



Zimi Limited
1/14 Millennium Circuit,
Helensvale QLD 4212 Australia.

ASX : ZMM
ABN : 25 113 326 524
www.zimi.life

Registered Office Address
Level 1, 2A/300 Fitzgerald Street
North Perth WA 6006 Australia.

Notice of General Meeting

ASX RELEASE 12 September 2022

Zimi Limited (ASX: ZMM) (**Zimi**, or the **Company**) confirms release of its Notice of General Meeting (**Notice**) to shareholders.

The General Meeting will be held at 10:00am (AWST) on Friday 14 October 2022 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia.

A copy of the Notice is attached to this announcement.

This release has been approved by the Board.

- End -

Further information:

Jordan Tentori | email : jordan@zimi.life | phone: +61 412 589 952

About Zimi

Zimi connects everyday electrical products to the Internet and each other to create smarter living and working spaces.



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Level 1, 2A/300 Fitzgerald Street
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6 September 2022

Dear Shareholder,

ZIMI LIMITED – GENERAL MEETING

Zimi Limited (**Company**) advises that a general meeting of shareholders (**Meeting**) will be held at 10.00am (AWST) on Friday, 14 October 2022 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia.

The Company will not be dispatching physical copies of the notice of Meeting. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: <https://zimi.life/>.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "ZMM."
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

Your personalised proxy form accompanies this letter. To vote by proxy, please complete and submit your proxy form by one of the following methods:

By email: meetings@automicgroup.com.au
By post: Automic, GPO Box 5193, Sydney NSW 2001
By hand: Automic, Level 5, 126 Philip Street, Sydney NSW 2000
By fax: (02) 8583 3040 (within Australia)
+61 2 8583 3040 (outside Australia)

Your completed proxy form must be received not later than 48 hours before the commencement of the Meeting, being **10.00am (AWST) on Wednesday, 12 October 2022**. Proxy forms received later than this time will be invalid.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

Yours faithfully

Catherine Grant-Edwards
Company Secretary



Zimi Limited

ACN 113 326 524

Notice of General Meeting, Explanatory Statement and Proxy Form

General Meeting to be held at

**HLB Mann Judd
Level 4, 130 Stirling Street
Perth, WA, 6000**

On Friday, 14 October 2022 at 10.00am (WST)

Important Notice

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Important Information

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Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	10.00am (WST) on Wednesday, 12 October 2022
Snapshot date for eligibility to vote	4.00pm (WST) on Wednesday, 12 October 2022
General Meeting	10:00am (WST) on Friday, 14 October 2022

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

Notice of General Meeting

Notice is hereby given that a General Meeting of Zimi Limited ACN 113 326 524 (**Company**) will be held at **HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA, 6000** on **Friday, 14 October 2022** at **10:00am (WST)** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

Resolution 1 - Ratification of issue of 6,404,666 Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 6,404,666 Shares, issued at a price of \$0.08 each to Tranche 1 Placement Participants within the Company’s issuance capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 2 - Ratification of issue of 6,532,834 Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1A

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 6,532,834 Shares, issued at a price of \$0.08 each to Tranche 1 Placement Participants within the Company’s issuance capacity under Listing Rule 7.1A, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 3 - Approval to issue 12,937,500 Placement Options to Placement Participants (non-Related Parties)

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 12,937,500 Placement Options, to Tranche 1 Placement Participants who are not Related Parties of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 4 - Approval to issue Tranche 2 Placement Securities to a Related Party – Simon Beissel

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of 625,000 Shares at an issue price of \$0.08 each and 625,000 Placement Options to Simon Beissel or his nominee, a Director of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 5 - Approval to issue Tranche 2 Placement Securities to a Related Party – Redorblack Pty Ltd

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of 312,500 Shares at an issue price of \$0.08 each and 312,500 Placement Options to Redorblack Pty Ltd (ATF the Tentori Super Fund) or its nominee, a Related Party of the Company and a company controlled by Jordan Tentori, a Director of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 6 - Approval to issue Tranche 2 Placement Securities to a Related Party – Madurta Pty Ltd

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of a total of 937,500 Shares at an issue price of \$0.08 each and 937,500 Placement Options to Madurta Pty Ltd or its nominee, a Related Party of the Company and a company controlled by Simon Gerard, a Director of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 7 - Approval to issue Tranche 2 Placement Securities to a Related Party – Gerard Private Holdings (Finance) Pty Ltd

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of a total of 4,375,000 Shares at a deemed issue price of \$0.08 each and 4,375,000 Placement Options to Gerard Private Holdings (Finance) Pty Ltd or its nominee, a Related Party of the Company and a company controlled by Simon Gerard, a Director of the Company, to satisfy \$350,000 for services provided and to be provided to the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 8 - Approval to issue Director Fee Shares to a Related Party – Simon Beissel

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of 625,000 Shares at a deemed issue price of \$0.08 each to Simon Beissel or his nominee, a Director of the Company, in lieu of cash as satisfaction of non-executive director fees for services to the Company covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 9 - Approval to issue Director Fee Shares to a Related Party – Peter Rosseutscher

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of 625,000 Shares at a deemed issue price of \$0.08 each to Peter Rosseutscher or his nominee, a Director of the Company, in lieu of cash as satisfaction of non-executive director fees for services to the Company covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 10 - Approval to issue Director Fee Shares to a Related Party – Simon Gerard

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders approve the issue by the Company of 625,000 Shares at a deemed issue price of \$0.08 each to Simon Gerard or his nominee, a Director of the Company, in lieu of cash as satisfaction of non-executive director fees for services to the Company covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 11 - Approval to issue Broker Options to Lead Manager to Placement

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

“That for the purposes of Listing Rule 10.11 and sections 195(4) and 208 of the Corporations Act, and for all other purposes, Shareholders hereby approve the issue of up to 2,962,500 Broker Options to the Lead Manager and/or its nominee(s), as a fee for arranging and managing the Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.”

By order of the Board



Catherine Grant-Edwards

Company Secretary

5 September 2022

Voting Exclusions

Corporations Act voting prohibitions

Pursuant to sections 224 and 250BD of the Corporations Act, a vote on the following Resolution must not be cast (in any capacity) by or on behalf of the party specified in the table below or their respective Associates:

Resolution	Excluded Parties
Resolution 4	Simon Beissel and any other Related Parties to whom Resolution 4 would permit a financial benefit to be given.
Resolution 5	Redorblack Pty Ltd, Jordan Tentori and any other Related Parties to whom Resolution 5 would permit a financial benefit to be given.
Resolution 6	Madurta Pty Ltd, Simon Gerard and any other Related Parties to whom Resolution 6 would permit a financial benefit to be given.
Resolution 7	Gerard Private Holdings (Finance) Pty Ltd, Simon Gerard and any other Related Parties to whom Resolution 7 would permit a financial benefit to be given.
Resolution 8	Simon Beissel and any other Related Parties to whom Resolution 8 would permit a financial benefit to be given.
Resolution 9	Peter Rosseutscher and any other Related Parties to whom Resolution 9 would permit a financial benefit to be given.
Resolution 10	Simon Gerard and any other Related Parties to whom Resolution 10 would permit a financial benefit to be given.

