



21 April 2022

Dear Shareholder,

Annual General Meeting – Notice and Proxy Form

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Schrole Group Ltd (ACN 164 440 859) (**Company**) will be held as follows:

Time and date: 10.30 am (Perth time) on Tuesday, 24 May 2022

Location: Ground Floor, 142 Hasler Road, Osborne Park, Western Australia

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy.

Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link:

<https://schrole.edu.au/>

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Link Market Services, using any of the following methods:

Online: **www.linkmarketservices.com.au** or via a mobile device using the QR code and following the instructions on how to vote online on your enclosed Proxy Form

By mail: Schrole Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By hand: Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

By fax: +61 2 9287 0309

Your proxy voting instruction must be received by 10.30am (Perth time) on Sunday, 22 May 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. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials 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.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Link Market Services, on 1300 554 474 (within Australia) or +61 1300 554 474 (overseas).

Authorised for release by:

Ben Donovan

Company Secretary



**SCHROLE GROUP LTD
ACN 164 440 859**

Notice of Annual General Meeting

**The Annual General Meeting of the Company will be held at
Ground Floor, 142 Hasler Road, Osborne Park, Western Australia on Tuesday,
24 May 2022 at 10.30 am (WST)**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the
Company Secretary by telephone on (08) 9230 7000**

Schrole Group Ltd
ACN 164 440 859
(Company)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Schrole Group Ltd (**Company**) will be held at Ground Floor, 142 Hasler Road, Osborne Park, Western Australia, on Tuesday, 24 May 2022 at 10.30am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 22 May 2022 at 5pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Re-election of Director - Mr James King

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

'That, for the purposes of rule 3.6 of the Constitution and for all other purposes, Mr James King, a Director, retires by rotation, and, being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director - Mr Colm O'Brien

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

'That, for the purposes of rule 3.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Colm O'Brien, a Director who was appointed on 20 October 2021, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of prior issue of Advisor Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,160,000 Advisor Shares to RaaS Advisory Pty Ltd (or its nominees) on the terms and conditions in the Explanatory Statement.'

Resolution 6 – Ratification of prior issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 110,000,000 Placement Shares under Listing Rule 7.1; and
- (b) 140,000,000 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of prior issue of Mc Management Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares to Mc Management Group Pty Ltd ATF MC Master Trust (or its nominees) on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of prior issue of Gabriel Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,136,250 Shares to Mr George Gabriel (or his nominees) on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Consolidation of capital

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

'That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions in the Explanatory Memorandum, on the basis that:

(a) every 50 Shares be consolidated into 1 Share; and

(b) all Options on issue be adjusted in accordance with Listing Rule 7.22,

and, where this Consolidation results in a fraction of a security being held, the Company be authorised to round that fraction down to the nearest whole security.'

Resolution 10 – Replacement of Constitution

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

'That, pursuant to and in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new

constitution in its place in the form of the document tabled at the Meeting and signed by the Chair for the purposes of identification, with effect from the close of the Meeting.'

Resolution 11 – Approval to issue Incentive Options to Director – Mr Colm O'Brien

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 360,000 Options (on a post-Consolidation basis, or the equivalent number on a pre-Consolidation basis) to Mr Colm O'Brien (or his nominees) on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (c) Resolution 4, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons;
- (d) Resolution 5 by or on behalf of RaaS Advisory Pty Ltd (or its nominees) and any person who participated in the issue of the securities or is a counterparty to the agreement being approved, or any of their associates;
- (e) Resolution 6(a) or (b) by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates;
- (f) Resolution 7 by or on behalf of Mc Management Group Pty Ltd ATF MC Master Trust (or its nominees) and any person who participated in the issue of the securities or is a counterparty to the agreement being approved, or any of their associates;
- (g) Resolution 8 by or on behalf of Mr George Gabriel (or his nominees) and any person who participated in the issue of the securities or is a counterparty to the agreement being approved, or any of their associates; and
- (h) Resolution 11 by or on behalf of Mr Colm O'Brien (or his nominees), or any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 11: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Ben Donovan
Company Secretary
Schrole Group Ltd
Dated: 21 April 2022

Schrole Group Ltd
ACN 164 440 859
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the annual general meeting to be held at Ground Floor, 142 Hasler Road, Osborne Park, Western Australia on Tuesday, 24 May 2022 at 10.30 am (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director - Mr James King
Section 6	Resolution 3 – Election of Director - Mr Colm O'Brien
Section 7	Resolution 4– Approval of 10% Placement Facility
Section 8	Resolution 5 – Ratification of prior issue of Advisor Shares
Section 9	Resolution 6(a) and (b) – Ratification of prior issue of Placement Shares
Section 10	Resolution 7 – Ratification of prior issue of Mc Management Shares
Section 11	Resolution 8 – Ratification of prior issue of Gabriel Shares
Section 12	Resolution 9 – Consolidation of capital
Section 13	Resolution 10 – Replacement of Constitution
Section 14	Resolution 11 – Approval to issue Incentive Options to Director – Mr Colm O'Brien
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Incentive Options
Schedule 3	Valuation of Incentive Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Proxy vote if appointment specifies way to vote:-

