



28 March 2022

Extraordinary General Meeting – Letter to Shareholders

AdRabbit Limited (ASX:RAB) (TSXV:RABI) (**AdRabbit** or **Company**) advises that an Extraordinary General Meeting of Shareholders will be held at 3:30 pm (AEST) on Monday, 2 May 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 (**EGM**).

In accordance with the *Treasury Laws Amendment (2021 Measures No.1) Act 2021* which came into force on 14 August 2021, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www2.asx.com.au/markets/company/rab>.

The EGM will be held as a physical meeting at Level 5, 126 Phillip Street, Sydney NSW 2000. Given the uncertainty surrounding the COVID-19 pandemic, by the time this letter is received by Shareholders, circumstances may have changed but the Notice is given based on circumstances as at the date of this letter. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the EGM.

Your vote is important

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

To vote in person, attend the EGM on Monday, 2 May 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000, commencing 3:30 pm (AEST).

For Shareholders registered on the Company's Australian register, to vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

For Shareholders registered on the Company's Canadian register, to vote by proxy please use one of the following methods:



Online	Lodge the Proxy Form online at https://login.odysseytrust.com/pxlogin by following the instructions: You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.
By post or hand	Odyssey Trust Company, c/o Odyssey Transfer Inc., Suite 702 - 67 Yonge St., Toronto ON M5E 1J8

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

-Ends-

This announcement has been approved and authorised for release by Max Bluvband, AdRabbit's Managing Director.

For further information, please contact:

David Hwang
Company Secretary
Ph: +61 2 8072 1400

Max Bluvband
E: max@appv.io

About AdRabbit Limited (formerly, AppsVillage Australia Limited)

AdRabbit develops an AI-based advertising and marketing platform for small and medium companies that enables them to run automated large-scale advertising and marketing campaigns both online and on social media, including top-tier networks such as Facebook, Google, and TikTok.

The AdRabbit platform provides the complete advertising cycle, from ad design and creation, budget and channel recommendations, analytics, and campaign management, to the lead funnel.

The AdRabbit platform integrates directly with e-commerce sites such as Shopify and WooCommerce and is accessible as a mobile application on iOS and Android.

TSX Venture Exchange

Neither the Exchange nor its Regulation Services Provider (as such term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this news release.



Caution Regarding Forward Looking Statements

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties, including those "Risk Factors" contained in the Listing Application of the Company dated November 15, 2021 and available at www.sedar.com. Forward looking statements in this news release include, but are not limited to, the receipt of final approval from the TSXV and completion of the TSXV listing and the expected trading date of the Company's Ordinary Shares on the TSXV and expected post-listing matters, including future conversion of the outstanding balances under the Series B Convertible Loan and anticipated benefits of the transactions noted in this news release, and receipt of further shareholder approval for the Cleansing requirement in accordance with ASX Listing Rules. Because of these risks and uncertainties, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statement will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

AdRabbit Limited

Level 5, 126 Phillip Street,
Sydney, NSW 2000
ACN: 626 544 796



AdRabbit Limited

Notice of 2022 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Monday, 2 May 2022

3:30PM (AEST)

Address

Automic Group
Level 5, 126 Phillip Street, Sydney NSW 2000

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

Contents

Venue and Voting Information	2
Notice of Extraordinary General Meeting – Resolutions	4
Notice of Extraordinary General Meeting – Explanatory Statement	5
Proxy Form	Attached

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:30PM AEST on 2 May 2022 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy – For shareholders registered on the Company's Australian register

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Voting by proxy – For shareholders registered on the Company's Canadian register

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

Online	Lodge the Proxy Form online at https://login.odysseytrust.com/pxlogin by following the instructions: You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.
By post or hand	Odyssey Trust Company, c/o Odyssey Transfer Inc., Suite 702 - 67 Yonge St., Toronto ON M5E 1J8

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of AdRabbit Limited ACN 626 544 796 will be held at 3:30PM AEST on 2 May 2022 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm AEST on 30 April 2022.

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

Resolutions

1. **Resolution 1** – Removal from Official List of ASX

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

“That, for the purposes of ASX Listing Rule 17.11, and for all other purposes, the Shareholders approve the Company’s removal from the Official List of the ASX no earlier than 2 June 2022 (being a date no earlier than one month after the date this resolution is passed), and that the Directors of the Company be authorised to do all things reasonably necessary to effect the removal of the Company from the Official List of the ASX.”

BY ORDER OF THE BOARD

David Hwang
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 3:30PM AEST on 2 May 2022 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

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

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

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

Resolutions

Resolution 1 – Removal from Official List of ASX

Background

On 23 March 2022, the Company made a formal request to ASX to be removed from the ASX official list under Listing Rule 17.11 (**De-Listing**). As is its usual practice, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 *Removal of Entities From the ASX Official List*, that the Company obtain shareholder approval as a condition to De-Listing.

