

30 April 2025

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that the Annual General Meeting ('Meeting') of Shareholders of One Click Group Limited ('Company') will be held at Suite 7, 145 Stirling Highway, Nedlands WA 6009 at 11:30am (WST) on Friday, 30 May 2025.

The Notice of Meeting ('Notice') is available on the Company's ASX Announcement Platform at www2.asx.com.au (ASX:1CG). Hard copies of the Notice of Meeting are also available by request to the Company Secretary.

Personalised proxy form will be posted to all shareholders, unless you have elected to receive communications by email, in which case your personalised proxy form will be emailed to you.

All Shareholders are encouraged to participate in the Meeting by:

- (a) attending the Meeting in person and voting your Shares on Friday, 30 May 2025 at 11:30am (WST);
- (b) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 11:30am (WST) on 28 May 2025) either:
 - online at: www.investorvote.com.au; or
 - by post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001; or
 - by any other means permitted on the proxy form; and/or
- (c) lodging questions in advance of the Meeting by emailing the questions to the Company Secretary by no later than 23 May 2025.

For any additional information or requests in connection with the Notice or the AGM, please contact the Company Secretary via the details below:

- Phone: +61 8 9389 3160
- Email: tim@azc.com.au

Authorised for release by the Board of One Click Group Limited.

Yours sincerely,



Timothy Barker
Joint Company Secretary
One Click Group Limited

ONE CLICK GROUP LIMITED
ACN 616 062 072
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.30am (WST)
DATE: 30 May 2025
PLACE: Suite 7, 145 Stirling Highway
NEDLANDS WA 6009

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 28 May 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. 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 2024."

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NATHAN KERR

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 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Nathan Kerr, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – APPROVAL TO ISSUE PERFORMANCE RIGHTS – MARK WALLER

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 13,000,000 Performance Rights to Mark Waller (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion and a voting prohibition statement applies to this Resolution. Please see below.

6. RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS – NATHAN KERR

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 13,000,000 Performance Rights to Nathan Kerr (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion and a voting prohibition statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS – RUSSELL BASKERVILLE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000

Performance Rights to Russell Baskerville (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion and a voting prohibition statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS – WINTON WILLESEE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Performance Rights to Winton Willesee (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion and a voting prohibition statement applies to this Resolution. Please see below.

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>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:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (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 though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 4 – Approval to issue Performance Rights- Mark Waller</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Approval to issue Performance Rights – Nathan Kerr</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 6 – Approval to issue Performance Rights – Russell Baskerville</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

	<p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 7 – Approval to issue Performance Rights - Winton Willesee	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

Resolution 4 – Approval to issue Performance Rights- Mark Waller	Mark Waller (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Performance Rights – Nathan Kerr	Nathan Kerr (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Performance Rights – Russell Baskerville	Russell Baskerville (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Performance Rights - Winton Willesee	Winton Willesee (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9389 3160.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, 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 2024 together with the declaration of the Directors, the Directors' 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 on its website at <https://oneclickgroup.com.au/>.

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 to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on 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 votes cast are in favour of the Spill Resolution, the company must convene a shareholder 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 most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

2.3 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 Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – NATHAN KERR

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Nathan Kerr, having held office without re-election since 11 July 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Nathan Kerr is set out below.

Qualifications, experience and other material directorships	<p>As a national award-winning Business Development Manager, entrepreneur and finance professional, Mr Kerr's difference comes from his desire to create fuss-free financial products and services for everyone.</p> <p>Mr Kerr sits on a number of ATO national councils including the Practitioner Lodgement Services Working Group, the Tax Profession Digital Implementation Group and the Tax Practitioner Stewardship Group & BAS Agent Association Group. After working in banking and finance for over 10 years, Mr Kerr started up 'Just FSG' in 2012 to create a fuss-free accounting practice which provided quality service at an affordable price. He started the business under the Pop Up Tax Shop and Just FSG trading names from a small base in WA and grew it to a national presence lodging in excess of 15,000 individual tax returns a year and managing over 80 accountants.</p> <p>In December 2014, Mr Kerr exited Just FSG and Pop Up Tax Shop to establish the One Click brand. He has worked with the ATO to create the ultimate fuss-free accounting solutions and has been granted 3 patents for straight through processing of tax returns. In October 2018, proof of concept was established with the successful lodgement of data between One Click software and the ATO.</p>
Term of office	Mr Kerr has served as a Director since 11 July 2022.
Independence	If re-elected, the Board does not consider that Mr Kerr will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Kerr.
Board recommendation	Having received an acknowledgement from Mr Kerr that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Kerr since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Kerr) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Kerr will be elected to the Board as an executive Director.

If this Resolution is not passed, Mr Kerr will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

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.

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, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). As of the date of this Notice, the Company's market capitalisation is less than \$300,000,000. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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% capacity to issue Equity Securities without Shareholder approval 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.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for further development of the Company's technology platform and products, the acquisition of new businesses and assets with a strategic fit to the Company's core business (including expenses associated with such acquisitions, lodgement of patents, expansion of the Company's sales and marketing effort and general capital working requirements).