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances:-

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 **Chair's voting intention**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 1 and 11 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at bdonovan@ventnorcapital.com by 5pm (WST) on Sunday 22 May 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act and subject to the instructions set out in this Notice, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2021.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://schrole.edu.au>
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) 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,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2021 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director - Mr James King

5.1 General

Rule 3.6 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third). Rule 3.7 of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Rule 3.6 of the Constitution provides that a Director who retires in accordance with that rule is eligible for re-election.

As at the date of this Notice, the Company has five Directors and accordingly, one Director must retire.

Non-Executive Director Mr James King was last elected at the annual general meeting held on 24 July 2020 and has held office the longest since being last elected. Accordingly, Mr King retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

5.2 James King

Mr King has over 31 years' experience as a director and a senior executive in major multinational corporations in Australia and internationally. He was previously with Foster's Group Limited as managing director of Carlton & United Breweries and managing director of Foster's Asia. Prior to joining Foster's, he spent six years in Hong Kong as President of Kraft Foods (Asia Pacific). Previously he was a director of ASX listed JB Hi-Fi Ltd, Trust Company Ltd, Navitas Ltd, Pacific Brands Ltd and Tattersalls Ltd. He also served as a member of the Council of Xavier College and Chairman of Juvenile Diabetes Research Foundation (Victoria).

Mr King is currently a non-executive director of ASX-listed Lovisa Holdings Limited (ASX:LOV).

Mr King was first appointed to the Board on 29 November 2019 as Non-Executive Director and is the Chair of the Audit and Risk Committee.

Mr King has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Board considers Mr King to be an independent Director.

5.3 **Additional information**

If Resolution 2 is passed, Mr King will be elected as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr King will not be elected as a Non-Executive Director of the Company.

Resolution 2 is an ordinary resolution.

The Board (with Mr King abstaining) recommends that Shareholders vote in favour of Resolution 2 for the reasons outlined in this Notice, including that:

- (a) Mr King is a suitably experienced and a qualified long-standing Board member; and
- (b) Mr King will continue to be instrumental in the growth of the Company at an important stage of development.

6. **Resolution 3 – Election of Director - Mr Colm O'Brien**

6.1 **General**

Rule 3.3 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to rule 3.3(a) of the Constitution, any Director so appointed must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 20 October 2021, Mr O'Brien was appointed as a Non-Executive Director of the Company.

Accordingly, Mr O'Brien resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

6.2 **Colm O'Brien**

Mr O'Brien complements the existing Board with over 20 years' experience in leading high-growth global SaaS companies at C-suite, director and advisory levels.

Mr O'Brien was CEO of ASX-listed media company Aspermont Limited (ASX: ASP) for 10 years, creating a business model to scale globally and achieving 30% year-on-year revenue growth during the company's growth phase. Aspermont Limited provides subscription-based content through digital, print, conferencing and events channels.

Mr O'Brien is a founding director of Carrington Partners, a specialised management consultancy focused on C-suite and board advisory across multiple sectors, including global SaaS companies. Through Carrington Partners, Mr O'Brien has extensive business growth and transformation experience.

Mr O'Brien is currently a non-executive director of Sports Entertainment Group (ASX:SEG), a dynamic sports and entertainment business that connects brands with fans across multiple platforms including digital, radio, television, print, stadium and events. Mr O'Brien has also worked at tier one management consultancy Andersen Consulting (Accenture) and in international financial services at Barclays Bank Plc.

The Company confirms that it took appropriate checks into Mr O'Brien's background and experience and that these checks did not identify any information of concern.

The Company does not believe Mr O'Brien holds any material directorships or positions that might influence his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

Mr O'Brien has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Board considers Mr O'Brien to be an independent Director.

6.3 **Additional information**

If Resolution 3 is passed, Mr O'Brien will be elected as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr O'Brien will not be elected as a Non-Executive Director of the Company.

Resolution 3 is an ordinary resolution.

The Board (with Mr O'Brien abstaining) recommends that Shareholders vote in favour of Resolution 3 for the reasons outlined in this Notice, including that:

- (a) Mr O'Brien is a suitably experienced addition to the Board; and
- (b) Mr O'Brien will be instrumental in the growth of the Company at an important stage of development.

7. **Resolution 4 – Approval of 10% Placement Facility**

7.1 **General**

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued

under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

7.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

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

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$14 million, based on the closing price of Shares \$0.008 on 19 April 2022.

If on the date of the Meeting, the Company's market capitalisation exceeds \$300 million or it has been included in the S&P/ASX 300 Index, this Resolution 4 will no longer be effective and will be withdrawn.

