



# QuickFee.

QuickFee Limited  
ACN 624 448 693

## Notice of Annual General Meeting 2020

A black and white photograph of a modern office interior. In the foreground, a woman with short dark hair and glasses, wearing a light-colored blouse and dark skirt, stands on a staircase, looking upwards and smiling. Next to her, a man with glasses and a dark suit jacket over a light shirt stands with his hand on the metal railing, also looking upwards. In the background, another man in a suit is walking down the stairs. The architecture features large glass panels and metal structural elements, creating a bright and open atmosphere.

## Notice of Annual General Meeting

**Notice is given that the Meeting will be held at:**

**Time:** 11:00 am (AEDT)

**Date:** Thursday, 10 December 2020

**Place:** QuickFee – Level 4, Suite 4.07, 10 Century Circuit, Norwest NSW 2153

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

***This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors 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 Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on Tuesday, 8 December 2020.***



## Live webcast

Due to the impact of COVID-19 in Australia, and following guidance from federal and state government, the Company will enable Shareholders to access a live webcast of the Meeting online. In the interests of public health and safety, the Company encourages Shareholders to vote by proxy and to observe the Meeting online and to consider whether they need to attend in person.

The live webcast of Meeting will be available via Zoom. Details of the live webcast will be announced on the ASX closer to the Meeting date.

Shareholders will not be able to vote or ask questions in real time on the webcast. If you are planning to watch the webcast, you are encouraged to submit a proxy and any questions in advance of the Meeting. Please refer to the enclosed Proxy Form for instructions on how to lodge your proxy vote.

To submit questions for the Board, management, or our external auditor in advance of the Meeting, please email the questions to [info@quickfee.com.au](mailto:info@quickfee.com.au) by no later than 5:00 pm (AEDT) on Monday, 7 December 2020.

Any Shareholders who still wish to physically attend the Meeting should remain mindful of government advice and recommendations in relation to COVID-19. If it becomes necessary to make further changes to the arrangements for the Meeting, the Company will update Shareholders by making an ASX announcement.

## Business of the Meeting

### A. Consideration of reports

To receive and consider the annual report, comprising the financial statements, the Directors' report, and the independent auditor's report of the Company for the financial year ended 30 June 2020 (**2020 Annual Report**).

All Shareholders can view the 2020 Annual Report on the Company's website at <https://quickfee.com/investors/annual-reports/>.

### B. Questions and comments

Following consideration of the 2020 Annual Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also give the auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the independent auditor's report or the conduct of the audit. A list of relevant written questions submitted by Shareholders will be made available at the start of the Meeting and any written answer tabled by the auditor at the Meeting will be made available as soon as practicable after the Meeting.

### C. Items for approval

Following consideration of the Annual Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

## Resolution 1 – Adoption of remuneration report

To consider and, if thought fit, to pass, with or without amendment, the following as a non-binding resolution of the Company:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”*

The remuneration report is contained in the 2020 Annual Report (available at <https://quickfee.com/investors/annual-reports/>). Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

### **Voting exclusion:**

The Company will disregard any votes cast on this resolution by, or on behalf of, the following persons:

- a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the remuneration report of the Company for the year ended 30 June 2020; or
- a Closely Related Party of such a KMP (including close family members and companies the KMP controls); or
- a person voting as proxy for a member of the KMP or any of their Closely Related Parties.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authorisation in the proxy appointment to cast votes even if the resolution is connected directly or indirectly with the remuneration of KMP, and in accordance with a direction given to the Chair to vote on the resolution as the Chair decides.

“Key Management Personnel” and “Closely Related Party” have the same meaning as set out in the Corporations Act.

## Resolution 2 – Re-election of Director – Barry Lewin

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

*“That Barry Lewin, who retires by rotation in accordance with clause 14.2 of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company.”*

## Resolution 3 – Ratification of Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,862,068 fully paid ordinary shares under ASX Listing Rule 7.1 by the Company at A\$0.58 per share on 25 September 2020 to certain institutional and professional investors under a Placement on the terms and conditions set out in the Explanatory Statement accompanying this Notice.

