



Fatfish Group Limited

(ACN 004 080 460)
Level 4, 91 William Street
Melbourne VIC 3000
Australia

www.fatfish.co

28 April 2023

Fatfish Group Limited – Annual General Meeting

Dear Shareholder,

Fatfish Group Limited (ASX: FFG) (**Company**) will be holding its Annual General Meeting at Level 4, 91 William Street, Melbourne, Victoria 3000 on Wednesday, 31 May 2023 at 3:00pm (AEST) (**Meeting**).

Notice of Meeting

In accordance with recent amendments to the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice**) to shareholders unless a shareholder has previously requested a hard copy. Instead, a copy of the Notice is available on the Company's website at <https://fatfish.co/> and has also been lodged on the Company's ASX market announcements platform at www.asx.com.au (ASX: FFG).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice. In order to receive electronic communications from the Company in the future, please update your shareholder details by providing this to the Company at jiahui@dwaccounting.com.au.

The Notice is important and should be read in its 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. If you have any difficulties obtaining a copy of the Notice please contact the Company Secretary on +61 3 8611 5353 between 9:00am to 5:00pm (AEST) on Monday to Friday.

Voting

Shareholders are encouraged to vote by returning the proxy form attached to the Notice and this Letter, and in accordance with the instructions on the proxy form.

Your proxy voting instruction must be received by 3.00pm (AEST) on Monday, 29 May 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

All resolutions for the Meeting will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the Meeting.

Yours faithfully

Ms Jiahui Lan

Company Secretary
Fatfish Group Limited



APPOINTMENT OF PROXY FORM

FATFISH GROUP LIMITED
ACN 004 080 460

ANNUAL GENERAL MEETING

I/We

of:

SRN/HIN

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our 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, at the Meeting to be held at **3:00pm (AEST) on 31 May 2023 at Level 4, 91 William Street, Melbourne Vic 3000** and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Dato' Larry Nyap Liou Gan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Andrew Bruce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Commitment Shares	<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.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.



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If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

- (Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
- (Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
- (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 of the Shareholders should sign.
 - (Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - (Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation



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evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) **post to Fatfish Group Limited, PO Box 253 Collins Street West, VIC 8007;**
 - (b) **facsimile to the Company on facsimile number (+61 3) 8596 9967;**
 - (c) **in person to Level 4, 91 William Street, Melbourne; or**
 - (d) **by email to the Company Secretary at jiahui@dwaccounting.com.au,**

so that it is received not later than **3:00pm** (AEST) on **29 May 2023**.

Proxy Forms received later than this time will be invalid.

FATFISH GROUP LIMITED

ACN 004 080 460

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3:00pm (AEST)

DATE: Wednesday, 31 May 2023

PLACE: Level 4, 91 William Street, Melbourne Vic 3000

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

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 (3) 8611 5353.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at Level 4, 91 William Street, Melbourne Vic 3000 on Wednesday, 31 May 2023 at 3:00pm (AEST).

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 3:00pm (AEST) on 29 May 2023.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Fattfish Group Limited, PO Box 253, Collins Street West, VIC 8007;
- (b) email to jjahui@dwaccounting.com.au, or
- (c) in person to Level 4, 91 William Street, Melbourne, C/- DW Accounting & Advisory Pty Ltd,

so that it is received not later than 3:00pm (AEST) on 29 May 2023.

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and

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

Shareholders and their proxies should be aware that:

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

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company's auditor will be in attendance at the Annual General Meeting and will be available to answer questions in relation to the financial report and the audit conducted for the year ended 31 December 2022.

Questions may be sent to the Company Secretary by email at jiahui@dwaccounting.com.au prior to the meeting by those shareholders who cannot attend the meeting in person.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2022.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DATO' LARRY NYAP LIOU GAN

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

“That, for the purpose of clause 13.3(a) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dato' Larry Nyap Liou Gan, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR ANDREW BRUCE

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

“That, for the purpose of clause 13.1(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Andrew Bruce, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum”

5. RESOLUTION 5 – APPROVAL TO ISSUE COMMITMENT SHARES

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, approval is given for the Company to issue up to 136,363,636 Shares to Arena (and/or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Arena (or their nominees) 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 ordinary securities in the entity) or an associate of that persons or those persons.