(b) What Equity Securities can be issued?

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid Shares issued in the 12 months:

(1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the 12 month period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (3) under an agreement to issue securities within Rule 7.2 exception 16 where:
- the agreement was entered into before the 12 month period; or
 - the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and
- (4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval;
- (B) plus the number of partly paid shares that became fully paid in the 12 months; and
- (C) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), the development, manufacture and commercialisation of the Company's technology and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows (on a pre-Consolidation basis) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c)) as at the date of the Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0045 50% decrease in Current Market Price	\$0.009 Current Market Price	\$0.018 100% increase in Current Market Price
1,739,413,240 Shares	10% Voting Dilution	173,941,325 Shares	173,941,325 Shares	173,941,325 Shares
Variable A	Funds raised	\$782,735.96	\$1,565,471.93	\$3,130,943.85
2,609,119,860 Shares	10% Voting Dilution	260,911,986 Shares	260,911,986 Shares	260,911,986 Shares
50% increase in Variable A	Funds raised	\$1,174,103.94	\$2,348,207.87	\$4,696,415.75

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0045 50% decrease in Current Market Price	\$0.009 Current Market Price	\$0.018 100% increase in Current Market Price
3,478,826,480 Shares	10% Voting Dilution	347,882,648 Shares	347,882,648 Shares	347,882,648 Shares
100% increase in Variable A	Funds raised	\$1,565,471.92	\$3,130,943.83	\$6,261,887.66

Notes:

1. The table has been prepared on the following assumptions:
 - (a) the issue price is the current market price (\$0.009), being the closing price of the Shares on ASX on 6 April 2022, being the latest practicable date before this Notice was finalised;
 - (b) Variable A is comprised of 1,739,413,240 existing Shares on issue as at the date of this Notice (on a pre-Consolidation basis), assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4;
 - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
 - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%.
4. 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.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 31 May 2021.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued a total of 140,000,000 Equity Securities under Listing Rule 7.1A, representing 10.07% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The 140,000,000 Equity Securities described above were issued as Shares pursuant to a capital raising. Details of the issue are as follows:

- (i) the Shares were issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company. The participants in the capital raising were identified through a bookbuild process, which saw the Company seek expressions of interest of interest to participate in the capital raising from existing contacts of the Company;
- (ii) 140,000,000 Equity Securities were issued, as Shares;
- (iii) the Shares were issued on 29 November 2021 at \$0.01 per Share, representing a premium of 11.1% to the closing market price on the date of the issue and the 15-day volume weighted average price (VWAP) up to 18 November 2021 (\$0.009);
- (iv) total cash consideration from the issue: \$1,400,000;
- (v) amount of that cash that has been spent up to the date of this Notice: \$nil; and
- (vi) the proceeds are intended to be used for ongoing product development, growing the sales and marketing team, selling into new and adjacent target markets, development of new SaaS products, and general working capital purposes.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 **Additional information**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 4.

8. **Resolution 5 – Ratification of prior issue of Advisor Shares**

8.1 **General**

On 23 August 2021, the Company executed an agreement with RaaS Advisory Pty Ltd (**RaaS Advisory**) to provide advisory services to the Company (**Advisor Agreement**).

The key terms and conditions of the Advisor Agreement are as follows:

- (a) RaaS Advisory will provide a range of research services to the Company to assist it in presenting its investment case to potential investors for an initial twelve-month basis; and
- (b) RaaS Advisory will be entitled to a total annual fee of \$72,000 (ex GST) which comprises:
 - (i) a monthly retainer of \$4,200 (ex GST) excluding any out-of-pocket expenses; and
 - (ii) an upfront fee of \$21,600 or 30% upfront in Shares (which is satisfied by the issue of the Advisor Shares the subject of this Resolution 5).

On 11 October 2021, the Company announced that it had issued 2,160,000 Shares in accordance with the terms of the Advisor Agreement (**Advisor Shares**) using the Company's placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 5 seeks the approval of Shareholders to ratify the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

8.2 **Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over

any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

The issue of the Advisor Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Advisor Shares.

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

To this end, Resolution 5 seeks Shareholder approval to the issue of the Advisor Shares under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Advisor Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Advisor Shares.

If Resolution 5 is not passed, the 2,160,000 Advisor Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of the Advisor Shares.

8.3 Specific Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provide in relation to the ratification of the issue of the Advisor Shares:

- (a) a total of 2,160,000 Advisor Shares were issued to RaaS Advisory (or its nominees) on 11 October 2021, none of whom are related parties of the Company;
- (b) the Advisor Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Advisor Shares were issued for nil cash consideration, as part consideration for advisory services provided to the Company by RaaS Advisory, at a deemed issue price of \$0.01 each (equivalent to \$21,600). Accordingly, no funds were raised from the issue;
- (d) the Advisor Shares were issued in accordance with the Advisor Agreement, a summary of the material terms of which are set out at Section 8.1 above; and
- (e) a voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

9. **Resolution 6(a) and (b) – Ratification of prior issue of Placement Shares**

9.1 **General**

On 23 November 2021, the Company announced that it had received binding commitments for a placement to raise \$2.5 million before costs (**Placement**) by the issue of Shares at \$0.01 each (**Placement Shares**) to sophisticated and institutional investors (**Placement Participants**).