However, this voting prohibition does not prevent the casting of a vote on any of Resolutions 5(a) to 5(d) if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and it is not cast on behalf of a Related Party to whom the Resolution would permit a financial benefit to be given, or their Associate.

ASX Listing Rule voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded Parties
Resolution 1	The Tranche 1 Placement Participants, being the persons to whom Tranche 1 Placement Shares were issued.
Resolution 2	The Tranche 1 Placement Participants, being the persons to whom Tranche 1 Placement Shares were issued.
Resolution 3	The Tranche 1 Placement Participants and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares)
Resolution 4	Simon Beissel, any nominee of Simon Beissel, and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).

Resolution 5	Redorblack Pty Ltd, any nominee of Redorblack Pty Ltd, Jordan Tentori and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 6	Madurta Pty Ltd, any nominee of Madurta Pty Ltd, Simon Gerard and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 7	Gerard Private, any nominee of Gerard Private, Simon Gerard and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 8	Simon Beissel, any nominee of Simon Beissel, and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 9	Peter Rosseutscher, any nominee of Peter Rosseutscher, and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 10	Simon Gerard, any nominee of Simon Gerard, and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).
Resolution 11	PAC Partners, any nominee of PAC Partners and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of Shares).

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

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
 - 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 a Resolution; and
 - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment and Voting Instructions

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below by **10:00am (WST) on Wednesday, 12 October 2022**, being not later than 48 hours before the commencement of the Meeting. A Proxy Form received after that time will not be valid.

By post: Automic Group
GPO Box 5193
Sydney NSW 2001

By hand: Automic Group
Level 5, 126 Phillip Street
Sydney NSW 2000

By email: meetings@automicgroup.com.au

By fax: (02) 8583 3040 (within Australia)
+61 2 8583 3040 (outside Australia)

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your 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, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 8 6166 9107.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **4.00pm (WST) on Wednesday, 12 October 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be emailed to cath@bellatrixcorp.com.au and must be received be submitted by no later than **10.00am (WST) on Wednesday, 12 October 2022**.

The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover business of the meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Background to Resolutions 1-7 and Resolution 11

1.1 Placement

On 5 August 2022, the Company announced that it had successfully arranged a capital raising of \$1,535,000 (before costs) via a placement to sophisticated and institutional investors for 19,187,500 ordinary shares in the Company (**Placement Shares**), at an issue price of \$0.08 per Placement Share, and 19,187,500 Options exercisable at \$0.12 each expiring 3 years from date of issue (**Placement Options**), on the basis of one placement Option free-attaching for every one Placement Shares issued (**Placement**).

The Placement would be conducted in two tranches as follows:

- (a) **Tranche 1 Placement:** the placement and issue of:
 - (i) 12,937,500 Shares issued on 15 August 2022 and 17 August 2022 to various professional and sophisticated investors in Australia, as arranged by PAC Partners as Lead Manager to the Placement (all of whom are non-Related Parties of the Company) (**Tranche 1 Placement Participants**), being at an issue price of \$0.08 each, raising approximately \$1,035,000 (before costs); and
 - (ii) 12,937,500 Placement Options to Tranche 1 Placement Participants, to be issued after the General Meeting and subject to Shareholder approval of the issue of the Options (**Tranche 1 Placement Options**);
- (b) **Tranche 2 Placement:** a proposed issue of a total of 6,250,000 Shares at an issue price of \$0.08 each and 6,250,000 Placement Options, comprising:
 - (iii) a total of 1,875,000 Placement Shares and 1,875,000 Placement Options to Related Parties of the Company, being Simon Beissel, Redorblack Pty Ltd (associate of Jordan Tentori) and Madurta Pty Ltd (associate of Simon Gerard) or their nominees, at an issue price of \$0.08 per Placement Share payable in cash, raising \$150,000 (before costs), subject to Shareholder approval, and
 - (iv) 4,375,000 Placement Shares and 4,375,000 Placement Options to Gerard Private (associate of Simon Gerard) or its nominee, at an issue price of \$0.08 per Placement Share, in satisfaction of \$350,000 payable by the Company for services provided and to be provided to the Company, subject to Shareholder approval.

The Tranche 1 Placement Shares were issued by the Company on 15 August 2022 and 17 August 2022 using its issuing capacities under Listing Rules 7.1 and 7.1A. Subsequent ratification of this issue by Shareholders is sought under Resolutions 1 and 2.

The issue of the Tranche 1 Placement Options to Tranche 1 Placement Participants who are not Related Parties is subject to Shareholder approval of Resolution 3.

The issue of Tranche 2 Placement Securities (Shares and Options) to each Related Party of the Company is subject to Shareholder approval of each Resolution relevant to that Related Party (Resolutions 4 to 7).

The Company engaged PAC Partners as Lead Manager to arrange and manage the Placement and the fees payable to PAC Partners includes the issue of 2,962,500 options (on same terms as the Placement Options) (**Broker Options**) to PAC Partners or its nominees, subject to Shareholder approval of Resolution 11 for the issue of those Broker Options.

The Company will seek to have the Placement Options and Broker Options quoted, subject to meeting the ASX minimum listing requirements.

1.2 Use of funds raised under the Placement

It is intended that funds from the Placement will be used for acceleration of the Company's sale strategy and for general working capital purposes.

More specifically, the use of funds includes:

- (a) accelerating the Company's sales and growth strategy;
- (b) continued manufacture costs to meet the Company's sales orders;
- (c) continued inhouse development staffing costs;
- (d) an increase in development expenditure to further develop the Company's suite of products; and
- (e) general working capital expenses.

The intended use of funds as stated above reflect the Company's intentions as at the Notice Date. The actual use of funds may differ from the stated intentions depending on developments and circumstances arising after the Meeting.

2. Background to Resolutions 8-10

2.1 Director Fee Shares

On 5 August 2022, the Company announced that all Non-Executive Directors of the Company (Simon Beissel, Peter Rosseutscher and Simon Gerard) have agreed to each receive 625,000 shares (total of 1,875,000 shares) in lieu of cash payment for Director's fees covering the twelve-month period of service to 31 July 2023, subject to receipt of shareholder approval (**Director Fee Shares**). The number of Director Fee Shares has been determined in reference to the director fees that each Non-Executive Director is entitled to receive (\$50,000 each, \$150,000 in total), at a deemed issue price aligned to the Placement of \$0.08 per share. It is proposed that the Director Fee Shares will be subject to voluntary escrow to 31 July 2023.

The issue of Director Fee Shares to each Related Party of the Company is subject to Shareholder approval of each Resolution relevant to that Related Party (Resolutions 8 to 10).

3. Resolutions 1 and 2 - Ratification of issue of Tranche 1 Placement Shares to Placement Participants

3.1 Requirement for Shareholder approval

As described in Section 1.1 above, the Company has issued a total of 12,937,500 Shares under the Placement to professional and sophisticated investors using its issuing capacity under Listing Rules 7.1 and 7.1A.

