Shares at an issue price of \$0.0015 per Share;</p> <p>(b) have advanced the application monies for the Tranche 2 Placement Shares (being approximately \$655,014 in aggregate) to the</p>												

	<p>Company as an unsecured, interest free interim loan; and/or</p> <p>(c) will advance the application monies for the Oversubscription Shares (being up to approximately \$250,000 in aggregate, subject to final demand from investors) to the Company as an unsecured, interest free interim loan (collectively with the loan in relation to the Tranche 2 Placement Shares described above, the Tranche 2 Placement Loan).</p> <p>The Tranche 2 Placement Loan will automatically convert into the Tranche 2 Placement Shares or the Oversubscription Shares (as applicable) without any further action required of the Placement Participants participating in the Tranche 2 Placement, subject to and conditional upon shareholder approval being obtained under ASX Listing Rule 7.1 for all Placement Participants (which the Company will be seeking at the Meeting pursuant to Resolution 2).</p> <p>The following terms apply to the Tranche 2 Placement Loan:</p> <p>(a) Loan principal: the amount equal to the Placement Participant's application monies in relation to the relevant Shares under the Tranche 2 Placement;</p> <p>(b) Interest: 15% per annum. Depending on the date of the placement application form, interest will begin to accrue daily from either 30 June 2024 or 30 July 2024 (as applicable), and be calculated on the loan principal amount, and will be payable no later the maturity date of the loan. Interest will cease to be payable after the Tranche 2 Placement Loan converts into the Tranche 2 Placement Shares.</p> <p>(c) Security: none (unsecured loan);</p> <p>(d) Maturity date: 31 December 2024;</p> <p>(e) Prepayment: the Company may at its discretion pre-pay the whole or any part of the loan principal and accrued interest prior to the maturity date and no penalty or fees shall be payable by the Company for any early pre-payment; and</p> <p>(f) Conversion: the Company can, at its discretion (and subject to and conditional upon any required shareholder approvals) convert part or all of the outstanding loan principal and accrued interest into Shares, at the issue price of \$0.0015 per Share, on or prior to the maturity date. The Company has determined to convert all accrued interest into Shares at \$0.0015 (being the Tranche 2 Placement Loan Interest Shares the subject of Resolution 2).</p>
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	<p>The application forms otherwise contained terms which are customary for an agreement of this nature.</p> <p>Voting exclusion statement A voting exclusion applies to this item of business, as set out in the 'Voting Exclusions' section of this Notice.</p>
Effect of Resolution 1 being approved or not approved	<p>If Resolution 1 is passed, the Tranche 1 Placement Shares issued on 9 July 2024 will be excluded when calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities that the Company can issue without shareholder approval over the 12-month period following the issue date.</p> <p>If Resolution 1 is not passed, the Tranche 1 Placement Shares issued on 9 July 2024 will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.</p>
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 1.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

2. Resolution 2 – Issue of Shares pursuant to Tranche 2 Placement

Explanation	Resolution 2 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 608,701,256 Shares under the Tranche 2 Placement (comprising the Tranche 2 Placement Shares, the Oversubscription Shares and the Tranche 2 Placement Loan Interest Shares), without using the Company's 15% Placement Capacity.
Specific information for Resolution 2	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Recipients of issue The Tranche 2 Placement Shares will be issued to the same Placement Participants who were issued the Tranche 1 Placement Shares as described above in this Explanatory Memorandum in relation to Resolution 1.</p> <p>It is expected that any Oversubscription Shares will be issued to professional and sophisticated investors known to the Company, and/or introduced to the Company by the Brokers.</p> <p>The Tranche 2 Placement Loan Interest Shares will be issued to recipients of the Tranche 2 Placement Shares and (if applicable) the Oversubscription Shares.</p>