On 29 November 2021, the Company issued a total of 250,000,000 Placement Shares to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Resolutions 6(a) and (b) seek the approval of Shareholders to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

9.2 **Listing Rules 7.1, 7.1A and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 31 May 2021.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Placement Shares.

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

To this end, the resolutions which form part of Resolution 6 seek Shareholder approval to the issue of 250,000,000 Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 6 are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

In the event that Resolution 6(a) is not passed, 110,000,000 Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Placement Shares.

In the event that Resolution 6(b) is not passed, 140,000,000 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, while the Company retains the ability to issue Equity Securities pursuant to Listing Rule 7.1A.

9.3 **Specific Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provide in relation to the ratification of the issue of the Placement Shares:

- (a) the Placement Shares were issued to the Placement Participants, being sophisticated and institutional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a related party or Material Investor of the Company. The Placement Participants were identified through a bookbuild process, which saw the Company seek expressions of interest to participate in the Placement from existing contacts of the Company;
- (b) a total of 250,000,000 Placement Shares were issued on 29 November 2021 as follows:
 - (i) 110,000,000 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 140,000,000 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.01 per Share;
- (e) the proceeds from the issue of the Placements were and the balance remaining are intended to be used towards funding the development of its products, growing the sales and marketing team, selling into new and adjacent target markets, development of new SaaS products and general working capital;
- (f) there are no additional material terms with respect to the agreement for the subscription of the Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

9.4 **Additional information**

Each of the resolutions which form part of Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the resolutions which forms part of Resolution 6.

10. **Resolution 7 – Ratification of prior issue of Mc Management Shares**

10.1 **General**

On 17 January 2022, the Company executed an agreement dated 21 December 2021 with Mc Management Group Pty Ltd ATF MC Master Trust (**Mc Management**) to provide consulting services to the Company (**Mc Management Agreement**).

The key terms and conditions of the Mc Management Agreement are as follows:

- (a) Mc Management will provide investor relations consulting, remuneration consulting and corporate strategy consulting services to the Company from the date of the Mc Management Agreement until terminated by either party (**Consulting Services**);
- (b) the Company agrees to issue 5,000,000 Shares to Mc Management at the date of signing the Mc Management Agreement;
- (c) Mc Management may also be entitled to Performance Rights that will vest upon the satisfaction of future milestone-based implementation consulting services, the terms of which are still being finalised;
- (d) other than stated above, there are no further fees payable to Mc Management in accordance with the Mc Management Agreement; and
- (e) the Mc Management Agreement can be terminated with 90 days' notice by the Company or Mc Management and all fees are payable in those 90 days. However, should any of the milestones associated with the abovementioned Performance Rights be satisfied within a period of 12 months after the Mc Management Agreement has been terminated, then those Performance Rights will vest.

On 20 January 2022, the Company announced that it had issued 5,000,000 Shares in accordance with the terms of the Mc Management Agreement (**Mc Management Shares**) using the Company's placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 7 seeks the approval of Shareholders to ratify the issue of the Mc Management Shares under and for the purposes of Listing Rule 7.4.

10.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of the Mc Management Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Mc Management Shares.

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

To this end, Resolution 7 seeks Shareholder approval to the issue of the Mc Management Shares under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Mc Management Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Mc Management Shares.

If Resolution 7 is not passed, the 5,000,000 Mc Management Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of the Mc Management Shares.

10.3 **Specific Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provide in relation to the ratification of the issue of the Mc Management Shares:

- (a) a total of 5,000,000 Mc Management Shares were issued to Mc Management (or its nominees) on 19 January 2022, none of whom are related parties of the Company;
- (b) the Mc Management Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Mc Management Shares were issued for nil cash consideration, as consideration for Consultancy Services provided to the Company by Mc Management, at a deemed issue price of \$0.01 each (equivalent to \$50,000). Accordingly, no funds were raised from the issue;
- (d) the Mc Management Shares were issued in accordance with the Mc Management Agreement, a summary of the material terms of which are set out at 10.1 above; and
- (e) a voting exclusion statement is included in the Notice.

10.4 **Additional information**

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Ratification of prior issue of Gabriel Shares**

11.1 **General**

On 2 March 2021, the Company executed an agreement to appoint Mr George Gabriel as an advisor to provide advisory services to the Company (**Gabriel Agreement**).