Resolutions 1 and 2 are ordinary resolutions seeking approval by Shareholders of the ratification of the issue of 12,937,500 Shares under the Tranche 1 Placement.

None of the Tranche 1 Placement Participants are Related Parties of the Company.

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 shares 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 increase this 15% limit by an extra 10% to 15%. The Company obtained such approval at the Company's 2021 Annual General Meeting held on 30 November 2021.

The issue of the Placement Shares does not fall within any of exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 10% limit in Listing Rule 7.1A and part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period from the issue date of the Placement Shares.

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 (or Listing Rule 7.1A as applicable) and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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 Rules 7.1 and 7.1A

Purpose and effect of Resolution 1

Resolution 1 seeks Shareholder approval to the issue of 6,404,666 Tranche 1 Placement Shares under Listing Rule 7.1 for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of 6,404,666 Tranche 1 Placement 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 date.

If Resolution 1 is not passed, the issue of 6,404,666 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

Purpose and effect of Resolution 2

Resolution 2 seeks Shareholder approval to the issue of 6,532,834 Tranche 1 Placement Shares under Listing Rule 7.1A for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of 6,532,834 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval before 30 November 2022 (being the date 12-months after the Company's 2021 Annual General Meeting at which the Company's additional 10% placement capacity under Listing Rule 7.1A was approved).

If Resolution 2 is not passed, the issue of 6,532,834 Tranche 1 Placement Shares will be included in calculating the Company's remaining capacity under Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval before 30 November 2022.

3.2 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) **Basis on which Placement Participants were identified**

Placement Shares were issued to Tranche 1 Placement Participants, being various professional and sophisticated investors identified by the Lead Manager and the Company.

Each Tranche 1 Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10) or (11) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

One of the Placement Participants is Perennial Value Management Limited (**Perennial**) is a substantial Shareholder and acquired 3,750,000 Tranche 1 Placement Shares. Prior to being issued Tranche 1 Placement Shares, Perennial had a shareholding interest of 13.35%, and has a shareholding interest of 15.94% of the total Shares on issue as at the Notice Date.

Other than Perennial, none of the other Tranche 1 Placement Participants are Related Parties, key management personnel or advisers of the Company or substantial holders of Shares (i.e. no other Tranche 1 Placement Participant has a relevant interest in Shares of 5% or more of the total Shares on issue), or Associates of any such persons.

(b) **The number and class of securities issued**

Under the Tranche 1 Placement, the Company issued 12,937,500 Shares.

6,404,666 Shares were issued within the Company's 15% placement capacity under Listing Rule 7.1.

6,532,834 Shares were issued within the Company's additional 10% placement capacity under Listing Rule 7.1A.

All Tranche 1 Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue.

(c) **The date on which the securities were issued**

The Tranche 1 Placement Shares were issued by the Company on 15 August 2022 and 17 August 2022.

(d) **The price at which the securities were issued**

The Tranche 1 Placement Shares were issued at \$0.08 each to raise approximately \$1,035,000 million (before costs).

(e) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the Placement is to raise capital. The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Tranche 1 Placement Shares were issued under commitments provided to the Lead Manager which provide for:

- (i) the Placement Participant's agreement to subscribe for the Placement Shares at \$0.08 per Share;
- (ii) payment of the issue price of the Tranche 1 Placement Shares to the Company before the Tranche 1 Placement Shares were issued; and
- (iii) the Company's agreement to issue the Tranche 1 Placement Shares following receipt of the issue price.

3.3 Directors' recommendations – Resolutions 1 and 2

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

4. Resolution 3 – Approval to issue Placement Options to Tranche 1 Placement Participants who are not Related Parties

4.1 Requirement for Shareholder approval

The Company proposes to issue 12,937,500 Placement Options to investors who are not Related Parties to the Company who were issued Shares under the Tranche 1 Placement.

Resolution 3 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 12,937,500 Placement Options.

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 shares it had on issue at the start of that period.

The issue of 12,937,500 Placement Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 3 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of Tranche 1 Placement Options to persons who are not Related Parties. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Tranche 1 Placement Options. In this scenario, Placement Participants may be less inclined to support the Company in relation to any future capital raising.

4.2 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) Names of persons being issues securities or basis on which they were identified

The Placement Options are proposed to be issued to Placement Participants, being various professional and sophisticated investors identified by the Lead Manager and the Company. Refer to Section 3.2(a) for further details.

If Perennial were to exercise its allocation of Placement Options the subject of Resolution 3 (resulting in the issue of 3,750,000 shares), Perennial's shareholding interest would increase from 15.94% (as detailed in Section 3.2(a)) to 19.78% (assuming no other options are exercised by any other holder).

(b) **Number and class of securities**

Subject to approval of Resolution 12,937,500 Placement Options will be issued to the Tranche 1 Placement Participants who are not Related Parties of the Company.

The Placement Options are Options to subscribe for Shares, exercisable at \$0.12 each and expiring 3 years from date of issue.

The Placement Options will constitute a new class of security granted on the terms set out in Schedule 1.

(c) **Dates of issue**

The Company anticipates that the Placement Options will be issued shortly following the conclusion of the Meeting, otherwise, no later than 3 months after the date of the Meeting.

(d) **Price of Placement Options**

No issue price is payable for the issue of the Placement Options and the Company will not raise any funds by the issue of the Placement Options.

One free attaching Placement Option will be granted for every one Placement Share issued.

(e) **Purpose of the issue**

Refer to Sections 1.1 and 1.2 which sets out the purpose of the Placement and the issue of Placement Securities.

The Placement Options are to be granted for the purpose of fulfilling the Company's contractual commitment to the Placement Participants to grant the Options, subject to Shareholder approval of the issue.

4.3 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

5. Resolutions 4 to 10 - Approval to issue Securities to Related Parties

5.1 Background

5.1.1 Placement Shares and Placement Options

The Company is seeking Shareholder approval to issue Placement Securities to the Company's Directors or their related entities.

The Company proposes to issue a total of 6,250,000 Placement Shares and 6,250,000 Placement Options in the following proportions to Related Parties as follows:

- (a) Simon Beissel (Non-Executive Director) or his nominee – 625,000 Placement Shares and 625,000 Placement Options, to raise \$50,000, subject to Shareholder approval of Resolution 4;
- (b) Redorblack Pty Ltd (entity controlled by Jordan Tentori, Executive Director) or its nominee – 312,500 Placement Shares and 312,500 Placement Options, to raise \$25,000, subject to Shareholder approval of Resolution 5; and
- (c) Madurta Pty Ltd (entity controlled by Simon Gerard, Chairman) or its nominee – 937,500 Placement Shares and 937,500 Placement Options, to raise \$75,000, subject to Shareholder approval of Resolution 6; and

- (d) Gerard Private (entity controlled by Simon Gerard, Chairman) or its nominee – 4,375,000 Placement Shares and 4,375,000 Placement Options, to satisfy the payment for services in shares rather than cash to the value of \$350,000, subject to Shareholder approval of Resolution 7.