	<p>Number and class of securities to be issued</p> <p>Date by which securities will be issued</p> <p>Consideration the Company will receive for the issue</p> <p>Purpose of issue and use of funds raised</p>	<p>Up to 608,701,256 fully paid ordinary shares in the Company.</p> <p>The exact number of Oversubscription Shares to be issued under Resolution 2 will depend on final investor demand, but will not exceed 166,666,667.</p> <p>The exact number of Tranche 2 Placement Loan Interest Shares to be issued will depend on the date that the Tranche 2 Placement Shares are issued – being the date that interest ceases to accrue on the Tranche 2 Placement Loan. The maximum number Tranche 2 Placement Loan Interest Shares that this Resolution 2 seeks approval for (being 5,358,622), assumes that the Tranche 2 Placement Shares are issued on 30 August 2024. If those Shares are issued earlier, less interest will be payable, and the number of Tranche 2 Placement Loan Interest Shares will be reduced.</p> <p>Subject to shareholder approval being obtained for this Resolution 2, the Company intends to issue the Tranche 2 Placement Shares, the Oversubscription Shares and the Tranche 2 Placement Loan Interest Shares the subject of this Resolution 2 as soon as practicable after the Meeting, or any event within 3 months from the date of the Meeting.</p> <p>The issue of the Oversubscription Shares is also subject to the Company receiving binding commitments for those Oversubscription Shares.</p> <p>The Company has received approximately \$655,014 (before costs) pursuant to the Tranche 2 Placement Loan for the issue of the Tranche 2 Placement Shares, which will be issued at \$0.0015 per Share.</p> <p>Each Oversubscription Share will be issued for \$0.0015 per Share and, subject to the Company receiving binding commitments for the Oversubscription Shares, the Company will receive up to approximately \$250,000 (before costs) for the issue of the Oversubscription Shares.</p> <p>The Tranche 2 Placement Loan Interest Shares will be issued for nil cash consideration, in lieu of interest accrued on the Tranche 2 Placement Loan.</p> <p>Funds raised from the Placement (including the through the issue of the Tranche 2 Placement Shares and the Oversubscription Shares) will be used as detailed above in this Explanatory Memorandum in relation to Resolution 1.</p> <p>No funds will be raised from the issue of the Tranche 2 Placement Loan Interest Shares as they will be issued for nil cash consideration in lieu of interest accrued on the Tranche 2 Placement Loan.</p>
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	<p>Summary of agreement</p> <p>All Shares the subject of this Resolution 2 will be issued pursuant to the same application forms described above in this Explanatory Memorandum in relation to Resolution 1.</p> <p>Voting exclusion statement</p> <p>A voting exclusion applies to this item of business, as set out in the 'Voting Exclusions' section of this Notice.</p>
Effect of Resolution 2 being approved or not approved	<p>If Resolution 2 is passed, the Company will be able to proceed with the issue of the Shares the subject of this Resolution 2 to the Placement Participants (subject also to the Company receiving binding commitments in relation to the Oversubscription Shares). In addition, the issue of the Shares the subject of this Resolution 2 will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.</p> <p>If Resolution 2 is not passed, the Company will not be able to issue the Shares the subject of this Resolution 2 until and unless the Company is able to do so without exceeding the 15% limit in ASX Listing Rule 7.1 and the Tranche 2 Placement Loan in relation to the Tranche 2 Placement Shares and the Oversubscription Shares will continue to accrue interest as described above in this Explanatory Memorandum in relation to Resolution 1. In such case, the Company will either:</p> <p>(a) issue some or all of the Tranche 2 Placement Shares and Oversubscription Shares (and any additional Shares required to repay any interest accrued on the Tranche 2 Placement Loan in respect of those Shares) when it is able to do so without exceeding the 15% limit in ASX Listing Rule 7.1 (in which case, such Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date); and/or</p> <p>(b) repay all or part of the Tranche 2 Placement Loan in respect of the Tranche 2 Placement Shares and the Oversubscription Shares (including any interest accrued on the Tranche 2 Placement Loan in relation to those Shares) in cash on or prior to the maturity date for that loan (being 31 December 2024).</p>
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 2.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

3. Resolution 3 – Issue of Broker Options

Explanation	Resolution 3 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 667,000,000 Options (Broker Options) without using the Company's 15% Placement Capacity.
Specific information for Resolution 3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:

	Recipients of issue	The Broker Options will be issued in lieu of arrangement fees to a spread of brokers, arrangers (and their sub-arrangers) who facilitated and arranged the Placement and Oversubscriptions (Brokers). As the Oversubscriptions have yet to be finalised as at the date of this Notice, the Company has not yet determined the actual number of Broker Options to be issued, or the final recipients (and their respective allocations) of the Broker Options. However, the total number of Broker Options to be issued will not exceed 667,000,000.
	Number and class of securities to be issued	Up to 667,000,000 Options, each to acquire a fully paid ordinary share in the Company.
	Date by which securities will be issued	Subject to shareholder approval being obtained for this Resolution 3, the Company intends to issue the Broker Options as soon as practicable after the Meeting after the Oversubscriptions have been finalised, or any event within 3 months from the date of the Meeting.
	Consideration the Company will receive for the issue	The Broker Options will be issued for nil cash consideration, in lieu of arrangement fees payable to a spread of brokers, arrangers (and their sub-arrangers) who facilitated and arranged the Placement and Oversubscriptions.
	Purpose of issue and use of funds raised	No funds will be raised from the issue of the Broker Options as they will be issued for nil cash consideration. If the Broker Options are ultimately issued and exercised, it is the Company's present intention that the funds raised on exercise will be applied towards the Company's general working capital requirements.
	Summary of agreement	N/A
	Voting exclusion statement	A voting exclusion applies to this item of business, as set out in the 'Voting Exclusions' section of this Notice.
Effect of Resolution 3 being approved or not approved	<p>If Resolution 3 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.</p> <p>If Resolution 3 is not passed, the Company will discuss an alternative form of compensation with the brokers and arrangers, noting that the Company has not paid any cash arrangement fees for their facilitation of the Placement (or Oversubscriptions). The Company may also issue some or all of the Broker Options when it is able to do so without exceeding the 15% limit in ASX Listing Rule 7.1 (in which case, such Options will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date).</p>	
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 3.	

Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.
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4. Resolution 4 – Issue of Consideration Options

Explanation	<p>Resolution 4 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 100,000,000 Options (Consideration Options) without using the Company's 15% Placement Capacity.</p> <p>The Consideration Options will be issued to the Convertible Noteholders in consideration for those Convertible Noteholders agreeing to extend the maturity date of the Convertible Notes to 31 December 2024. The Convertible Notes were issued on 24 November 2021 following shareholder approval pursuant to ASX Listing Rule 7.1 at the Company's 2021 annual general meeting with an initial maturity date of 31 May 2022. Refer to the Company's notice of 2021 annual general meeting dated 21 October 2021 and subsequent annual and half year financial reports of the Company lodged with ASIC and published on ASX for further information in relation to the Convertible Notes.</p>										
Specific information for Resolution 4	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table> <tr> <td>Recipients of issue</td><td>The Consideration Options will be issued to the Convertible Noteholders (being Lind Global Fund II LLP and John Hancock) (and/or their respective nominee(s)).</td></tr> <tr> <td>Number and class of securities to be issued</td><td> <p>100,000,000 Options, each to acquire a fully paid ordinary share in the Company will be issued to the Convertible Noteholders as follows:</p> <p>(a) 50,000,000 Options will be issued to Lind Global Fund II or nominee; and</p> <p>(b) 50,000,000 Options will be issued to John Hancock or nominee.</p> </td></tr> <tr> <td>Date by which securities will be issued</td><td>Subject to shareholder approval being obtained for this Resolution 4, the Company intends to issue the Consideration Options as soon as practicable after the Meeting, or any event within 3 months from the date of the Meeting.</td></tr> <tr> <td>Consideration the Company will receive for the issue</td><td>The Consideration Options will be issued for nil cash consideration.</td></tr> <tr> <td>Purpose of issue and use of funds raised</td><td>No funds will be raised from the issue of the Consideration Options as they will be issued for nil cash consideration in consideration for the Convertible Noteholders agreeing to extend the maturity date of the Convertible Notes to 31 December 2024. If the Consideration Options are ultimately issued and exercised, it is the Company's present intention that the funds raised on exercise will be applied towards the Company's general working capital requirements.</td></tr> </table>	Recipients of issue	The Consideration Options will be issued to the Convertible Noteholders (being Lind Global Fund II LLP and John Hancock) (and/or their respective nominee(s)).	Number and class of securities to be issued	<p>100,000,000 Options, each to acquire a fully paid ordinary share in the Company will be issued to the Convertible Noteholders as follows:</p> <p>(a) 50,000,000 Options will be issued to Lind Global Fund II or nominee; and</p> <p>(b) 50,000,000 Options will be issued to John Hancock or nominee.</p>	Date by which securities will be issued	Subject to shareholder approval being obtained for this Resolution 4, the Company intends to issue the Consideration Options as soon as practicable after the Meeting, or any event within 3 months from the date of the Meeting.	Consideration the Company will receive for the issue	The Consideration Options will be issued for nil cash consideration.	Purpose of issue and use of funds raised	No funds will be raised from the issue of the Consideration Options as they will be issued for nil cash consideration in consideration for the Convertible Noteholders agreeing to extend the maturity date of the Convertible Notes to 31 December 2024. If the Consideration Options are ultimately issued and exercised, it is the Company's present intention that the funds raised on exercise will be applied towards the Company's general working capital requirements.
Recipients of issue	The Consideration Options will be issued to the Convertible Noteholders (being Lind Global Fund II LLP and John Hancock) (and/or their respective nominee(s)).										
Number and class of securities to be issued	<p>100,000,000 Options, each to acquire a fully paid ordinary share in the Company will be issued to the Convertible Noteholders as follows:</p> <p>(a) 50,000,000 Options will be issued to Lind Global Fund II or nominee; and</p> <p>(b) 50,000,000 Options will be issued to John Hancock or nominee.</p>										
Date by which securities will be issued	Subject to shareholder approval being obtained for this Resolution 4, the Company intends to issue the Consideration Options as soon as practicable after the Meeting, or any event within 3 months from the date of the Meeting.										
Consideration the Company will receive for the issue	The Consideration Options will be issued for nil cash consideration.										
Purpose of issue and use of funds raised	No funds will be raised from the issue of the Consideration Options as they will be issued for nil cash consideration in consideration for the Convertible Noteholders agreeing to extend the maturity date of the Convertible Notes to 31 December 2024. If the Consideration Options are ultimately issued and exercised, it is the Company's present intention that the funds raised on exercise will be applied towards the Company's general working capital requirements.										