The key terms and conditions of the Gabriel Agreement are as follows:

- (a) Mr Gabriel will provide a range of investor relation advisory services to the Company from 1 April 2021;
- (b) the Gabriel Agreement can be terminated at any time with 90 days' written notice, and upon termination, the final termination payment shall be for the final 90 days' notice period and any pro-rata period outside the 90 days' notice period;
- (c) Mr Gabriel will be entitled to a monthly retainer fee of \$7,500 (plus GST) per month in cash, payable quarterly in arrears;
- (d) for each month that Mr Gabriel works for the Company, he shall have the option to purchase \$7,500 of Shares and the purchase price shall be \$500 for each calendar month of stock issue; and
- (e) Mr Gabriel will also be entitled to purchase Shares at agreed prices upon the Company's Shares achieving certain 30-day VWAPs before 30 December 2022.

The Gabriel Agreement contains additional provisions including indemnities in respect of the Company, which are considered standard for agreements of this nature.

On 20 January 2022, the Company announced that it had issued 5,136,250 Shares in accordance with the terms of the Gabriel Agreement (**Gabriel Shares**) using the Company's placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 8 seeks the approval of Shareholders to ratify the issue of the Gabriel Shares under and for the purposes of Listing Rule 7.4.

11.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are contained in Section 8.2 above.

The issue of the Gabriel Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Gabriel Shares.

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

To this end, Resolution 8 seeks Shareholder approval to the issue of the Gabriel Shares under and for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Gabriel Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Gabriel Shares.

If Resolution 8 is not passed, the 5,136,250 Gabriel Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following the issue of the Gabriel Shares.

11.3 **Specific Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provide in relation to the ratification of the issue of the Gabriel Shares:

- (a) a total of 5,136,250 Gabriel Shares were issued to Mr George Gabriel (or his nominees) on 19 January 2022, none of whom are related parties of the Company;
- (b) the Gabriel Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Gabriel Shares were issued for a total fee of \$4,000 in accordance with the terms of the Gabriel Agreement, being \$500 per each of the 8 months (April 2021 to November 2021 (inclusive)) that Mr Gabriel had worked for the Company and taken the option further detailed in Section 11.1(d) above;
- (d) the proceeds from the issue of the Gabriel Shares will be used towards investor relations activities and general working capital;

- (e) the Gabriel Shares were issued in accordance with the Gabriel Agreement, a summary of the material terms of which are set out at 11.1 above; and
- (f) a voting exclusion statement is included in the Notice.

11.4 **Additional information**

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

12. **Resolution 9 – Consolidation of capital**

12.1 **General**

Resolution 9 seeks Shareholder approval for the Company to undertake a consolidation of its capital on a 1 for 50 basis (**Consolidation**).

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

12.2 **Legal requirements**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.22.1 requires that when a listed entity undertakes a consolidation of capital, the number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

Listing Rule 7.21 also requires that when a listed entity undertakes a consolidation of its capital, the number of convertible securities other than options or the conversion price of such securities, or both, must be reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary shares do not receive.

12.3 **Fractional entitlements**

Not all Security holders will hold that number of Securities (as the case may be) which can be evenly multiplied by 0.02. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole Security.

12.4 **Taxation**

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

12.5 **Holding statements**

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for

new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Shareholders to check the number of Securities held prior to disposal or exercise (as the case may be).

12.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the tables below. All numbers are subject to rounding.

Security	Pre-Consolidation	Post-Consolidation
Shares	1,739,413,240	34,788,264
Unquoted Options	54,000,000	1,080,000
Performance Rights	122,655,320	2,453,106
Share Rights	2,025,685	40,513

Further details of the Options and Performance Rights currently on issue, and the effect of the Consolidation on the relevant exercise prices are given below:

(a) Unquoted Options

The Company currently has 54,000,000 unquoted Options on issue exercisable at exercise prices ranging between \$0.03 and \$0.06. If the Consolidation is approved, the Options will also be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 (as applicable) on the basis that the number of Options will be consolidated in the same ratio as the Consolidation and the exercise price is amended in inverse proportion to that ratio.

After the Consolidation, there will be 1,080,000 Options on issue with exercise prices ranging between \$1.50 and \$3 as set out below:

Options	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price	Number	Exercise Price
Unquoted Options expiring 31 December 2023	18,000,000	\$0.03	360,000	\$1.50
	18,000,000	\$0.045	360,000	\$2.25
	18,000,000	\$0.06	360,000	\$3.00
Total	54,000,000		1,080,000	

The Consolidation will not result in any change to the substantive rights and obligations of existing holders of Options.