### **Voting exclusion:**

The Company will disregard any votes cast on this resolution by or on behalf of:

- a person who participated in the Placement; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution;
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 4 – Approval of Director participation in the Placement

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 75,000 fully paid ordinary shares by the Company at A\$0.58 per share to Barry Lewin (and/or his nominee/s), on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

### **Voting exclusion:**

The Company will disregard any votes cast on this resolution by or on behalf of:

- Barry Lewin; or
- an associate of Barry Lewin.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution;
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 5 – Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Shareholders of the Company approve the issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

**Voting exclusion:**

Note: As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. On that basis, no Shareholders are excluded from voting.

Dated: 10 November 2020

By order of the Board



**Barry Lewin**

Non-Executive Chairman

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)2 8090 7700.**



## Entitlement to attend and vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares of the Company as at 7:00 pm (AEDT) on Tuesday, 8 December 2020 will be entitled to attend and vote at the Meeting as a Shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Voting at the Meeting

In accordance with section 5(c) of Corporations (Coronavirus Economic Response) Determination (No.1) 2020 (Cth), and notwithstanding clause 13.14 of the Company's Constitution, voting on all Resolutions will be conducted by way of a poll.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with Section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

To be effective, the proxy must be received at the share registry of the Company no later than 11:00 am (AEDT) on Tuesday, 8 December 2020. Proxies must be received before that time by one of the following methods:

**Online (preferred):** [www.votingonline.com.au/qfeagm2020](http://www.votingonline.com.au/qfeagm2020)

**By post:** QuickFee Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

**By facsimile:** +61 (0)2 9290 9655

**By delivery in person:**  
(during business hours only)

Boardroom Pty Limited  
Grosvenor Place  
Level 12, 225 George Street  
Sydney NSW 2000  
Australia

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### Power of attorney

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11:00 am (AEDT) on Tuesday, 8 December 2020.

### Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au).

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 1, 2 and 4, then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the KMP.

### Shareholder questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

To submit questions for the Board or management in advance of the Meeting, please email the questions to [info@quickfee.com.au](mailto:info@quickfee.com.au). This includes any questions for the Chairman or William Buck Audit (Vic) Pty Ltd (our external auditor).

To allow time to collate questions and prepare answers, please submit any questions by 5:00 pm (AEDT) on Monday, 7 December 2020. Questions will be collated and, during the Meeting, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to Shareholders.

### Enclosures

Enclosed are the following documents:

- a Proxy Form to be completed if you would like to be represented at the Meeting by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on QuickFee's share registry's website at [www.votingonline.com.au/qfeagm2020](http://www.votingonline.com.au/qfeagm2020) to ensure the timely and cost-effective receipt of your proxy; and
- a reply paid envelope for you to return the Proxy Form.

## Explanatory Statement

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.

### 1 Resolution 1 – Adoption of remuneration report

#### 1.1 General

Section 250R(2) of the Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors and Key Management Personnel (KMP) of the Company (**remuneration report**) be put to the vote of Shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

Shareholders can view the full remuneration report in the 2020 Annual Report which is available on QuickFee's website at <https://quickfee.com/investors/annual-reports/>.

Following consideration of the remuneration report, the Chairman of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the remuneration report.

#### 1.2 Board recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 1.

#### 1.3 Voting exclusion statement

A voting exclusion applies to Resolution 1, as set out on page 3 of this Notice.

#### 1.4 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive Meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second Meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## 2 Resolution 2 – Re-election of Director – Barry Lewin

### 2.1 General

The Board appointed Barry Lewin as an independent Non-Executive Director and Chairman of the Company on 1 May 2019 and he was elected as a Director by Shareholders at the 2019 Annual General Meeting. In accordance with clause 14.2 of the Constitution, the Company must hold a re-election of Directors at every Annual General Meeting. Directors being elected under clause 14.2 of the Constitution do not count for this purpose.