	<p>Summary agreement of Pursuant to the terms agreed by the Company and the Convertible Noteholders in relation to the extension of the maturity date for the Convertible Notes:</p> <ul style="list-style-type: none"> (a) interest will accrue on the Convertible Notes at the rate of 15% per annum payable in Shares or cash on the principal balance on redemption or conversion commencing from 31 December 2023; (b) the Convertible Notes cannot be converted before 31 December 2024; (c) if the Convertible Noteholders do not elect to convert the Convertible Notes before the 31 December 2024, the maturity date may be extended to December 2025 at the Convertible Noteholder's request; and (d) the Company must issue the Consideration Options the subject of this Resolution in consideration for the extension of the maturity date of the Convertible Notes. <p>Voting exclusion statement A voting exclusion applies to this item of business, as set out in the 'Voting Exclusions' section of this Notice.</p>
Effect of Resolution 4 being approved or not approved	<p>If Resolution 4 is passed, the Company will be able to proceed with the issue of the Consideration Options. In addition, the issue of the Consideration Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.</p> <p>If Resolution 4 is not passed:</p> <ul style="list-style-type: none"> (a) the Company may issue some or all of the Conversion Options when it is able to do so without exceeding the 15% limit in ASX Listing Rule 7.1 (in which case, such Options will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date); and/or (b) the Company may be required to renegotiate terms with the Convertible Noteholders in order to secure an extension of the maturity date of the Convertible Notes to 31 December 2024. There is no certainty that Company and the Convertible Noteholders will be able to agree on alternative terms.
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 4.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