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

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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

DATED: 26 APRIL 2023

BY ORDER OF THE BOARD



**MS JIAHUI LAN
FATFISH GROUP LIMITED
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held **Level 4, 91 William Street on Wednesday, 31 May 2022 at 3:00pm (AEST)**. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2022 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available for download from the Company's website at <http://www.fatfish.co>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report of the entity be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other key management personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

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

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy; then

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you ***do not*** direct the Chair how to vote, you ***must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You ***do not*** need to direct your proxy how to vote, and you ***do not*** need to tick any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DATO' LARRY NYAP LIOU GAN

3.1 General

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.3 of the Constitution provides that:

- (a) no director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the director's election, whichever is the longer, without submitting himself or herself for re-election;
- (b) there must be an election of directors at each annual general meeting. The director or directors to retire at each annual general meeting includes any one or more of the following as applicable:

- (i) any director required to submit for election due to holding office for 3 years or 3 annual general meetings following the director's election, whichever is the longer;
 - (ii) any director required to submit for election due to being appointed since the last annual general meeting;
 - (iii) a person standing for election as a new director; or
 - (iv) if no such persons are standing for election or re-election under Clauses 13(b)(i) to 13(b)(iii), then the director who has been in office the longest since last being elected;
- (c) the requirement to retire by rotation does not apply to the Managing Director; and
- (d) a Director who retires by rotation under Clause 13.3 of the Constitution is eligible for re-election.

Accordingly, Dato' Larry Nyap Liou Gan, who was previously re-elected on at the Company's annual general meeting held on 31 July 2020, retires and being eligible, seeks approval to be re-elected as a director.

3.2 Dato' Larry Nyap Liou Gan

Dato' Gan has been active in commerce and community work over a span of four decades.

He had a long association with Accenture with several global leadership roles, his last position as Managing Partner Asia and Managing Partner for the firm's multibillion-dollar Venture Fund for Australasia. Over a career span of 26 years, he led the firm's growth in Asia; consulted for many large organisations around the world including the internal transformation of the Accenture business, and was regional lead for the firm's Strategy and eCommerce offerings.

Dato' Gan is presently a strategic investor in digital enterprises, and operates an extensive business network of entrepreneurs, consulting professionals and investment funds. He mentors' start-ups and advocates disruptive business models. Alongside his investments, he assumes board roles in several publicly listed internet and technology companies.

3.3 Board recommendation

The Board (excluding Dato' Gan) recommends that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR ANDREW BRUCE

4.1 General

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Clause 13.3 of the Constitution provides that:

- (a) no director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the director's election, whichever is the longer, without submitting himself or herself for re-election;
- (b) there must be an election of directors at each annual general meeting. The director or directors to retire at each annual general meeting includes any one or more of the following as applicable:
 - (i) any director required to submit for election due to holding office for 3 years or 3 annual general meetings following the director's election, whichever is the longer;
 - (ii) any director required to submit for election due to being appointed since the last annual general meeting;
 - (iii) a person standing for election as a new director; or
 - (iv) if no such persons are standing for election or re-election under Clauses 13(b)(i) to 13(b)(iii), then the director who has been in office the longest since last being elected;
- (c) The requirement to retire by rotation does not apply to the Managing Director; and
- (d) A Director who retires by rotation under Clause 13.3 of the Constitution is eligible for re-election.

Mr Bruce was appointed as a Director by the Board on 12 January 2023. Mr Bruce therefore retires as a Director in accordance with Listing Rule 14.4 and the Constitution and seeks re-election at the Meeting.

4.2 Andrew Bruce

With over 30 years of experience, Mr Bruce helped pioneer the growth of the Australian and Asian technology and asset finance sectors. An early innovator in the market, Mr Bruce has a wealth of knowledge within telecommunications, cards, and asset-backed consumer and small business finance.

In Hong Kong, Mr Bruce worked at the forefront of the dot-com era, backing one of the early independent VOIP, bandwidth and data suppliers, as well as a technology backbone company involved in settling data exchange services. He was also a founding member of the HK- China Telecoms association.