Resolution 1 seeks the required shareholder approval to the De-Listing under and for the purposes of the ASX Listing Rules. Resolution 1 is a Special Resolution, which means the Resolution can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the Resolution are voted in its favour at the Meeting.

ASX has provided the Company with in-principle advice regarding an application for the removal of the Company from the Official List, which advised that, based solely on the information provided, on receipt of an application for the removal of AdRabbit Limited from the Official List of ASX pursuant to Listing Rule 17.11, ASX would be likely to remove the Company from the Official List of ASX, on a date to be decided by ASX, subject to compliance with the following conditions:

- (a) the request for removal of the Company from the Official List of ASX is approved by a special resolution of shareholders of the Company;
- (b) the notice of meeting seeking shareholder approval for the Company's removal from the Official List of ASX must include:
 - (i) a timetable of key dates, including the time and date at which the Company will be removed from ASX if that approval is given;
 - (ii) details that if holders wish to sell their securities on ASX, they will need to do so before the Company is removed from the Official List and, if they don't, thereafter they will only be able to sell their securities on market on the exchange where the Company is to be listed;
 - (iii) details of the processes that will exist after the Company is removed from the Official List to allow security holders to dispose of their holdings and how they can access those processes; and
 - (iv) the information prescribed in section 2.11 of ASX Guidance Note 33, to ASX's

satisfaction,

- (c) the removal of the Company from the Official List must not take place any earlier than one month after security holder approval has been obtained so that security holders have at least that period to sell their securities on ASX should they wish to do so;
- (d) the Company's securities are suspended from quotation at least two (2) Business Days before its proposed delisting date; and
- (e) the Company releases the full terms of the ASX decision to the market upon making a formal application to ASX for its removal from the Official List of ASX,

(the **ASX Confirmation**).

In accordance with paragraph (a) of the ASX Confirmation, this Resolution seeks Shareholder approval, as a Special Resolution, to remove the Company from the Official List of ASX.

In accordance with paragraph (b) of the ASX Confirmation, the statements required to be made in this Notice of Meeting are set out in this Explanatory Statement.

In accordance with paragraph (b)(ii) of the ASX Confirmation, the Company notifies Shareholders that if they wish to sell their securities on ASX, they will need to do so before the Company's Delisting on 2 June 2022. And thereafter, Shareholders will only be able to sell their securities on TSX-V and off-market (subject to compliance with the Corporations Act).

In accordance with condition (e) of the ASX Confirmation, the full terms of the ASX Confirmation were released to the market on 23 March 2022 in the announcement that the Application had been made by the Company to ASX.

The Board considers that it is in the best interests of the Company and its Shareholders for the Company to be removed from the Official List of ASX for the reasons set out in this Explanatory Statement.

Removal of the Company from the Official List of ASX may be perceived to have some advantages for Shareholders. Potential disadvantages are set out below in this Explanatory Statement.

Shareholders who are uncertain as to what action to take should seek guidance from their professional advisers. In particular, Shareholders should seek appropriate legal, financial and tax advice about the potential impacts of holding shares in a company that is not listed on ASX.

Summary of key reasons for seeking removal from ASX and related advantages

The Board's key reasons for recommending Shareholders approve the Resolution are as follows:

1.1 Limited Operations in Australia

The Company's corporate headquarters and principal executive, research and development, marketing, design, business development, finance, IT, and customer support activities are located in Israel under the Company's operating subsidiary, AppsVillage Israel.

In addition, many of the Company's key employees and directors and officers are residents of Israel.

1.2 Listing Costs

There are significant costs involved in maintaining a dual-listing, including the additional burden of regulatory compliance across more than one jurisdiction. The Board is of the view that these costs are better invested back into the business.

The Board considers that the financial, administrative, and compliance costs of maintaining a dual-listing on TSXV and ASX are no longer justified or in the best interests of shareholders given that a number of key benefits associated with being a listed company and quotation of its securities on a public market are received by the Company on the TSXV listing alone. Furthermore, the savings

arising from delisting could be better directed elsewhere for the benefit of Shareholders.

The Company estimates that its direct costs in remaining listed on ASX, including payment of ASX's prescribed annual listing fee, registry fees and costs of compliance with other formal requirements, is approximately US\$200,000 per annum. This does not include the indirect costs incurred by the Company in maintaining its ASX listing, including the need to devote significant management time to listing-related compliance and administrative matters and the retention from time to time of external legal counsel in relation to such matters.

1.3 Listing on TSXV

Following the successful completion of the unsecured convertible loan financing as announced by the Company on 3 February 2022, which was a condition to listing on the TSXV, the Directors now consider that it is in the best interests of the Company and Shareholders that TSXV be its primary listing and therefore trading on the ASX is no longer required.