(b) Performance Rights

The Company currently has 122,655,320 Performance Rights on issue. A number of the Performance Rights will vest and be convertible into Shares based on the Company exceeding

a 30-day VWAP of \$0.03, \$0.045 and \$0.06 at any time after the date of issue and prior to the expiry date of the particular Performance Rights. Post-Consolidation, the number of those Performance Rights and the VWAP milestones will be as follows:

Performance Rights	Pre-Consolidation		Post-Consolidation	
	Number	Pre-Consolidated VWAP Milestone	Number	Post-Consolidated VWAP Milestone
Performance Rights expiring 31 December 2023	13,200,000	\$0.03	264,000	\$1.50
	13,200,000	\$0.045	264,000	\$2.25
Performance Rights expiring 31 December 2024	15,000,000	\$0.06	300,000	\$3.00
Total	41,400,000	-	828,000	-

Post Consolidation, the Company will have a total of 2,453,106 Performance Rights on issue. The substantive rights and obligations of existing holders of Performance Rights wont otherwise be affected by the Consolidation.

(c) Share Rights

The Company currently has 2,025,685 Share Rights on issue. Subject to the approval of this Resolution 9, the total number of Share Rights will be proportionately reduced in the same ration as the Consolidation to 40,153 Share Rights (subject to rounding fractional share entitlements). As a result, on full vesting of the Share Rights a total number of 40,153 Shares could be issued.

The Consolidation will not result in any change to the substantive rights and obligations of existing holders of Share Rights.

12.7 **Consolidation timetable**

If Resolution 9 is passed, the Consolidation will take effect in accordance with the following timetable:

Event	Date
Company announces Consolidation using an Appendix 3A.3 and sends out Notice	21 April 2022
Meeting – Shareholders approve Consolidation	24 May 2022

Event	Date
Effective date of Consolidation	25 May 2022
Last day for trading on a pre-Consolidation basis	26 May 2022
Post-Consolidation trading starts on a deferred settlement basis	27 May 2022
Record date and last day for Company to register transfers on a pre-Consolidation basis	30 May 2022
First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statements	31 May 2022
Last date for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX this has occurred	6 June 2022
Normal trading of post-Consolidation Securities commences	7 June 2022
Lodge ASIC Form 2205 notification	No later than 24 June 2022

The timetable is a proposed indicative timetable and the Board reserves the right to vary the dates in accordance with the Listing Rules.

13. Resolution 10 – Replacement of Constitution

13.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 10 seeks the approval of Shareholders to repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares.

The Company's Constitution has not been amended since it was adopted in 2017. The Proposed Constitution incorporates amendments to the Corporations Act and the Listing Rules since the Constitution was adopted. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution and many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail

in this Explanatory Memorandum, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and entitled to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 10.

13.2 **Summary of the material proposed changes**

(a) **Restricted Securities (article 2.7)**

ASX introduced a number of changes to the escrow regime in the Listing Rules in December 2019 to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient for issuers and for ASX.

Amongst these, ASX introduced a two-tier escrow regime where ASX can and will require certain more significant holders of Restricted Securities (as defined by the Listing Rules) and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of Restricted Securities and to simply give a notice to the holder of Restricted Securities in the form of a new Appendix 9C advising them of those restrictions.

Under article 2.7 of the Proposed Constitution, holders of Restricted Securities will be taken to have agreed in writing that those Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the applicable escrow period. Holders of Restricted Securities will also not be entitled to participate in any return of capital on those Securities during the applicable escrow period, except as permitted by the Listing Rules or ASX.

(b) **General meetings (article 5)**

The Proposed Constitution more clearly articulates the Company's ability to hold meetings virtually or physically, or using a hybrid structure.

(c) **Fee for registration of off-market transfers (article 4.4)**

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a 'reasonable fee' for registering paper-based transfers, sometimes referred to as 'off-market transfers'.

Article 4.4 of the Proposed Constitution enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

(d) **Deemed notice to uncontactable Shareholders (article 14.5)**

Article 14.5 of the Proposed Constitution provides that a document will be deemed to have been served to a Shareholder if the document is exhibited in the registered office of the Company for 48 hours in the event that:

- (i) a Shareholder does not have an address in the register of Shareholders, and has not nominated an alternative address; or
- (ii) the Company reasonable believes that a Shareholder is not known at the Shareholder's address in the register of Shareholders or any alternative address provided.

(e) **Retirement of Directors**

Rule 3.6 of the existing Constitution provides that at each annual general meeting one third of the Directors (excluding the Managing Director) must retire and are eligible for re-election.

The Proposed Constitution instead provides that there must be an election of Directors at each annual general meeting of the Company, however this can be satisfied by one or more of the following:

- (i) a person standing for election as a new Director having been nominated in accordance with article 7.5 of the Proposed Constitution;
- (ii) any person who was appointed to fill a casual vacancy or as an addition to the existing Directors standing for election as a Director;
- (iii) any Director who is retiring at the end of the annual general meeting due to the tenure limitation in article 7.2(a) of the Proposed Constitution, standing for re-election; or
- (iv) if no person or Director is standing for election or re-election in accordance with the above, any Director who wishes to retire and stand for re-election. Otherwise, the person who has been a Director the longest without re-election must retire and stand for re-election. If 2 or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

14. **Resolution 11 – Approval to issue Incentive Options to Director – Mr Colm O’Brien**

14.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 360,000 Options (on a post-Consolidation basis) to Non-Executive Director, Mr Colm O’Brien (or his nominees) as follows (**Incentive Options**):

Option Class	Incentive Options	Exercise price	Expiry Date
A	120,000	\$1.50	31 December 2023
B	120,000	\$2.25	31 December 2023
C	120,000	\$3.00	31 December 2024
TOTAL	360,000		

The Company is in an important stage of growth with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Non-Executive Director in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Incentive Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Incentive Options proposed to be issued will vest upon Mr O’Brien completing 12 months of continuous service with the Company from the date of issue.