5.1.2 Director Fee Shares

The Company is seeking Shareholder approval to issue Director Fee Shares to the Company's Directors or their related entities.

The Company proposes to issue a total of 1,875,000 Director Fee Shares to Related Parties as follows:

- (a) Simon Beissel (Non-Executive Director) or his nominee – 625,000 Director Fee Shares in lieu of cash to satisfy the payment \$50,000 for non-executive director services to be provided to the Company, subject to Shareholder approval of Resolution 8;
- (b) Peter Rosseutscher (Non-Executive Director) or his nominee – 625,000 Director Fee Shares in lieu of cash to satisfy the payment \$50,000 for non-executive director services to be provided to the Company, subject to Shareholder approval of Resolution 9; and
- (c) Simon Gerard (Non-Executive Chairman) or his nominee – 625,000 Director Fee Shares in lieu of cash to satisfy the payment \$50,000 for non-executive director services to be provided to the Company, subject to Shareholder approval of Resolution 10.

5.2 Section 195(1) of the Corporations Act

Section 195(1) of the Corporations Act provides that a director who has a “material personal interest” in a matter being considered at a directors’ meeting must not be present while the matter is being considered or vote on the matter.

Section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors’ meeting because of section 195(1), the directors may call a general meeting of shareholders to consider the matter.

The Directors are unable to form a quorum to consider any matters relating to the issue of Director Fee Shares under Resolutions 4 to 7, as Messrs Beissel, Tentori (and Redorblack Pty Ltd) and Gerard (and to Madurta Pty Ltd and Gerard Private), representing three out of total four Directors of the Company, each has a material personal interest in the outcome of the Resolution relevant to them. Therefore, the Board is unable to form a quorum to consider the proposed issue and the Company is seeking approval under section 195(4) of the Corporations Act to deal with the matter.

The Directors are unable to form a quorum to consider any matters relating to the issue of Director Fee Shares under Resolutions 8 to 10, as Messrs Beissel, Rosseutscher and Gerard, representing three out of total four Directors of the Company, each has a material personal interest in the outcome of the Resolution relevant to them. Therefore, the Board is unable to form a quorum to consider the proposed issue and the Company is seeking approval under section 195(4) of the Corporations Act to deal with the matter.

5.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 proposed issue of Placement Securities to the Directors or their nominees, as contemplated by Resolutions 4 to 7, constitutes the giving a financial benefit for the purposes of the Corporations Act, to each of Simon Beissel, Jordan Tentori (and Redorblack Pty Ltd) and Simon Gerard (and to Madurta Pty Ltd and Gerard Private) as Related Parties of the Company. As it is proposed that 3 of the 4 Directors (or their nominees) participate in the issue of Director Fee Shares, there is not a sufficient quorum of Directors (i.e. at least 2 disinterested Directors) to consider whether the provision of the financial benefit constituted by the issue of Placement Securities to them is “reasonable” and are therefore unable to determine whether the exception set out in section 210 (reasonable arms’ length terms exception) applies.

The proposed issue of Director Fee Shares to the Directors or their nominees, as contemplated by Resolutions 8 to 10, constitutes the giving a financial benefit for the purposes of the Corporations Act, to each of Simon Beissel, Peter Rossdeutsher and Simon Gerard as Related Parties of the Company. As it is proposed that 3 of the 4 Directors (or their nominees) participate in the issue of Director Fee Shares, there is not a sufficient quorum of Directors (i.e. at least 2 disinterested Directors) to consider whether the provision of the financial benefit constituted by the issue of Placement Securities to them is “reasonable” and are therefore unable to determine whether the exception set out in section 211 (reasonable remuneration exception) applies

Accordingly, Shareholder approval is sought in respect of Resolutions 4 to 10 for the purposes of section 208 of the Corporations Act.

5.4 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:

- 10.11.1 – a related party;
- 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the 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;
- 10.11.4 – an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 – a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, ASX’s opinion, the issue or agreement should be approved by its shareholders, unless it obtains approval of its shareholders.

5.4.1 Placement Shares and Placement Options

The proposed issue of Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing rule 10.12. It therefore requires approval of the Company’s Shareholders under Listing Rule 10.11.

Resolutions 4 to 7 seek the required shareholder approval for the issue of Placement Securities under and for the purposes of Listing Rule 10.11.

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue of Placement Securities to:

- (a) Simon Beissel, Redorblack Pty Ltd and Madurta Pty Ltd (or their nominees) – to raise a total of \$150,000 in capital for the Company; and
- (b) Gerard Private (or its nominee) – to pay and prepay for services to the Company to the value of \$350,000.

If any of Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of Placement Securities to the relevant Related Party. In such a scenario, the Company

will not raise a total of \$150,000 in capital, but either a lesser sum (depending on whether one or more of Resolutions 4 to 6 is passed) or no capital at all if none of Resolutions 4 to 6 are passed.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of Placement Securities to Gerard Private. In such a scenario, the Company will have to pay in cash \$350,000 for the services provide by Gerard Private.

5.4.2 Director Fee Shares

The proposed issue of Director Fee Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing rule 10.12. It therefore requires approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 8 to 10 seek the required shareholder approval for the issue of Director Fee Shares under and for the purposes of Listing Rule 10.11.

If Resolutions 8 to 10 are passed, the Company will be able to proceed with the issue of Director Fee Shares to:

- (a) Simon Beissel (or his nominee) – in lieu of cash as satisfaction of non-executive director fees for services to the Company covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000 in capital for the Company;
- (b) Peter Rossdeutscher (or his nominee) – in lieu of cash as satisfaction of non-executive director fees for services covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000 in capital for the Company; and
- (c) Simon Gerard (or his nominee) – in lieu of cash as satisfaction of non-executive director fees for services to the Company covering the period of 1 August 2022 to 31 July 2023 to the value of \$50,000 in capital for the Company.

If Resolutions 8 to 10 are not passed, the Company will not be able to proceed with the issue of Director Fee Shares to the Non-Executive Directors. In such a scenario, the Company will have to pay in cash \$150,000 for the services.

5.5 Personnel, warehousing, quality assurance and logistics services provided by Gerard Private

Personnel, warehousing, quality assurance and logistic services are provided to the Company under three arrangements between the Company and Gerard Private.

Under a secondment agreement between the Company and Gerard Private, Gerard Private has been providing a project manager and mechanical engineer (**Personnel**) since January 2021. The terms of the secondment agreement provide for a cash fee payable by the Company on a monthly basis for each member of personnel seconded. The cost of the Personnel payable by the Company to Gerard Private is approximately \$16,000 per month (**Personnel Costs**), which has been calculated based on estimated time commitment for the provision of services by two personnel.

The Personnel have been engaged in project managing relationships with the outsourced manufacturers used to develop new devices and manufacture existing devices for sale, preparing designs for the new range of devices, working with component suppliers, overseeing logistics to customers, supervising compliance and other testing. It is anticipated the Company will continue to utilise the Personnel until 30 June 2023. At this point, demand for these services will be reassessed and may be reduced or be performed in-house.