ASX Listing Rule 14.4 also provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment, or 3 years, whichever is longer. This rule does not apply to the managing director.

Resolution 2 provides for the re-election of Barry Lewin as a Director of the Company in accordance with the Constitution and ASX Listing Rule 14.4.

Barry Lewin retires from office at the conclusion of the Meeting and, being eligible, offers himself for re-election as a Director of the Company. If Shareholders do not approve the re-election of Barry Lewin, then Barry Lewin will cease to be a Director at the conclusion of the Meeting.

Prior to Barry Lewin's appointment, the Company completed several background and screening checks with no adverse findings.

The Board also considered whether Barry Lewin had any interest, position or relationship that may interfere with each of his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles & Recommendations (4th edition) (ASX Principles). The Board considers that Barry Lewin (if elected), will continue to be an independent Director.

Barry currently serves as the Chair of the Board, Chair of the audit and risk committee and is a member of QuickFee's remuneration and nomination committee.

Barry is the Founder and Managing Director of Melbourne-based corporate advisory firm SLM Corporate where he advises public and private companies on mergers, acquisitions, transaction structuring, debt and equity issues, business sales and on all aspects of corporate governance. Prior to establishing SLM Corporate in 1999, Barry spent 12 years as an in-house counsel to a number of ASX listed companies.

Barry is Non-Executive Chairman of ELMO Software Limited (ASX:ELO) and ASX listed Praemium Limited (ASX:PPS), and has held previous directorships at ASX listed Senetas Corporation Limited (ASX:SEN) and Clean TeQ Holdings Limited (ASX:CLQ), where he also chaired the audit committee.

He has degrees in Commerce and Law and holds an MBA from Swinburne University.

Prior to submitting himself for election, Barry Lewin has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Barry Lewin as he will contribute to the Board with his proven commercial acumen and deep public company experience, as well as complementing the skills of the existing Directors and enable QuickFee to execute on its growth strategy.

## 2.2 Board recommendation

The Directors, with Barry Lewin abstaining, unanimously recommend Shareholders vote in favour of this Resolution 2.

## 3 Resolution 3 – Ratification of Placement

### 3.1 General

As announced by the Company on 18 September 2020, the Company successfully completed a placement to certain institutional and professional investors (**Placement**) of 25,862,068 new fully paid ordinary shares at an issue price of A\$0.58 per share (**Placement Shares**) to raise A\$15.0 million (before costs).

The Company now seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the previous issue of 25,862,068 of the Placement Shares issued pursuant to the Company's existing capacity under ASX Listing Rule 7.1 on 25 September 2020.

### 3.2 ASX Listing Rules

Broadly speaking, ASX Listing Rule 7.1 provides that a company must not, subject to a number of exceptions, issue or agree to issue Equity Securities during any 12-month period in excess of 15% of its issued capital at the commencement of that 12-month period without Shareholder approval (**15% Placement Capacity**).

The Placement was undertaken within the Company's 15% Placement Capacity.

The Placement does not fit within any of the exceptions to ASX Listing Rule 7.1, and as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue date of the Placement Shares.

ASX Listing Rule 7.4 allows shareholders of a listed entity 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 entity's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain maximum flexibility to manage its future capital requirements in the best interests of Shareholders without having to obtain Shareholder approval for such issues under ASX Listing Rules 7.1.

To this end, Resolution 3 seeks Shareholder ratification of the Placement under ASX Listing Rule 7.4.