Mr Bruce has acted as an advisor on IPOs, asset-backed financings, and Debt Capital Markets issues in China, Australia, London, the UAE, & Singapore. He has led investment and advisory transactions in e-commerce, edtech, consumer finance, and telecom infrastructure, alongside a multitude of other major projects across the resources, green energy, real estate, and mortgage sectors.

Mr Bruce began his career at Mobil Oil working on M&A opportunities and with its Aramco JV.

He has held subsequent roles as Director of Societe Generale Asia, and then Managing Director of Macquarie Group in Hong Kong. Following this, Mr Bruce was

the co-head of DB Zwirn and Company Asia, the former USD 12 billion fund focused on small and mid-sized alternative investments.

Prior to this, he co-founded boutique Chinese family office Chinaway Investments, with a focus on real estate and emerging technology companies.

Mr Bruce is currently an Investment Director of a private Singaporean investment advisory firm Caledonian Advisory Services, providing investment advice to institutional clients in America, UAE, Singapore, and Australia.

A seasoned Board member for both investee companies and in an independent capacity, Mr Bruce's qualifications include a BSc and an MBA. Mr. Bruce is also a Trustee and Board Member of medical charity Operation Smile, and is the Chair of its Finance and Admin committee.

4.3 Board recommendation

The Board (excluding Mr Bruce) recommends that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

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

However, under ASX Listing Rule 7.1A an eligible entity may seek Shareholder approval at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Capacity**).

An 'eligible entity' means an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at 19 April 2023, the Company is an "eligible entity" as it is not included in the S&P 300 Index and has a current market capitalization of approximately \$16,400,361 (based on the number of Shares on issue and the closing price of Shares on ASX on 19 April 2023).

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

This Resolution is a special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an eligible entity (including the Company) to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the fully paid ordinary shares (ASX Code: FFG).

The exact number of Equity Securities that the Company may issue under an approval in accordance with Listing Rule 7.1A will be calculated according to the following formula:

Where:

- A** is number of shares on issue at the commencement of the relevant period:
- (A) plus the number of fully paid shares issued in relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (B) plus the number of fully paid shares issued in relevant period on conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
 - (C) plus the number of fully paid shares issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
 - (1) the agreement was entered into before the commencement of the relevant period; or
 - (2) the agreement or issue was approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
 - (D) plus the number of partly paid shares that became fully paid in the relevant period;
 - (E) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rule 7.1 and 7.4;
 - (F) less the number of fully paid shares cancelled in the relevant period.

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

- D** is 10%.

- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by holders of ordinary securities under Listing Rule 7.4.

5.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Date of Issue (10% Placement Capacity Period)

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

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

(b) Minimum Price

The minimum price at which the Equity Securities may be issued under the 10% Placement Capacity is 75% of the volume weighted average price of Equity Securities in that same class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

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

(c) Use of funds raised under 10% Placement Capacity

The Company intends to use funds raised from issues of Equity Securities under the 10% Placement Capacity for advancing the Company's existing operations including the acquisition of assets and investments (including expenses associated with such an acquisition) and general working capital.

As at the date of this Notice, the Company has no specific purpose or investments in mind for the use of funds raised from issues of Equity Securities under the 10% Placement Capacity.

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

(d) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 19 April 2023.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 19 April 2023. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 19 April 2023.

Variable "A" in Listing Rule 7.1A.2	Shares Issued - 10% Voting Dilution	\$0.008	\$0.016	\$0.032
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Funds Raised				
Current Variable "A" 1,025,022,567 Shares	102,502,257 Shares	\$820,018	\$1,640,036	\$3,280,072
50% increase in current Variable "A" 1,537,533,851 Shares	153,753,386 Shares	\$1,062,310	\$2,124,620	\$4,249,240
100% increase in current Variable "A" 2,050,045,134 Shares	205,004,513 Shares	\$1,640,036	\$3,280,072	\$6,560,144

The table above uses the following assumptions:

1. There are currently 1,025,022,567 Share on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 19 April 2023.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule

7.2 or with approval under ASX Listing Rule 7.1.

5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 30 July 2021 (**Previous Approval**). The Company has not issued any Equity Securities pursuant to the Previous Approval.

The Company has not issued, or agreed to issue, any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.