In a second arrangement, warehousing services are provided to the Company from Gerard Private. This includes receipt into and holding of product for the Company, picking and packing of Company orders of product for delivery to customers, transport of Company orders using third party logistic providers and logistics administration in connection with warehousing and transport of Company orders of product. The cost of warehousing services by the Company to Gerard Private is \$30,000 for the period 1 July 2022 to 30 June 2023.

In a third arrangement, quality assurance (**QA**) and logistics services are provided to the Company from Gerard Private's offices in Hong Kong at a fee of 5.5% of the cost of the products. The QA services comprise overseeing every stage of the production and delivery process to ensure the requisite level of quality is maintained. It is anticipated the Company will continue to engage Gerard Private for the provision of QA services until at least 30 June 2023 and thereafter the engagement may continue indefinitely, or these QA services may be terminated or be performed by another third party.

The Company considers that the provision of services by another third party would not be beneficial. There exists a working relationship between the Company and Gerard Private under the three arrangements, the Company avoids additional headcount, and allows the Company to access the services of two individuals that were an integral part of the design through to commercialisation of the Zimi products.

The Company and Gerard Private propose that the Company issue Placement Securities to the value of \$350,000 as payment and pre-payment for:

- (a) \$175,000 of personnel and warehousing services, of which is expected to be incurred and payable over the next twelve months; and
- (b) \$175,000 for QA and logistics services, of which is expected to be incurred and payable over the next twelve months.

5.6 Corporations Act and Listing Rule information requirements

Section 219 of the Corporations Act and Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to Resolutions 4 to 10 for the purposes of obtaining approval under Section 208 of the Corporations Act and Listing Rule 10.11:

(a) Names of the Related Party and relationship requiring approval

The names of the Related Parties, in respect of Resolutions 4 to 10, are:

- (i) in respect of Resolution 4 – Simon Beissel; he is a Related Party of the Company because he is a Director;
- (ii) in respect of Resolution 5 – Redorblack Pty Ltd; it is a Related Party of the Company because it is a company controlled by Jordan Tentori, a Director;
- (iii) in respect of Resolution 6 – Madurta Pty Ltd; it is a Related Party of the Company because it is a company controlled by Simon Gerard, a Director;
- (iv) in respect of Resolution 7 – Gerard Private; it is a Related Party of the Company because it is a company controlled by Simon Gerard, a Director;
- (v) in respect of Resolution 8 – Simon Beissel; it is a Related Party of the Company because it is a company controlled by Simon Beissel, a Director;
- (vi) in respect of Resolution 9 – Peter Rossdeutscher; it is a Related Party of the Company because it is a company controlled by Peter Rossdeutscher, a Director; and
- (vii) in respect of Resolution 10 – Simon Gerard; it is a Related Party of the Company because it is a company controlled by Simon Gerard, a Director.

(b) The number and class of securities to be issued to the persons

The Company proposes to issue a total of 6,250,000 Placement Shares, 6,250,000 Placement Options and 1,875,000 Director Fee Shares to the Related Parties.

The Placement Shares will be fully paid ordinary Shares in the Company which will rank equally with all Shares then on issue.

The Placement Options will constitute a new class of security granted on the terms set out in Schedule 1.

The Director Fee Shares will be fully paid ordinary Shares in the Company which will rank equally with all Shares then on issue. Mr Beissel, Mr Rosseutscher and Mr Gerard have agreed that the proposed Director Fee Shares will be subject to voluntary escrow to 31 July 2023.

(c) **The date or dates on which the Company will issue the securities to the persons**

Subject to Shareholder approval, the Company proposes to issue the Placement Securities and Director Fee Shares shortly following the Meeting, or otherwise on one date no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(d) **The price or consideration the Company will receive for the issue**

Placement Shares will be issued at \$0.08 per Share.

One free attaching Placement Options will be granted for every one Placement Shares issued for no additional consideration.

Director Fees Shares will be issued at a deemed issue price of \$0.08 per Share.

(e) **Funds raised and purpose of the issue**

In respect of the issue of Placement Securities (the subject of Resolutions 4 to 6) to Simon Beissel, Redorblack Pty Ltd and Madurta Pty Ltd (or their nominees), the purpose of the Placement and the issue of Placement Securities to the Related Parties is to raise funds of \$150,000 (before costs), to be used for the purposes referred to in Section 1.2.

In respect of the issue of 4,375,000 Placement Shares and 4,375,000 Placement Options (the subject of Resolution 7) to be issued to Gerard Private, the purpose of the Placement and the issue of Placement Securities is to satisfy payments totalling \$350,000 for the personnel services provided and to be provided to the Company as referred to in Section 5.5.

The Company will not raise any additional funds from the issue of Placement Options to the Related Parties. However, if all Placement Options issued to the Related Parties are exercised, the Company will raise \$750,000.

In respect of the issue of 1,875,000 Director Fee Shares (the subject of Resolution 10) to be issued to Simon Beissel, Peter Rosseutscher and Simon Gerard, the purpose of the issue of Director Fee Shares is to satisfy payments totalling \$150,000 in lieu of cash for non-executive director services provided and to be provided to the Company as referred to in Section 5.4.2.

(f) **Nature of the financial benefit**

The nature of financial benefit that will be given to the Related Parties (or their nominees) of the Company if Resolutions 5 to 10 are approved is the value of Placement Securities and Director Fee Shares to be issued.

(g) **Value of the financial benefit**

Value of Placement Shares

The Placement Shares to be issued to the Related Parties are to be issued at a price of \$0.08.

For valuation purposes, each Placement Share may be considered to have a value of \$0.08 having regard to the fact that:

- (i) last closing price of Shares traded on ASX prior to the date of announcement of the Placement was \$0.095 per Share;
- (ii) the 15-day VWAP of Shares traded on ASX prior to prior to the date of announcement of the Placement was \$0.098 per Share; and
- (iii) the closing price of Shares traded on ASX on 16 August 2022 (the latest practicable date prior to the Notice Date) was \$0.072.

Value of Placement Options

The Placement Options to be issued to the Related Parties will be issued for nil additional consideration.

For the purposes of the Company's financial reporting (prepared in accordance with Australian Accounting Standards Board (AASB) accounting standards), the Placement Options (being free-attaching options to the Placement) have nil value for accounting purposes.

For additional information, a valuation of the options using a Black-Scholes option pricing model (**Black-Scholes Model**) has been prepared. The Black-Scholes Model is based on a number of assumptions and variables, including the following:

- (i) the exercise price for each Option is \$0.12;
- (ii) each Option has an expiry date of 3 years from date of issue, and it is assumed that the Options will be exercised immediately prior to the expiry date;
- (iii) the closing price of Shares traded on ASX on 24 August 2022 was \$0.061;
- (iv) a risk-free rate of 3.28% has been adopted; and
- (v) a volatility factor of 110% has been adopted.

Based on the Black-Scholes Model and the assumptions noted above, each Placement Option has been valued at \$0.0351.

Value of Director Fee Shares

For valuation purposes, each Director Fee Share is considered to have a deemed value of \$0.08, which is aligned to the issue price of the Placement Shares.