If Shareholders approve Resolution 3 and therefore ratify the Placement in respect of the 25,862,068 Placement Shares issued under ASX Listing Rule 7.1, those shares will be deemed to have been issued with Shareholder approval and will no longer be deducted from the Company's Placement Capacity under Listing Rule 7.1. This will effectively be increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Shareholders do not approve Resolution 3, and therefore do not ratify the Placement, the Placement Shares will be deducted from the Company's 15% Placement Capacity, effectively



decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

### 3.3 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to Resolution 4:

<p><b>The names of the persons to whom the Company issued or agreed to issue the Placement Shares or the basis on which those persons were identified or selected</b></p>	<p>25,862,068 of the Placement Shares were issued to certain institutional and professional investors, including both existing Shareholders and new investors.</p> <p>Participants in the Placement were identified and selected by the Board in consultation with their advisors, Bell Potter, having regard to the best interests of the Company. Bell Potter received a management fee of 2% of the placement proceeds and a selling fee of 2% of the proceeds in relation to the Placement (excluding placement proceeds in relation to the Shares issued to Barry Lewin as set out in Resolution 4 of this Notice), equal to a total fee of A\$599,998.98 + A\$60,000 GST for services provided by Bell Potter to the Company in relation to the Placement.</p> <p>Of the participants in the Placement who acquired 1% or more of the current issued capital of the Company, the following are considered 'material investors' for the purposes of ASX Guidance Note 21, paragraph 7.2 because they are substantial holders of the Company:</p> <ul style="list-style-type: none"> <li>• Thorney Technologies Ltd ACN 096 782 188 and TIGA Trading Pty Ltd ACN 118 961 210, which subscribed for 2,844,828 Placement Shares; and</li> <li>• HTI Management Pty Limited ACN 100 811 434 and the K &amp; J Gray Superannuation Fund, which subscribed for 1,293,105 Placement Shares.</li> </ul> <p>Apart from the Directors of the Company participating in the Placement (as set out in Resolution 4 of this Notice), no other participants in the Placement are considered 'material investors' for the purposes of ASX Guidance Note 21, paragraph 7.2.</p>
<p><b>The number and class of Placement Shares the Company issued or agreed to issue</b></p>	<p>25,862,068 fully paid ordinary Shares.</p>
<p><b>The date or dates on or by which the Placement Shares were or will be issued</b></p>	<p>25 September 2020.</p>

<b>The price or other consideration the Company has received or will receive for the issue</b>	A\$0.58 per Placement Share.
<b>The purpose of the issue, including the use or intended use of any funds raised by the issue</b>	<p>As set out in the Company's investor presentation released to ASX on 17 September 2020, the proceeds of the Placement, along with the separate A\$2.5 million Share Purchase Plan (SPP), will be used by the Company for the following purposes:</p> <ul style="list-style-type: none"> <li>• approximately A\$2,800,000 to scale up the team for customer acquisitions, predominantly in the US;</li> <li>• approximately A\$2,000,000 to increase research and development (R&amp;D) for future product releases;</li> <li>• approximately A\$12,000,000 to increase the Company's receivables book for the expected increase in payment plans from QuickFee Instalments, with interest free product leveraging Splitit Payments Limited (ASX:SPT) technology; and</li> <li>• approximately A\$700,000 in transaction costs.</li> </ul>
<b>If the Placement Shares were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	Other than those set out in this Notice, there are no other material terms of the agreements in relation to the Placement.

### 3.4 Voting exclusion statement

A voting exclusion applies to Resolution 3, as set out on page 4 of this Notice.

### 3.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

## 4 Resolution 4 – Approval of Director participation in the Placement

### 4.1 General

As described in section 3.1 above, the Company successfully completed the Placement of 25,862,068 Placement Shares on 18 September 2020.

Shareholder approval is being sought under Resolution 4 to permit Barry Lewin, Chairman of the Company and Director (and/or his respective nominees) to participate in the Placement and subscribe for up to 75,000 new fully paid ordinary shares each at an issue price of A\$0.58 per share in addition to the 25,862,068 Placement Shares the subject of Resolution 3 (together, the **Director Placement Shares**) on the same terms as all other Placement participants, other than the delay in timing of the issue due to the requirement for Shareholder approval.

## 4.2 ASX Listing Rules

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

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

unless it obtains the approval of its shareholders.

The issue of Director Placement Shares to Barry Lewin falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval to the issue of the Director Placement Shares under and for the purposes of ASX Listing Rule 10.11.