5. Resolution 5 – Removal of Auditor

Explanation	<p>Pursuant to section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution of the company at a general meeting, if a notice of intention under section 329(1A) has been given to the company (Notice of Intention).</p> <p>A Notice of Intention dated 23 July 2024 was given to the Company to remove the Company's auditor, William Buck. The Notice of Intention is attached as Annexure B to this Notice of Meeting.</p> <p>A Notice of Intention must typically be served on the company at least 2 months before the meeting is to be convened. However, in accordance with section 329 of the Corporations Act, if a company calls a general meeting after a Notice of Intention has been given, the meeting to pass the resolution may be convened less than 2 months after the Notice of Intention is received by the company.</p> <p>The Company seeks approval from Shareholders to remove William Buck as auditor of the Company, effective immediately.</p> <p>William Buck is entitled to make representations under section 329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have those representations sent to members prior to the meeting. William Buck has advised the Company that it does not intend to make any such representations.</p>
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 5.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

6. Resolution 6 – Appointment of Auditor

Explanation	<p>Pursuant to section 327D of the Corporations Act, a company in a general meeting may resolve to appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.</p> <p>Under section 328B(1) of the Corporations Act, a member of the company may give notice of nomination of an auditor whose appointment can be considered at the meeting (Notice of Nomination).</p> <p>A Notice of Nomination dated 23 July 2024 was given to the Company, nominating Connect National Audit as auditor of the Company. The Notice of Nomination is attached to this Notice of Meeting as Annexure C.</p> <p>In accordance with section 328B(3) of the Corporations Act, a copy of the Notice of Nomination has been provided to William Buck and Connect National Audit.</p> <p>Connect National Audit has provided to the Company written consent to act as auditor of the Company, in accordance with section 328A(1) of the Act.</p> <p>If this special resolution is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this meeting. At this meeting, Connect National Audit can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of Connect National Audit from a member of the Company at least 14 days before the date of the adjourned meeting.</p>
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	If Resolutions 5 and 6 are passed, the appointment of Connect National Audit as the auditor of the Company will be effective immediately.
Board recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 6.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

GLOSSARY

15% Placement Capacity	Has the meaning given to it in the 'Explanation' section in section 1 of the Explanatory Memorandum.
Broker Options	Has the meaning given to it in the 'Explanation' section in section 3 of the Explanatory Memorandum.
Associate	Has the meaning given to that term in the ASX Listing Rules.
ASX	Means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
Board	Means the board of Directors of the Company.
Brokers	Means the brokers, arrangers (and their sub-arrangers) who facilitated and arranged the Placement and Oversubscriptions.
Business Day	Has the meaning given to that term in the ASX Listing Rules.
Chair	Means the Chair of the Meeting.
Connect National Audit	Means Connect National Audit Pty Ltd ABN 43 605 713 040.
Convertible Noteholders	Means Lind Global Fund II LLP and John Hancock.
Convertible Notes	Means the 18 convertible notes on issue in the Company held by the Convertible Noteholders with an aggregate face value of \$450,000.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	Means the <i>Corporations Regulations 2001</i> (Cth).
Company or KneoMedia	Means KneoMedia Limited ACN 009 221 783.
Director	Means a director of the Company.
Equity Security	Has the meaning given in the ASX Listing Rules.
Explanatory Memorandum	Means the explanatory memorandum enclosed with the Notice of Meeting.
Key Management Personnel	Means those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice or Notice of Meeting	Means this notice of meeting and includes the Explanatory Memorandum.
Meeting	Means the extraordinary general meeting convened by the Company the subject of this Notice.
Option	means an option to acquire a Share exercisable at \$0.0025 on or before the date that is two years from its issue date, the material terms of which are set out in Annexure A.
Oversubscription Shares	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Placement	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Placement Participants	Means the institutional and sophisticated investors who have participated in, or are expected to participate in, the Placement, including any investors who were issued the Tranche 1 Placement Shares and any investors who, subject to shareholder approvals as described in this Notice, will be issued the Tranche 2 Placement Shares, the Oversubscription Shares and/or the Tranche 2 Placement Loan Interest Shares.
Share	Means a fully paid ordinary share in the capital of the Company.

Tranche 1 Placement	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Tranche 1 Placement Shares	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Tranche 2 Placement	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Tranche 2 Placement Loan	Has the meaning given to it in the 'Specific information for Resolution 1' section in section 1 of the Explanatory Memorandum.
Tranche 2 Placement Loan Interest Shares	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
Tranche 2 Placement Shares	Has the meaning given to it in the 'Background' section in section 1 of the Explanatory Memorandum.
William Buck	Means William Buck Audit (Vic) Pty Ltd ABN 59 116 151 136.