Estimated value of Placement Securities and Director Fee Shares to be issued

The table below sets out the estimated value of the Placement Securities and Director Fee Shares and the estimated financial benefit to be received by the relevant Directors, applying the above valuation, as at the date of the Notice of Meeting.

Related Party	Placement Shares		Placement Options		Director Fee Shares		Total
	No.	Value	No.	Value ³	No.	Value	Value
Simon Beissel	625,000	\$50,000	625,000	\$21,938	625,000	\$50,000	\$121,938
Jordan Tentori ¹	312,500	\$25,000	312,500	\$10,969	-	-	\$35,969
Simon Gerard ²	5,312,500	\$425,000	5,312,500	\$186,469	625,000	\$50,000	\$661,469

Peter Rossdeutscher	-	-	-	-	625,000	\$50,000	\$50,000
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¹ Including Redorblack Pty Ltd.

² Including Madurta Pty Ltd and Gerard Private.

³ Amount referred to in this table relates to the valuation determined using the Black & Scholes Model. The value for the Company's accounting purposes is nil.

(h) **Remuneration of Directors**

The table below sets out the total remuneration paid or payable to Messrs Beissel, Tentori, Gerard and Rossdeutscher for the last financial year and the proposed remuneration for the current financial year, including superannuation entitlements.

Director	Financial year ended 30 June 2022	Current financial year
Simon Beissel	\$19,940 ¹	\$50,000 ¹
Jordan Tentori	\$277,510	\$303,875
Simon Gerard	\$0	\$50,000 ²
Peter Rossdeutscher	\$72,000	\$51,833 ³

¹ Mr Beissel is entitled to receive non-executive director fee of \$50,000 p.a. The amount shown in the above table includes Mr Beissel's entitlement to non-executive director fees for the year ending 30 June 2023; of which \$45,833 (for the period 1 August 2022 to 30 June 2023) is proposed to be settled via the issue of Director Fee Shares the subject of Resolution 8) in lieu of cash. The amount Mr Beissel was remunerated in financial year ended 30 June 2022 was \$50,000 pro-rata'd to his period of service from 7 February 2022 to 30 June 2022.

² The Board has resolved that effective from 1 August 2022 Mr Gerard shall be entitled to receive non-executive director fee of \$50,000 p.a. The amount shown in the above table includes Mr Gerard's entitlement of non-executive director fees for the year ending 30 June 2023; of which \$45,833 (for the period 1 August 2022 to 30 June 2023) is proposed to be settled via the issue of Director Fee Shares the subject of Resolution 9) in lieu of cash.

³ The Board has resolved that effective from 1 August 2022 Mr Rossdeutscher shall be entitled to receive non-executive director fee of \$50,000 p.a. (reduction from \$72,000 p.a.). The amount shown in the above table includes Mr Rossdeutscher's entitlement to non-executive director fees for the year ending 30 June 2023; of which \$45,833 (for the period 1 August 2022 to 30 June 2023) is proposed to be settled via the issue of Director Fee Shares the subject of Resolution 10) in lieu of cash.

(i) **Security interests of Directors**

The table below sets out the securities and rights in the Company in which Messrs Beissel, Tentori, Gerard and Rossdeutscher have a direct or indirect interest as at the Notice Date. The table does not include Placement Securities or Director Fee Shares proposed to be issued to the Related Parties subject to the Shareholder approval of the relevant Resolutions 4 to 10.

Director	Shares		Options		Performance Shares
	Direct	Indirect	Direct	Indirect	
Simon Beissel	-	213,334 ¹	-	-	-
Jordan Tentori	-	1,496,944 ²	-	666,667 ⁴	-

Director	Shares		Options		Performance Shares
	Direct	Indirect	Direct	Indirect	
Simon Gerard	-	25,695,843 ³	-	1,222,223 ^{4,5}	-
Peter Rossteutscher	244,445	-	55,556 ⁴	-	80,001

Notes:

1. Held by Shirley Road Custodians Pty Limited <Beissel Family Trust>.
2. Held by Jayteetee Pty Ltd <Tentori Family Trust> (83,334 Shares) and Redorblack Pty Ltd (1,413,610 Shares).
3. Held by Gerard Private Holdings (Finance) Pty Ltd (24,638,889 Shares) and Madurta Pty Ltd <S C Gerard Superannuation Fund> (1,056,954 Shares). Simon Gerard is a director of Gerard Private and ultimate controlling shareholder as to 60% of the shares in Gerard Private.
4. Options exercisable at \$0.45 each on or before 31 October 2023.
5. Held by Gerard Private Holdings (Finance) Pty Ltd (777,778 Options) and Madurta Pty Ltd <S C Gerard Superannuation Fund> (444,445 Options).

(j) **Voting interest and voting power of the Directors**

The table below sets out details of the respective voting interests of Messrs Beissel, Tentori, Gerard and Rossteutscher as at 24 August 2022 including how these interests may change upon the events specified in the table occurring, based on and assuming:

- (i) a total of 78,265,841 Shares on issue as at the Notice Date;
- (ii) a total of 84,515,841 Shares on issue after completion of the issue of 6,250,000 Tranche 2 Placement Shares (being the Director Placement Shares);
- (iii) a total of 86,390,841 Shares on issue assuming all 1,875,000 Director Fee Shares are issued;
- (iv) a total of 108,854,841 Shares on issue assuming all 12,937,500 Placement Options issued to Placement Participants, 2,962,500 Broker Options issued to the Lead Manager, and 6,250,000 Director Placement Options are exercised, and no other Shares are issued; and
- (v) a total of 123,527,546 Shares on issue assuming all existing Options, Performance Rights and Performance Shares are exercised or vest after the security issues noted above occur, and all existing Options and Performance Rights are exercised and vest at the same time (resulting in 14,986,705 Shares being issued).

Event	Shares held or received	Total Shares held after event	Total voting power after event (rounded)
Simon Beissel, Shirley Road Custodians Pty Ltd			
Existing Shares held	213,334	213,334	0.27%
Issue of Placement Shares	625,000	838,334	0.99%
Issue of Director Fee Shares	625,000	1,463,334	1.69%
Exercise of Placement Options	625,000	2,088,334	1.92%
Exercise of all existing Options, Performance Rights and Performance Shares	-	2,088,334	1.69%

Jordan Tentori, Redorblack Pty Ltd and Jayteetee Pty Ltd			
Existing Shares held	1,496,944	1,496,944	1.91%
Issue of Placement Shares	312,500	1,809,444	2.14%
Exercise of Placement Options	312,500	2,121,944	1.95%
Exercise of all existing Options, Performance Rights and Performance Shares	666,667	2,788,611	2.26%
Simon Gerard, Madurta Pty Ltd and Gerard Private			
Existing Shares held	25,695,843	25,695,843	32.83%
Issue of Placement Shares	5,312,500	31,008,343	36.69%
Issue of Director Fee Shares	625,000	31,633,343	36.62%
Exercise of Placement Options	5,312,500	36,945,843	34.04%
Exercise of all existing Options, Performance Rights and Performance Shares	1,222,223	38,168,066	30.90%
Peter Rossdeutscher			
Existing Shares held	244,445	244,445	0.31%
Issue of Director Fee Shares	625,000	869,445	1.01%
Exercise of all existing Options, Performance Rights and Performance Shares	135,557	1,005,002	0.81%

(k) **Dilution**

If Resolutions 4 to 10 are approved, a total of 6,250,000 Placement Shares, 6,250,000 Placement Options and 1,875,000 Director Fee Shares will be issued to Related Parties.