If Shareholder approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (Exception 14), separate Shareholder approval for the issue is not required under ASX Listing Rule 7.1. Accordingly, if Resolution 4 is approved by Shareholders the Company will be able to proceed with the issue of the Director Placement Shares to Barry Lewin, and he (and/or his respective nominee/s) will be entitled to be issued the 75,000 Director Placement Shares each, and these Shares will not count towards the Company's 15% Placement Capacity under ASX Listing Rule 7.1 or 10% Placement Capacity under ASX Listing Rule 7.1A.

If Shareholder approval is not obtained under ASX Listing Rule 10.11, the Company will not be able to proceed with the issue of the Director Placement Shares, and Barry Lewin will not be issued any Director Placement Shares.

## 4.3 Related party approvals

Section 208 of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either the giving of the financial benefit falls within one of the exceptions to the provisions or Shareholder approval is obtained prior to the giving of the financial benefit.

Section 210 of the Corporations Act provides an exception to the requirement to obtain Shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms which would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

Barry Lewin will subscribe for the Director Placement Shares the subject of this Resolution 4 on the same terms and conditions as the Placement Shares issued by the Company to non-related party participants. Therefore, the Company considers that the proposed participation in the Placement by Barry Lewin, and the Company's issue of Director Placement Shares to him (and/or his respective nominees) falls within the arm's length exception set out in Section 210 of the Corporations Act.

#### 4.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the information below is provided in relation to Resolution 4:

<b>The date or dates on or by which the Company will issue the Director Placement Shares</b>	The Director Placement Shares will be issued as soon as practicable after the Meeting but in any case no later than 1 month after the date of the Meeting, if approved by Shareholders in accordance with Resolution 4.
<b>The price the Company will receive for the issue</b>	A\$0.58 per Director Placement Share.
<b>The purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>As set out in the Company's investor presentation released to ASX on 17 September 2020, the proceeds of the Placement along with the separate A\$2.5 million Share Purchase Plan (SPP) will be used by the Company for the following purposes:</p> <ul style="list-style-type: none"> <li>• approximately A\$2,800,000 to scale up the team for customer acquisitions, predominantly in the US;</li> <li>• approximately A\$2,000,000 to increase research and development (R&amp;D) for future product releases;</li> <li>• approximately A\$12,000,000 to increase the Company's receivables book for the expected increase in payment plans from QuickFee Instalments, with interest free product leveraging Splitit Payments Limited (ASX:SPT) technology;</li> <li>• approximately A\$700,000 in transaction costs.</li> </ul>
<b>If the person is a Director and the issue is intended to remunerate or incentivise the Director, details (including the amount) of the Director's total current remuneration package</b>	The issue of Director Placement Shares to Barry Lewin is not intended to remunerate or incentivise him.
<b>If the Director Placement Shares were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	Other than those set out in this Notice, there are no other material terms of the agreements in relation to the Placement.

#### 4.5 Voting exclusion statement

A voting exclusion applies to Resolution 4, as set out on page 5 of this Notice.

#### 4.6 Board recommendation

The Board (excluding Barry Lewin) unanimously recommend that Shareholders vote in favour of Resolution 4.

## 5 Resolution 5 – Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

### 5.1 General

ASX Listing Rule 7.1A enables an Eligible Entity (as defined below) to seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant meeting:

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

As at the date of the finalisation of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 and it has a market capitalisation of approximately A\$112 million. The additional 10% Placement Capacity and Resolution 5 is conditional on the Company continuing to be an Eligible Entity at the date of the Meeting. If the Company is an Eligible Entity as at the date of the Meeting, and Resolution 5 is passed, the Company will have the benefit of the 10% Placement Capacity even if it subsequently ceased to be an Eligible Entity in the following 12 months.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: QFE).