Resolution 11 seek Shareholder approval pursuant to Listing Rule 10.11 and section 208 of the Corporations Act for the issue of up to 360,000 Incentive Options (on a post-Consolidation basis) to Mr O’Brien or his respective nominees.

In the event Shareholders approve Resolution 11 but not Resolution 9 (Consolidation of Capital), the Company intends to issue up to a total of 18,000,000 Incentive Options as follows (and otherwise on the same terms and conditions set out in Schedule 2):

Option Class	Incentive Options	Exercise price	Expiry Date
A	6,000,000	\$0.03	31 December 2023
B	6,000,000	\$0.045	31 December 2023
C	6,000,000	\$0.06	31 December 2024
TOTAL	18,000,000		

14.2 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The proposed issue of Incentive Options to Mr O'Brien (or his nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 11 seeks the required Shareholder approval to the proposed issue of Incentive Options under and for the purposes of Listing Rule 10.11.

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Incentive Options to Mr O'Brien (or his nominees) as part of Mr O'Brien's remuneration package.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Incentive Options to Mr O'Brien (or his nominees) and the Company may need to consider other forms of incentive remuneration, which may include by the payment of cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Incentive Options will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

14.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of Incentive Options:

- (a) the Incentive Options will be issued to Mr O'Brien (or his nominees), subject to him continuing to hold the position of Director as at the date of issue of the Incentive Options;
- (b) Mr O'Brien is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1. In the event the Incentive Options are issued to a nominee of Mr O'Brien, that person will fall into the category stipulated by Listing Rule 10.11.4;

- (c) the maximum number of Incentive Options to be issued to Mr O'Brien (or his nominees) is 360,000 (on a post-Consolidation basis) or 18,000,000 (on a pre-Consolidation basis in the event that Resolution 9 is not approved by Shareholders);
- (d) the Incentive Options will vest upon Mr O'Brien completing 12 months of continuous service with the Company from the date of issue;
- (e) the Incentive Options will be issued on the terms and conditions in Schedule 2;
- (f) the Incentive Options will be issued no later than one month after the date of the Meeting;
- (g) the Incentive Options will be issued for nil cash consideration as they will be issued as part of Mr O'Brien's remuneration package. Accordingly, no funds will be raised as a result of the issue;
- (h) the current total remuneration package (inclusive of superannuation) of Mr O'Brien as at the date of this Notice is \$36,000 per annum;
- (i) A valuation of the Incentive Options is in Schedule 3, with a summary below:

Option Class	Value of Incentive Options
A	\$12,739.93
B	\$8,811.50
C	\$14,075.01
Total	\$35,626.44

- (j) there are no additional material terms with respect to the agreements for the proposed issue of the Incentive Options; and
- (k) a voting exclusion statement is included in the Notice.

14.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Board (with Mr O'Brien abstaining) considers Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of the Incentive Options is considered reasonable remuneration in the circumstances and therefore falls within the exception stipulated by section 211 of the Corporations Act.

14.5 **Additional information**

Resolution 11 is an ordinary resolution.

The Board (excluding Mr O'Brien, who declines to make a recommendation in relation to Resolution 11 due to his personal interest in the outcome of the Resolution), recommends that Shareholders vote in favour of Resolution 11 for the following reasons:

- (a) if all the Incentive Options vest and are exercised, based on the exercise prices of \$1.50, \$2.25 and \$3.00 (on a post-Consolidation basis), the Company will receive \$810,000;
- (b) the grant of the Incentive Options will further align the interests of Mr O'Brien with those of Shareholders to increase Shareholder value;
- (c) the issue of the Incentive Options provides Mr O'Brien with incentives to focus on superior performance in creating Shareholder value;
- (d) the grant of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr O'Brien; and
- (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentive Options upon the terms proposed.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility	has the meaning given in Section 7.1.
10% Placement Period	has the meaning given in Section 7.2(f).
\$ or A\$	means Australian Dollars.
Advisor Agreement	has the meaning given in Section 8.1.
Advisor Shares	has the meaning given in Section 8.1.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2021.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Schrole Group Ltd (ACN 164 440 859).
Consolidation	has the meaning given in Section 12.1.
Constitution	means the constitution of the Company as at the date of the Meeting.
Consulting Services	has the meaning given in Section 10.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Employees	means the employees of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.

Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Gabriel Agreement	has the meaning given in Section 11.1.
Gabriel Shares	has the meaning given in Section 11.1.
Incentive Options	has the meaning given in Section 14.1.
Key Management Personnel	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.
Listing Rules	means the listing rules of ASX.
Material Investor	means in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.
Mc Management	means Mc Management Group Pty Ltd ATF MC Master Trust.
Mc Management Agreement	has the meaning given in Section 10.1.
Mc Management Shares	has the meaning given in Section 10.1.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 7.2(e).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 9.1.
Placement Participants	has the meaning given in Section 9.1.
Placement Shares	has the meaning given in Section 9.1.
Proxy Form	means the proxy form attached to the Notice.

RaaS Advisory	means Raas Advisory Pty Ltd (ACN 614 783 363).
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Rule	means a rule of the Constitution.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Share Rights	means the Employee right to accrue 15% of their salary in the form of equity in lieu of salary. The number of Share Rights an Employee is entitled to is calculated using the formula set out in the Company's 2020 notice of annual general meeting.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
VWAP	means volume weighted average market price.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Terms and Conditions of Incentive Options

1. **Entitlement**

The Options entitle the holder (**Holder**) to subscribe for one Share upon the exercise of each Option.

2. **Consideration**

The Options will be granted for nil cash consideration.

3. **Exercise Price and Expiry Date**

The Options will be granted with the Exercise Price and Expiry Date as follows:

Class	Pre-Consolidation Exercise Price	Post-Consolidation Exercise Price	Expiry Date
A	\$0.03	\$1.50	31 December 2023
B	\$0.045	\$2.25	31 December 2023
C	\$0.06	\$3.00	31 December 2024

4. **Expiry Date**

All unvested, or vested but unexercised, Options will expire automatically at 5.00 pm WST on the date specified in clause 3.

5. **Vesting Condition**

Subject to these terms and conditions, the Options will vest on the date which is 12 months from their date of issue, provided that the holder is, and at all times has been, employed by the Company at the relevant date.

6. **Notice of Exercise**

Each vested Option may be exercised at any time before the Expiry Date by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

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

7. **Timing of issue of Shares and quotation of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (b) issue a substitute Certificate for any remaining unexercised Options held by the Holder;
- (c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Options will upon issue rank equally in all respects with the then issued Shares.

8. Restrictions on transfer of Shares

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

9. Participation in new issues

There are no participation rights or entitlements inherent in the Options and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give the holder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) no changes will be made to the Options.

11. Adjustments for reorganisation

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

12. Quotation of Options

The Options will be unquoted Options.

13. Options non-transferable

The Options are non-transferable.

14. Dividend rights

An Option does not entitle the Holder to any dividends.

15. Return of capital rights

The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

16. **No other rights**

An Option does not give a Holder any rights other than those expressly provided by these terms, the Agreement and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 3 Valuation of Incentive Options

The Incentive Options to be issued to Mr O'Brien pursuant to Resolution 11 has been valued by an external consultant using the Black & Scholes valuation model on the following assumptions:

Incentive Options	Class A (\$1.50)	Class B (\$2.25)	Class C (\$3.00)
Number of Incentive Options	120,000	120,000	120,000
Assumed issue date	25 May 2022	25 May 2022	25 May 2022
Assumed Share price at grant date (on a post-Consolidation basis)	\$0.45	\$0.45	\$0.45
Exercise price	\$1.50	\$2.25	\$3.00
Market value on ASX of underlying Shares at the time of setting the exercise price (on a post-Consolidation basis)	\$0.45 24 March 2022	\$0.45 24 March 2022	\$0.45 24 March 2022
Expiry date	31 December 2023	31 December 2023	31 December 2024
Expected volatility	110%	110%	110%
Risk free interest rate	0.105%	0.105%	0.105%
Annualised dividend yield	0%	0%	0%
Value of each Incentive Option	\$0.10	\$0.073	\$0.117
Aggregate value of each Incentive Option	\$12,739.93	\$8,811.50	\$14,075.01

LODGE YOUR VOTE

**ONLINE**www.linkmarketservices.com.au**BY MAIL**

Schrole Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (WST) on Sunday, 22 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Schrole Group Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (WST) on Tuesday, 24 May 2022 at Ground Floor, 142 Hasler Road, Osborne Park, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important: Subject to the below, if the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair to exercise the proxy in respect of Resolutions 1 and 11, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form. Shareholders are therefore encouraged to specify their voting intention for every Resolution in the Proxy Form.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Ratification of prior issue of Gabriel Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr James King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Colm O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval to issue Incentive Options to Director - Mr Colm O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Advisor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6a Ratification of issue of 110,000,000 Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6b Ratification of issue of 140,000,000 Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Ratification of prior issue of Mc Management Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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 votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SCL PRX2201D