The issue of the Placement Shares and Director Fee Shares will dilute the shareholding interests of existing Shareholders by approximately 6.08% assuming that a total of 78,265,841 Shares before the issue of the 6,250,000 Director Placement Shares and 1,875,000 Director Fee Shares to Related Parties.

The grant of Placement Options will not dilute the shareholding interests of existing Shareholders unless and until they are exercised into fully paid ordinary Shares.

In that eventuality and assuming that after the issue of all Tranche 2 Placement Shares there are no further issues of equity securities by the Company, upon the exercise of the 6,250,000 Placement Options, shareholding interests of existing Shareholders will be diluted further by approximately 3.95%.

As an example, the following table indicates the dilution impacts of the issue of Director Placement Shares, Director Fee Shares, Director Placement Options (and exercise thereof), Placement Options (and exercise thereof), and Broker Options (and exercise thereof) on a shareholder that holds 1,000,000 shares:

	New Shares	Total Shares on Issue	Dilution Impact on existing shareholder (Example)	
	No.	No.	No.	% Interest
Current		78,265,841	1,000,000	1.28%
Issue of Director Placement Shares	6,250,000	84,515,841	1,000,000	1.18%
Issue of Director Fee Shares	1,875,000	86,390,841	1,000,000	1.16%
Issue of Director Placement Options	-	86,390,841	1,000,000	1.16%

Issue of Placement Options	-	86,390,841	1,000,000	1.16%
Issue of Broker Options	-	86,390,841	1,000,000	1.16%
Exercise of Director Placement Options	6,250,000	92,640,841	1,000,000	1.08%
Exercise of Placement Options	12,937,500	105,578,341	1,000,000	0.95%
Exercise of Broker Options	2,962,500	108,540,841	1,000,000	0.92%

(l) **Trading history**

The most recent available data concerning the price of the Company's Shares traded on ASX since 5 September 2021 (i.e. approximately 12 months from before the Notice Date) is summarised in the table below.

	High	Low	Last
Price	\$0.255	\$0.061	\$0.067
Date	19 October 2021	24 August 2022	2 September 2022

(m) **Directors' interests in the proposed resolution**

The Directors Simon Beissel, Jordan Tentori, Simon Gerard and Peter Rossdeutscher each have a material personal interest in the outcome of Resolutions 4 to 10.

(n) **Other information**

Other than as set out in this Explanatory Statement, the Directors do not consider there is any further information which the Shareholders would reasonably require in order to decide whether or not to approve Resolutions 4 to 10.

5.7 Directors' recommendations

Each recipient of Placement Securities contemplated by Resolutions 4 to 10 is a Related Party of the Company by virtue of being a Director or an associate of a Director of the Company. It should be noted that the Directors are not associates of each other.

Resolutions 4 to 7

Simon Beissel, Jordan Tentori and Simon Gerard each have a material personal interest in the outcome of Resolutions 4, 5, 6 and 7 respectively as it is proposed that Placement Securities be issued to them or their nominees if the relevant Resolution is passed. On the basis that each of these Director has a material personal interest in identical circumstances, these Directors consider it inappropriate to make any recommendation as to how Shareholders should vote on Resolutions 4 to 7.

These Directors note however the matters stated in Section 5.6.1 of this Explanatory Statement of the consequences for the Company if Resolutions 4 to 7 are passed, and the consequences if Resolutions 4 to 7 (or any of them) are not passed.

Peter Rossdeutscher does not a material personal interest in the outcome of Resolutions 4 to 7 and he recommends that, for the reasons stated in Section 5.6.1 of this Explanatory Statement, Shareholders vote in favour of Resolutions 4 to 7 to permit the Company to issue Placement Securities to Simon Beissel, Redorblack Pty Ltd, Madurata Pty Ltd and Gerard Private.

Resolutions 8 to 10

Simon Beissel, Simon Gerard and Peter Rossdeutscher each have a material personal interest in the outcome of the Resolutions 8, 9 and 10 respectively and as it is proposed that Director Fee Shares be issued to them or their nominees if the relevant Resolution is passed. On the

basis that each Director has a material personal interest in identical circumstances, these Directors consider it inappropriate to make any recommendation as to how Shareholders should vote on Resolutions 8, 9 and 10.

Jordan Tentori does not have a material personal interest in the outcome of Resolutions 8, 9 and 10 and he recommends that Shareholders vote in favour of Resolutions 8, 9 and 10 to permit the issue of Director Fee Shares in lieu of cash payment for Directors fees in order to preserve the Company's cash resources. If Resolutions 8 to 10 are not passed the Company will not be able to proceed with the issue of Director Fee Shares to the Non-Executive Directors and the Company will have to pay in cash \$150,000 for their services.

6. Resolution 11 – Approval to grant Broker Options to PAC Partners

6.1 Background

The Company has entered into an engagement agreement with PAC Partners under which PAC Partners agreed to act as lead manager to the Placement (**Lead Manager Engagement**).

Resolution 11 is an ordinary resolution seeking approval of Shareholders to grant up to 2,962,500 Broker Options to PAC Partners as part of the fees payable to PAC Partners under the Lead Manager Engagement.

6.2 Applicable Listing Rules

The effect of Listing Rule 7.1 is summarised at Section 3.1 above.

The issue of Placement Options does not fall within any of the exceptions to Listing Rule 7.1 It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To that end, Resolution 11 seeks the required Shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to proceed with the issue of Broker Options. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of the Broker Options and the Company may be required to pay PAC Partners a cash payment in lieu of the Broker Options.

6.3 Listing Rule information requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 11:

(a) **Names of persons being issued securities or basis on which they were identified**

The Broker Options are to be issued to PAC Partners and any nominee of PAC Partners.

(b) **Number and class of the securities to be issued**

Up to a maximum of 2,962,500 Broker Options.

(c) **If the securities are not fully-paid ordinary securities, a summary of the material terms of the securities**

The Broker Options will constitute a new class of security granted on the terms set out in Schedule 1.

(d) **The date of issue**

The Company anticipates that Broker Options will be issued shortly following the conclusion of the Meeting, and no later than 3 months after the date of the Meeting.

(e) **Price or consideration the Company will receive for the issue**

The Broker Options will be issued for nil cash consideration in consideration for services performed under the Lead Manager Engagement.

(f) **Purpose of the issue and intended use of funds**

The Broker Options are being issued in part-payment of fees payable to the Lead Manager for its services in respect of the Placement. No funds will be raised from the issue of the Broker Options.