Accordingly, Resolution 5 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of Equity Securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 222,126,238 fully paid ordinary shares and a capacity to issue:



- (a) 33,318,935 Equity Securities under ASX Listing Rule 7.1 (assuming Shareholders approve Resolution 3 and Resolution 5); and
- (b) 22,212,623 Equity Securities under ASX Listing Rule 7.1A (assuming Shareholders approve Resolution 5).

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

## **5.2 Information required by ASX Listing Rule 7.3A**

For the purposes of ASX Listing Rule 7.3A, the following information is provided in relation to this Resolution 5:

### **(a) Period for which the approval will be valid**

An approval under ASX Listing Rule 7.1A will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the next Annual General Meeting; and
- (iii) the time and date of the approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

### **(b) Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A**

Any Equity Securities issued under ASX Listing Rule 7.1A must be an existing quoted class of Equity Securities and issued for cash consideration. The minimum price at which the Equity Securities will be issued will be no less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class are recorded immediately before:

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

### **(c) Purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A may be used**

As previously noted, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with

such acquisition), continued expenditure on the Company's current business operations and projects, continued development of the Company's current assets and/or general working capital.

## (d) Risk of voting dilution

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of Equity Securities which are the subject of this resolution, to the extent that such securities are issued, including:

- (i) the market price of Equity Securities in that class may be significantly lower on the issue date than on the date on which this approval is being sought; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Dilution					
Number of shares on issue <sup>1</sup>		Shares issued (10% voting dilution)	Issue price		
			A\$0.26 (50% decrease)	A\$0.51 (current price)	A\$1.02 (100% increase)
			Funds raised		
Current	222,126,238	22,212,623	A\$5,775,282	A\$11,328,438	A\$22,656,875
50% increase	333,189,357	33,318,935	A\$8,662,923	A\$16,992,657	A\$33,985,313
100% increase	444,252,476	44,425,246	A\$11,550,564	A\$22,656,876	A\$45,313,750

<sup>1</sup> Variable "A" in ASX Listing Rule 7.1A.2

The table has been prepared on the following assumptions:

- there are currently 222,126,238 Shares on issue as at the date of this Notice of Meeting;
- the Company issues the maximum number of Equity Securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
- no unlisted Options (including any Options issued under the 10% placement facility) are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
- the table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- the issue of Equity Securities under the 10% Placement Facility consists only of shares; and
- the issue price is A\$0.51 per share, being the closing price of the shares on ASX on 4 November 2020 (rounded to the nearest cent), being the date prior to the finalisation of this Notice.

**(e) Compliance with ASX Listing Rules 7.1A.4 and 3.10.3**

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities. When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) immediately after the issue, a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.3 for release to the market.

**(f) Allocation policy under 10% Placement Capacity**

The Company's allocation policy under Listing Rule 7.1A.2 is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of Equity Securities that may be issued (subject to Shareholder approval of Resolution 5) have not been determined as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
- (iii) the effect of the issue of Equity Securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
- (iv) the financial situation and solvency of the Company and its need for working capital at any given time;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisors (if applicable).

## **(g) Previous issue under ASX Listing Rule 7.1A**

The Company issued Equity Securities under ASX Listing Rules 7.1 and 7.1A.2 as part of the placement announced on 6 May 2020 (**May 2020 Placement**). Accordingly, the following information is provided in accordance with ASX Listing Rule 7.3A.6:

<p><b>The total number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this Meeting, and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12-month period</b></p>	<p>32,714,286 Shares were issued under the May 2020 Placement, of which 15,250,045 were issued under the ASX Listing Rule 7.1A (<b>10% Placement Capacity Shares</b>).</p> <p>The 10% Placement Capacity Shares represent 10% of the number of Equity Securities on issue as at the commencement of the 12-month period preceding the date of the Meeting.</p>
<p><b>The names of the persons to whom the Company issued Equity Securities or the basis on which those persons were identified or selected</b></p>	<p>The 10% Placement Capacity Shares were issued to certain institutional and professional investors, including both existing Shareholders and new investors.</p> <p>Participants in the May 2020 Placement were identified and selected by the Board in consultation with their advisors, Bell Potter, having regard to the best interests of the Company. Bell Potter received a management fee of 2% of the placement proceeds and a selling fee of 3% of the placement proceeds in relation to the May 2020 Placement (excluding placement proceeds in relation to the Shares issued to Directors as set out in Resolution 2 of the Notice of Extraordinary General Meeting).</p>