(g) **Voting Exclusion Statement**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5.4 **Compliance with ASX Listing Rules 7.1A.4**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (a) state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- (b) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

6. **RESOLUTION 5 – APPROVAL TO ISSUE COMMITMENT SHARES**

6.1 **General**

On 5 April 2023, the Company announced that it had secured an equity line of credit (**ELOC**) of up to A\$8 million from US-based Arena Business Solutions Global SPC II, Ltd and its affiliates (**Arena**).

The ELOC may be drawn down in multiple tranches at the election of the Company at any point it requires capital over a 24 month period. The Company will seek Shareholder approval for the issue of Shares to Arena (at a purchase price determined in accordance with the ELOC) (**ELOC Shares**) before drawing down any funds under the ELOC. Fund raised from the issue of the ELOC Shares may be used as working capital for expansion of the Company's businesses and also be used to pare down debt positions of the Company. There is no guarantee that the ELOC will be fully drawn down. The ELOC will provide the Company with a source of funding when required.

A summary of the material terms and conditions of the ELOC are set out in Schedule 2.

The Company is required to issue (subject to Shareholder approval) A\$1.5 million worth of Shares to Arena as consideration for its commitments under the ELOC (**Commitment Shares**). No funds will be raised from the issue of the Commitment Shares.

The number of Commitment Shares to be issued will be determined based on the 10-day volume weighted average price (**VWAP**) of Shares prior to the issue of the Commitment Shares (**Closing Date**). Arena will be entitled to sell the Commitment Shares on-market (at its discretion) for the purpose of realising \$A1.5 million in cash. In the event that Arena is not able to realise A\$1.5 million from the sale of the Commitment Shares by 26 August 2023, the Company will be required to issue (subject to Shareholder approval) an additional A\$500,000 worth of Shares to Arena (and/or its nominees) no later than 31 December 2023 (**Additional Commitment Shares**). The Company is not currently seeking Shareholder approval for the issue of the Additional Commitments Shares but will seek such approval at a later date should it be required to issue the Additional Commitment Shares.

The table below shows the number of Commitment Shares that may be issued under Resolution 5 on the Closing Date based on certain VWAPs which (when multiplied by the number of Commitment Shares) equals A\$1.5 million.

10-day VWAP	\$0.011 (50% decrease)	\$0.017 (as at 19 April 2023)	\$0.026 (50% increase)
Maximum number of Commitment Shares the Company could issue on the Closing Date (rounded to the nearest whole number) pursuant to Resolution 5	136,363,636 Commitment Shares	88,235,294 Commitment Shares	57,692,308 Commitment Shares

Note: The 10-day WAP of Shares as at 19 April 2023 was \$0.017. The maximum number of Commitment Shares the Company is seeking Shareholder approval to issue within the 3-month period following the Meeting pursuant to Resolution 5 is 136,363,636 Commitment Shares based on a 10-day VWAP of \$0.011, which represents a 50% decrease to the 10-day VWAP as at 19 April 2023. The maximum number of Commitment Shares for which Shareholder approval is being sought pursuant to Resolution 5 is not intended to be a prediction of the actual number of Commitment Shares to be issued, rather, it is a ceiling for the purposes of Listing Rule 7.3.2. The Company notes that the above workings are an example only and the actual number of Shares issued on the Closing Date may differ due to changes in the 10-day VWAP on the Closing Date.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a maximum of 136,363,636 Commitment Shares. The number of Commitment Shares to be issued to Arena (and/or its nominees) will depend on the 10-day VWAP of Shares on the Closing Date.

6.2 Listing Rule 7.1

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

The proposed issue of Commitment Shares does not fit within any of the relevant exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval for the issue of the Commitment Shares under and for the purposes of Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of the Commitment Shares can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set up in Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Commitment Shares and Arena may elect to terminate the ELOC. In the event the ELOC is terminated, the Company will not have the flexibility to obtain funding pursuant to the ELOC when required and may need to seek alternative forms of funding. In addition, the time, resources and costs spent in relation to the ELOC cannot be recovered. The Company may enter into new rounds of negotiations with Arena and additional costs may incur.