As at 23 March 2022, the Company confirms that 56,089,385 fully paid ordinary shares had been moved by shareholders to the co-transfer agent, Odyssey Trust Company, allowing them to trade on the TSXV. This represents approximately 30% of all voting shares currently on issue. The Company anticipates that these numbers will continue to increase up to and following the date of the Extraordinary General Meeting.

1.4 Lack of Australian Investor Interest

Interest from Australian institutional and retail investors has over time reduced and maintaining interest from these investors has proved difficult. However, the recent unsecured convertible loan financing undertaken by the Company was completed on the basis that the investors recognised the benefits of listing on the TSXV for an "AdTech" business like AdRabbit.

In addition, the Company has not had local advisers or brokers engaged for over 12 months and instead is working with advisers in Canada and Israel.

1.5 Valuation

The Company operates in the "AdTech" sector which is valued at higher multiples on the TSXV as opposed to the ASX. A higher valuation will benefit both the Company and Shareholders.

Potential disadvantages of seeking removal from the official list of ASX

The Board recognises the following potential disadvantages if Shareholders approve the Resolution:

2.1 Shareholders will no longer have the ability to sell their Shares and realise their investment in the Company via ASX trading

After the Company is removed from the Official List of ASX, as the Shares will no longer be traded on ASX, Shareholders will only be capable of sale by an on-market transaction on TSXV.

After the Company's Delisting on 2 June 2022, Australian-based Shareholders who wish to sell their Shares will need to make arrangements with a broker that is registered with the TSXV. TSXV publishes a directory of TSX Venture Exchange Members, who can assist security holders in the disposal of their securities. This directory can be found on its website: <https://www.tsx.com/trading/accessing-our-markets/member-firm-directory?l=A>.

2.2 Various requirements of the ASX Listing Rules will no longer apply

The reduction of obligations associated with a listing on ASX may include relief from some reporting and disclosure requirements, removal of certain restrictions on the issue of Shares and certain restrictions on transactions with related parties (although these will still be governed by the Corporations Act), requirements concerning significant changes to the Company's activities

and relief from requirements to address ASX Corporate Governance Principles and Recommendations. However, the Company will be required to comply with the listing requirements of TSXV.

The absence of continued restrictions in these areas may be perceived to be a disadvantage by some Shareholders, particularly minority Shareholders. However, the Company will be an unlisted 'disclosing entity' if it has more than 100 Shareholders, meaning that it will continue to have continuous disclosure obligations under the Corporations Act.

The Directors believe the removal from the Official List of ASX of the Company will not result in any substantial diminution of the protection for minority shareholders afforded by the Corporations Act and TSXV Listing Rules. Shareholders will still have the broad protections of the Corporations Act in relation to related party transactions, takeovers restrictions, financial reporting obligations and holding annual general meetings and an ability to bring an action under Chapter 2F.1. The Directors will still be subject to directors' duties under the Corporations Act, including to act in good faith in the best interests of the Company and for a proper purpose.

Consequences of removal from the official list of ASX

If Resolution 1 is passed, the Company will be able to proceed with the delisting and will be removed from the Official List on a date to be decided by the ASX (**Delisting Date**). The consequences of the delisting are set out below.

The proposed timetable for the removal of the Company from the Official List (and assuming the special resolution is passed by Shareholders at the Meeting) is:

Event	Date*
Notice of Meeting released	28 March 2022
Extraordinary General Meeting	2 May 2022
Suspension Date	31 May 2022
Delisting Date	2 June 2022

*Dates and times are indicative only and subject to change by the Company or ASX.

The Delisting Date of 2 June 2022 is not earlier than one month after the date Shareholder approval would be given.

Shares may continue to be traded on ASX up until the Suspension Date, after which trading will be suspended until the Delisting Date. This will give Shareholders who wish to sell their Shares more than 2 month from the date of the announcement to ASX on 23 March 2022 regarding the Company's proposed delisting, to seek to trade their Shares on ASX to exit the Company prior to the Delisting Date if they do not wish to remain Shareholders.

Upon the De-Listing taking effect, Shares in the Company will no longer be quoted or traded on ASX and Shareholders will only be able to sell their Shares via on-market sales on TSXV or off-market private transactions (subject to compliance with the Corporations Act).

If the Company is removed from the Official List, and while the Company continues to have in excess of 100 Shareholders, the Company will remain subject to the continuous disclosure regime under section 675 of the Corporations Act. The Company will post the required information on the TSXV or its website: <https://ad-rabbit.com/>.

While the Company continues to have in excess of 100 Shareholders, the Company will also continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an annual general

meeting of shareholders at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act.

Moreover, Shareholders will continue to receive the benefit of the protections under:

- (a) Chapter 6 of the Corporations Act (for so long as the Company has 50 Shareholders or more); and
- (b) the related party provisions in Chapter 2E of the Corporations Act with respect to any financial benefits provided to any related parties by the Company.