If all 2,962,500 Broker Options are exercised, the Company will raise \$355,500 from the exercise of the Options.

(g) **Material terms of engagement agreement with Lead Manager**

Under the Lead Manager Engagement, the Lead Manager has been engaged on an exclusive basis to assist the Company where possible or requested in relation to introductions, co-ordination and advisory services for the Placement, including identifying and arranging investors to the Placement.

For performing these services, the Lead Manager has or will be paid the following amounts:

- (i) a selling and management fee equal to 6% (plus GST) on the gross proceeds of the Capital Raising, excluding proceeds from certain investors including the Related Parties identified in Resolutions 4 to 7;
- (ii) up to a maximum of 2,962,500 Broker Options.

6.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11 as it will enable the Company to grant the Broker Options in satisfaction obligations under the Lead Manager Engagement with PAC Partners.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	The Board of Directors of the Company.
Broker Options	An Option to be issued to the Lead Manager exercisable at \$0.12 each expiring 3 years from date of issue and on the terms stated in Schedule 1.
Business Day	A day: (a) that is a business day as defined in the Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
Capital Raising	The raising of \$1,535,000 million under the Placement (before costs).
Chairperson	The chair of the General Meeting.
Company	Zimi Limited (ACN 113 326 524).
Company Secretary	The company secretary of the Company.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Director Fee Shares	Has the meaning given to that term in Section 2.1.
Equity Securities	Has the meaning given to that term in the Listing Rules.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
Gerard Private	Gerard Private Holdings (Finance) Pty Ltd (ACN 603 283 085).
Lead Manager	PAC Partners, the lead manager to the Placement.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice Date	The date of the Notice of General Meeting.
Notice or Notice of General Meeting	The notice of general meeting which accompanies this Explanatory Statement.
Option	An option to acquire a Share.
Option Holder	The holder of an Option.
PAC Partners	PAC Partners Securities Pty Ltd (ACN 623 653 912)
Placement	The Tranche 1 Placement and the Tranche 2 Placement, pursuant to which the Company will issue a total of 19,187,500 Placement Shares and 19,187,500 Placement Options, to raise \$1,535,000 (before costs).
Placement Option	An Option to be issued under the Placement at \$0.12 each expiring 3 years from date of issue and on the terms stated in Schedule 1.

Placement Participant	A participant in the Placement.
Placement Share	A Share issued or to be issued under the Placement at \$0.08 per Share and Placement Shares means the total number of Shares issued the Placement.
Proxy Form	The proxy form accompanying the Notice.
Related Party	Has the meaning given to that term in the Listing Rules.
Resolution	A resolution set out in the Notice.
Section	A section of the Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share in the Company.
Tranche 1 Placement	The placement by the Company of 12,937,500 Shares issued at an issue price of \$0.08 each and 12,937,500 Placement Options, to non-Related Party sophisticated and professional investors, raising \$1,035,000 (before costs), as described in Section 1.1.
Tranche 1 Placement Participants	The persons identified in Section 1.1(a) of the Explanatory Statement to whom Tranche 1 Placement Shares were issued.
Tranche 1 Placement Shares	The 12,937,500 Shares issued under the Tranche 1 Placement.
Tranche 2 Placement	The placement by the Company of up to 6,250,000 Shares at an issue price of \$0.08 each and 6,250,000 Placement Options, to raise \$500,000 (before costs), as described in Section 1.1.
Tranche 2 Placement Participants	The persons to whom Tranche 2 Placement Securities are to be issued, being persons identified in Section 1.1(b) of the Explanatory Statement.
Tranche 2 Placement Securities	The Placement Shares and Placement Options to be issued under the Tranche 2 Placement.
VWAP	Volume weighted average price.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 - Terms of Placement Options and Broker Options

1. **Entitlement:** Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.
2. **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.
3. **Exercise price:** The exercise price of each Option is \$0.12 (**Exercise Price**).
4. **Expiry date:** Each Option may be exercised at any time before 5.00pm (WST) on the date that is 3 years from date issue (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
5. **Certificate or holding statement:** The Company must give the Option Holder a certificate or holding statement stating:
 - (a) the number of Options issued to the Option Holder;
 - (b) the Exercise Price of the Options; and
 - (c) the date of issue of the Options.
6. **Transfer:**
 - (a) Options are transferable, subject to applicable law.
 - (b) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - (i) a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
 - (c) An instrument of transfer of an Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
7. **Quotation of Options:** The Company will seek to apply to ASX for quotation of Options, and quotation remains subject to meeting ASX minimum listing requirements.
8. **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of Options.
9. **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding

Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.

10. **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.
11. **Reorganisation:**
 - (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
 - (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
 - (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.
12. **Exercise of Options:**
 - (a) To exercise Options, the Option Holder must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Options.
 - (b) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.
 - (c) Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
 - (d) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.
13. **Issue of Shares on exercise of Options:**
 - (a) Within five Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.

(b) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

14. **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday, 12 October 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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



Contact	Return your completed form			All enquiries to Automic		
	BY MAIL	IN PERSON	BY EMAIL	WEBSITE		
	Automic GPO Box 5193 Sydney NSW 2001	Automic Level 5, 126 Phillip Street Sydney NSW 2000	meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040	https://automic.com.au/		
				PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)		

STEP 1: Appoint Your Proxy	<p>Complete and return this form as instructed only if you do not vote online</p> <p>I/We being a Shareholder entitled to attend and vote at the General Meeting of Zimi Limited, to be held at 10.00 am (WST) on Friday, 14 October 2022 at HLB Mann Judd Level 4, 130 Stirling Street, Perth, WA, 6000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p>																							
	<table border="1" style="width: 100%; height: 20px;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>																							
<p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.</p>																								

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain	
	1.	Ratification of issue of 6,404,666 Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7.	Approval to issue Tranche 2 Placement Securities to a Related Party – Gerard Private Holdings (Financial) Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of issue of 6,532,834 Tranche 1 Placement Shares to Placement Participants under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8.	Approval to issue Director Fee Shares to a Related Party – Simon Beissel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval to issue 12,937,500 Placement Options to Placement Participants (non-Related Parties)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9.	Approval to issue Director Fee Shares to a Related Party – Peter Rosseutscher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval to issue Tranche 2 Placement Securities to a Related Party – Simon Beissel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10.	Approval to issue Director Fee Shares to a Related Party – Simon Gerard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval to issue Tranche 2 Placement Securities to a Related Party – Redorblack Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11.	Approval to issue Broker Options to Lead Manager to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval to issue Tranche 2 Placement Securities to a Related Party – Madurta Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<input style="width: 200px; height: 30px;" type="text"/>	<input style="width: 200px; height: 30px;" type="text"/>	<input style="width: 200px; height: 30px;" type="text"/>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<input style="width: 100%; height: 20px;" type="text"/>		
	Email Address:		
	<input style="width: 100%; height: 20px;" type="text"/>		
	Contact Daytime Telephone		
	<input style="width: 100%; height: 20px;" type="text"/>		
Date (DD/MM/YY)			
<input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/> / <input style="width: 30%; height: 20px;" type="text"/>			
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			