6.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Commitment Shares will be issued to Arena (and/or its nominees). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Arena is not:
 - (i) a related party of the Company, a member of the Company's Key Management Personnel, currently a substantial holder of the Company, an adviser to the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issue capital of the Company;
- (b) the maximum number of Commitment Shares for which Shareholder approval is being sought to issue pursuant to Resolution 5 is 136,363,636. This number is not intended to be a prediction of the actual number of Commitment Shares to be issued, rather, it is a ceiling for the purposes of Listing Rule 7.3.2. The actual number of Commitment Shares to be issued will be based on the 10-day VWAP of Shares at the Closing Date. If the 10-day VWAP of Shares at the Closing Date is greater than \$0.011, the number of Commitment Shares to be issued will be less than 136,363,636;
- (c) the Commitment Shares will be fully paid ordinary shares that rank equally in all respects with the Company's existing Shares;
- (d) the Commitment Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that issue of the Commitment Shares will occur on one date;
- (e) the Commitment Shares will be issued for nil cash consideration as they are being issued as consideration for Arena's commitments under the ELOC. Accordingly, no funds will be raised from the issue of the Commitment Shares;
- (f) the purpose of the issue of the Commitment Shares is to satisfy the Company's obligations under the ELOC;
- (g) the Commitment Shares are being issued under the ELOC, a summary of which is set out in Schedule 2;

- (h) the Commitment Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice.

7. ENQUIRIES

Shareholders are required to contact Ms Jiahui Lan +61 (3) 8611 5353 if they have any queries in respect of the matters set out in these documents.

SCHEDULE 1 – GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.1.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting convened by this Notice of Annual General Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Fatfish Group Limited (ACN 004 080 460).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means the current directors of the Company.

AEST means Australian Eastern Standard Time.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or

indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the annual general meeting of Shareholders to which this Notice of Meeting relates.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2020.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

SCHEDULE 2 – SUMMARY OF TERMS OF ELOC

Issuer:	Fatfish Group Ltd (" Issuer ")
Investor:	Funds affiliated with Arena Business Solutions Global SPC II, Ltd. (" Investor ") and its affiliates through an Arena vehicle to be specified
Securities:	Common stock (to be issued at specified sum and in tranches at the election of the Company using the Drawdown Mechanic)
Funding Amount:	Up to A\$8 million
Interest	N/A
Term:	24 months following shareholder approval for the issue of the Commitment Shares
Commitment Shares	<p>As consideration for the Investor entering into the ELOC, the Issuer shall issue to the Investor A\$1.5 million equivalent worth of shares on or before 26 August 2023.</p> <p>The dollar value of the Commitment Shares shall be calculated based on the 10-day volume weighted average price of the Issuer's shares immediately preceding the Closing Date.</p> <p>If Investor has not realised A\$1.5 million in cash from the sale of the Commitment Shares by 26-Aug-23, then the Company shall (subject to shareholder approval) issue the Investor an additional A\$500k-equivalent worth of shares of the Company's Common Stock no later than 31-Dec-23.</p>
Drawdown Mechanic	<p>The Company may direct Investor to subscribe for shares in the Company under the ELOC that it specifies from time to time in a written notice, subject to satisfaction of the conditions in the ELOC.</p> <p>The Company intends to seek shareholder approval for a certain portion of the ELOC at certain shareholder meetings during the term of the ELOC to give it flexibility to draw down under the ELOC and raise funds from the issue shares to the Investor if it elects to do so.</p>

APPOINTMENT OF PROXY FORM

FATFISH GROUP LIMITED
ACN 004 080 460

ANNUAL GENERAL MEETING

I/We

of:

SRN/HIN

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our 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, at the Meeting to be held at **3:00pm** (AEST) on **31 May 2023** at **Level 4, 91 William Street, Melbourne Vic 3000** and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Dato' Larry Nyap Liou Gan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Andrew Bruce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Commitment Shares	<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.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Fatfish Group Limited, PO Box 253 Collins Street West, VIC 8007;
 - (b) facsimile to the Company on facsimile number (+61 3) 8611 5350
 - (c) in person to Level 4, 91 William Street, Melbourne; or
 - (d) by email to the Company Secretary at jjahui@dwaccounting.com.au,

so that it is received not later than **3:00pm** (AEST) on **29 May 2023**.

Proxy Forms received later than this time will be invalid.