<b>The number and class of Equity Securities issued</b>	15,250,045 were issued under the ASX Listing Rule 7.1A as part of the May 2020 Placement.
<b>The price at which the Equity Securities were issued and the discount (if any) that the issue price represented to the closing market price on the date of the issue or agreement</b>	<p>The 10% Placement Capacity Shares were issued at A\$0.21 per Share.</p> <p>This issue price represents approximately a 21% discount to the closing market price of the Shares on the date of issue of the 10% Placement Capacity Shares (which was A\$0.265).</p>
<b>The total cash consideration received by the Company, the amount of cash that has been spent, what it was spent on, and what is the intended use for the remaining amount of that cash (if any)</b>	<p>The Company received A\$3,202,509,45 in respect of the 10% Placement Capacity Shares.</p> <p>The amount of that cash that has been spent by the Company is A\$1.5 million, which was spent on technology development (A\$1.1 million) and transaction costs from the Placement (A\$0.4 million).</p> <p>The intended use for the remaining amount of that cash is to fund an increase in the size of the Company's loan book.</p>

### 5.3 Special resolution

Resolution 5 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

### 5.4 Voting exclusion statement

A voting exclusion applies to Resolution 5, as set out on page 6 of this Notice.

### 5.5 Board recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 5.



## Glossary

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.

<b>A\$</b>	means Australian dollars.
<b>Annual General Meeting or Meeting</b>	means the meeting convened by the Notice.
<b>10% Placement Capacity</b>	has the meaning given in Section 5.1.
<b>15% Placement Capacity</b>	has the meaning given in Section 3.2.
<b>AEDT</b>	means Australian Eastern Daylight Time as observed in Sydney, New South Wales.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>Bell Potter</b>	means Bell Potter Securities Limited ABN 25 006 390 772.
<b>Board</b>	means the current board of directors of the Company.
<b>Chair</b>	means chair of the Meeting.
<b>Closely Related Party</b>	of a member of the Key Management Personnel means: <ul style="list-style-type: none"> <li>(a) a spouse of the child of the member;</li> <li>(b) a child of the member's spouse;</li> <li>(c) a dependent of the member or the member's spouse;</li> <li>(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;</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.</li> </ul>
<b>Company</b>	means QuickFee Limited (ACN 624 448 693).
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Director Placement Shares</b>	has the meaning given in Section 4.1.
<b>Eligible Entity</b>	means an entity that, at the date of the relevant annual general meeting: <ul style="list-style-type: none"> <li>(a) is not included in the S&amp;P/ASX 300 Index; and</li> <li>(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of A\$300,000,000.00.</li> </ul>
<b>Equity Securities</b>	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice.

<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Notice or Notice of Meeting</b>	means this notice of meeting including the Explanatory Statement and the Proxy Form.
<b>Placement</b>	has the meaning given in Section 3.1.
<b>Placement Shares</b>	has the meaning given in Section 3.1.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Resolutions</b>	means the resolutions set out in the Notice, or any one of them, as the context requires.
<b>Section</b>	means a Section in the Explanatory Statement.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>Variable A</b>	means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

# QuickFee.

[quickfee.com](http://quickfee.com)



## 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 11:00 am (AEDT) on Tuesday, 8 December 2020.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/qfeagm2020>

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

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



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 **11:00 am (AEDT) on Tuesday, 8 December 2020.** 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/qfeagm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 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 **QuickFee 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 Annual General Meeting of the Company to be held **at 11:00 am (AEDT) on Thursday, 10 December 2020** 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 and 4 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Resolutions even though Resolutions 1 and 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 4). 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 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	Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Barry Lewin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Director participation in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020