Annexure A – Summary of the terms and conditions attaching to the Options

The material terms and conditions of the Broker Options and the Consideration Options, being the subject of Resolutions 3 and 4 (respectively) are as follows:

Entitlement	Each Option entitles the holder to subscribe for one Share in the Company upon exercise of the Option.
Exercise Price	The amount payable upon exercise of each Option will be \$0.0025 (Exercise Price).
Expiry Date	Each Option will expire at 5.00pm (AEST) on the date that is two years from the date of the issue of the Option (Expiry Date). If such date falls on a day that is not a Business Day, the final date will be the next Business Day. Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
Exercise Period	Each Option is exercisable at any time from the date of issue, on or prior to the Expiry Date (Exercise Period).
Notice of Exercise	Each Option may be exercised during the Exercise Period by notice in writing to the Company in the manner acceptable to the Company (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.
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).
Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will 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.
Shares issued on exercise	Shares issued on exercise of each Option will rank equally with the then issued shares of the Company.
Participation in new issues	There are no participation rights or entitlements inherent in the Option and the Option holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Option without exercising the Option.
Change in exercise price	The 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.
Reconstruction	In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be changed to the extent necessary to comply with the Listing Rules applying at the time.
Transferability	The Option is transferable with the Company's written consent.
Quotation	The Company does not intend to apply to ASX for official quotation of the Option. If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of an Option within five Business Days of issue.

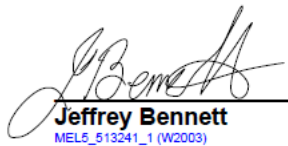
Annexure B – Notice of Intention

NOTICE OF INTENTION AND RESOLUTION TO CONVENE A GENERAL MEETING

TO: Company Secretary
KneoMedia Limited
ACN 009 221 783
Level 7, 180 Flinders Street,
Melbourne VIC 3000 (**KneoMedia** or the **Company**)

I, Jeffrey Bennett, a director of the Company, hereby request that the directors of KneoMedia call a general meeting of the Company to consider and, if thought fit, pass an ordinary resolution that William Buck Audit (Vic) Pty Ltd ABN 59 116 151 136 of Level 20, 181 William Street, Melbourne VIC 3000, be removed as the auditor of the Company and its controlled entities, effective immediately.

Dated: 23 July 2024



Jeffrey Bennett
MEL5_513241_1 (W2003)

Annexure C – Notice of Nomination

NOTICE OF NOMINATION

TO: Company Secretary
KneoMedia Limited
ACN 009 221 783
Level 7, 180 Flinders Street,
Melbourne VIC 3000 (the **Company**)

Hixon Pty Ltd, being a member of the Company, hereby gives the Company notice under section 328B(3) of the *Corporations Act 2001* (Cth) of the nomination of Connect National Audit Pty Ltd ABN 43 605 713 040 of Level 14, 333 Collins St, Melbourne VIC 3000, as auditor of the Company and its controlled entities, effective immediately.

Dated: 23 July 2024

SIGNED for and on behalf of **Hixon Pty Ltd**:


Signature of Director

Jeffrey Bennett
Name of Director

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30 am (Melbourne time) on Sunday, 25 August 2024.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/knmeqm2024>

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

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

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy, you must:

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

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3: SIGN THE FORM

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

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

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

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

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

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30am (Melbourne time) on Sunday, 25 August 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/knmeqm2024>

📠 **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 1APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the offices of Thomson Geer, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 Australia, at 10.30am (Melbourne time) on Tuesday 27 August 2024, and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2VOTING 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 issue of Tranche 1 Placement Shares	<div></div>	<div></div>	<div></div>
Resolution 2	Issue of Shares pursuant to Tranche 2 Placement	<div></div>	<div></div>	<div></div>
Resolution 3	Issue of Broker Options	<div></div>	<div></div>	<div></div>
Resolution 4	Issue of Consideration Options	<div></div>	<div></div>	<div></div>
Resolution 5	Removal of Auditor	<div></div>	<div></div>	<div></div>
Resolution 6	Appointment of Auditor	<div></div>	<div></div>	<div></div>

STEP 3SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024