Shareholder remedies available

The Corporations Act provides for protections and remedies that shareholders may pursue in the event that the De-Listing occurs and they consider it to have been contrary to the interests of the shareholders as a whole or oppressive, unfairly prejudicial or discriminatory to a member or members. Further, the Takeovers Panel may prevent the removal if it considers it to involve “unacceptable circumstances”. These remedies are described in more detail below:

Part 2F.1 Members’ rights and remedies

Sections 232 to 235 of the Corporations Act provide that a court may make a number of orders that can affect the conduct of the Company upon application from a shareholder or previous shareholder. The application must allege that the conduct of the Company is contrary to the interests of the shareholders as a whole or oppressive, unfairly prejudicial or discriminatory to a member or members. Should the court determine that the conduct is oppressive, it may make any order it considers appropriate to remedy or eliminate the oppression.

Relief under these sections is not available merely because the shareholder disagrees with the decision of the Company or is dissatisfied with their own position. Oppression in this circumstance has been previously considered by courts to connote a lack of probity and fair dealing, something that is burdensome, harsh or wrongful, or is inequitable or unjust, or exhibits commercial unfairness.

Part 6.10 Division 2 Subdivision B – Unacceptable circumstances

Section 657A of the Corporations Act gives the Takeovers Panel the power to declare circumstances in relation to the affairs of a company to be unacceptable. Shareholders may make an application to the Panel for a declaration of unacceptable circumstances under section 657C(2)(d) of the Act.

Where circumstances are declared unacceptable, the Panel has broad powers to make orders to correct the unacceptable circumstances as quickly and as cost effectively as possible.

A recent Takeovers Panel decision has indicated that the Panel is willing to consider whether a delisting gives rise to unacceptable circumstances where the process of delisting has or is likely to have an effect on the control or the acquisition of a substantial interest in a listed company, and appears inconsistent with the purposes set out in section 602 of the Corporations Act.

Those purposes are to ensure that conduct with respect to the Company occurs in an efficient, competitive and informed market.

What happens if Resolution 1 is not passed

If Resolution 1 is not passed, unless a subsequent proposed delisting is approved by Shareholders or ASX determines that the Company’s securities should no longer be listed, the Shares would remain dual-listed on ASX and TSXV.

Directors’ Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

INFORMATION FOR CANADIAN HOLDERS

Designated Foreign Issuer Status

The Company confirms that it is a designated foreign issuer as defined in National Instrument 71-102 - *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* and is subject to Australian law and the regulatory requirements of the ASX. As a result, the Company does not include a management information circular pursuant to National Instrument 51-102 - *Continuous Disclosure Obligations* in this Notice of Meeting.

Registered Shareholders

If you are a Registered Shareholder and are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof, please date, sign and return the accompanying form of proxy (the "Proxy") for use at the Meeting or any adjournment(s) or postponement(s) thereof in accordance with the instructions set forth in the Proxy and this Notice of Meeting. The Company's transfer agent recommends that shareholders vote in advance of the Meeting.

Beneficial Shareholders

Shares may not be registered in the shareholder's name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). **If you are a Non-Registered Beneficial Shareholder**, a voting information form (a "VIF"), instead of a form of proxy, may be enclosed. You must follow the instructions provided by your intermediary and on the VIF in order to vote your Common Shares. The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Non-registered beneficial Shareholders cannot be recognized at the Meeting unless such holder is appointed by the applicable intermediary as a proxyholder. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his, her, or its behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Non-registered Shareholders

Non-registered Shareholders who have received these documents from their intermediary should, other than as set out herein, carefully follow the directions of their Intermediary with respect to the procedure to be followed for voting at the Meeting. Generally, Non-registered Shareholders will either:

- be provided with a form of proxy executed by the intermediary but otherwise uncompleted. The Non-registered Shareholder may complete the proxy and return it directly to Odyssey Trust Company; or
- be provided with a request for voting instructions. The intermediary is required to send the Company an executed form of proxy completed in accordance with any voting instructions received by the intermediary.

If you are a Non-registered Shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained from your intermediary in accordance with applicable securities regulatory requirements. By choosing to send these documents to you directly, the Company (and not your intermediary) has assumed responsibility for:

- (i) delivering these documents to you, and
- (ii) executing your proper voting instructions.

Please return your voting instructions as specified in the request for voting instructions.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AdRabbit or **Company** means AdRabbit Limited ACN 626 544 796.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

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

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

Extraordinary General Meeting or **EGM** or **Meeting** means an extraordinary general meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 28 March 2022 including the Explanatory Statement.

Official List means the official list of entities that ASX has admitted and not removed.

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

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

TSXV means the TSX Venture Exchange.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.30pm (AEST) on Saturday, 30 April 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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