REQUIRED INFORMATION	DETAILS																																									
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 April 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" rowspan="4"></th> <th colspan="4" style="background-color: #002060; color: white;">Dilution</th> </tr> <tr> <th rowspan="3" style="background-color: #d9e1f2;">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th> <th rowspan="3" style="background-color: #d9e1f2;">Shares issued – 10% voting dilution</th> <th colspan="3" style="background-color: #d9e1f2;">Issue Price</th> </tr> <tr> <th style="background-color: #d9e1f2;">\$0.004</th> <th style="background-color: #d9e1f2;">\$0.007</th> <th style="background-color: #d9e1f2;">\$0.01</th> </tr> <tr> <th style="background-color: #d9e1f2;">50% decrease</th> <th style="background-color: #d9e1f2;">Issue Price</th> <th style="background-color: #d9e1f2;">50% increase</th> </tr> <tr> <th colspan="6" style="background-color: #d9e1f2;">Funds Raised</th> </tr> </thead> <tbody> <tr> <td style="background-color: #d9e1f2;">Current</td> <td style="background-color: #d9e1f2;">1,177,879,898 Shares</td> <td style="background-color: #d9e1f2;">117,787,989 Shares</td> <td style="background-color: #d9e1f2;">\$471,151</td> <td style="background-color: #d9e1f2;">\$824,515</td> <td style="background-color: #d9e1f2;">\$1,295,667</td> </tr> <tr> <td style="background-color: #d9e1f2;">50% increase</td> <td style="background-color: #d9e1f2;">1,766,819,847 Shares</td> <td style="background-color: #d9e1f2;">176,681,984 Shares</td> <td style="background-color: #d9e1f2;">\$706,727</td> <td style="background-color: #d9e1f2;">\$1,236,773</td> <td style="background-color: #d9e1f2;">\$1,943,501</td> </tr> <tr> <td style="background-color: #d9e1f2;">100% increase</td> <td style="background-color: #d9e1f2;">2,355,759,796 Shares</td> <td style="background-color: #d9e1f2;">235,575,979 Shares</td> <td style="background-color: #d9e1f2;">\$942,303</td> <td style="background-color: #d9e1f2;">\$1,649,031</td> <td style="background-color: #d9e1f2;">\$2,591,335</td> </tr> </tbody> </table> <p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p> <p>The table above uses the following assumptions:</p> <ol style="list-style-type: none"> There are currently 1,177,879,898 existing Shares on issue as at the date of this Notice. The issue price set out above is the closing market price of the Shares on the ASX on 16 April 2024 (being \$0.007) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the 			Dilution				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			\$0.004	\$0.007	\$0.01	50% decrease	Issue Price	50% increase	Funds Raised						Current	1,177,879,898 Shares	117,787,989 Shares	\$471,151	\$824,515	\$1,295,667	50% increase	1,766,819,847 Shares	176,681,984 Shares	\$706,727	\$1,236,773	\$1,943,501	100% increase	2,355,759,796 Shares	235,575,979 Shares	\$942,303	\$1,649,031	\$2,591,335
				Dilution																																						
				Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price																																				
						\$0.004	\$0.007	\$0.01																																		
		50% decrease	Issue Price			50% increase																																				
Funds Raised																																										
Current	1,177,879,898 Shares	117,787,989 Shares	\$471,151	\$824,515	\$1,295,667																																					
50% increase	1,766,819,847 Shares	176,681,984 Shares	\$706,727	\$1,236,773	\$1,943,501																																					
100% increase	2,355,759,796 Shares	235,575,979 Shares	\$942,303	\$1,649,031	\$2,591,335																																					

REQUIRED INFORMATION	DETAILS				
	<p>dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>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%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is a risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) 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.</p>				
<p>Allocation policy under 7.1A Mandate</p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate 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.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>				
<p>Previous approval under Listing Rule 7.1A.2</p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 23 May 2024 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 30 May 2024, the Company issued 75,979,347 Shares pursuant to the Previous Approval (Previous Issue), which represent 10.00% of the total diluted number of Equity Securities on issue in the Company on 23 May 2024, which was 759,793,478 Shares.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="528 1921 1390 2018"> <tr> <td data-bbox="528 1921 746 2018">Date of Issue and Appendix 2A</td> <td data-bbox="746 1921 1390 1973">Date of Issue: 25 October 2024</td> </tr> <tr> <td data-bbox="528 1973 746 2018"></td> <td data-bbox="746 1973 1390 2018">Date of Appendix 2A: 25 October 2024</td> </tr> </table>	Date of Issue and Appendix 2A	Date of Issue: 25 October 2024		Date of Appendix 2A: 25 October 2024
Date of Issue and Appendix 2A	Date of Issue: 25 October 2024				
	Date of Appendix 2A: 25 October 2024				

REQUIRED INFORMATION	DETAILS	
	Number and Class of Equity Securities Issued	75,979,347 Shares ²
	Issue Price and discount to Market Price¹ (if any)	\$0.0081 per Share (at a discount 37.69% to Market Price).
	Recipients	<p>Professional and sophisticated investors as part of a placement announced on 17 October 2024. The placement participants were identified through a bookbuild process, which involved Company and Euroz Hartleys seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the Previous Issue were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
	Total Cash Consideration and Use of Funds	<p>Amount raised: \$615,432.71</p> <p>Amount spent: Nil</p> <p>Use of funds: To continue to execute on its growth strategy including, but not limited to, marketing, funding of next day refunds, new product development and working capital.</p> <p>Amount remaining: \$615,432.71</p> <p>Proposed use of remaining funds:⁴ To continue to execute on its growth strategy including, but not limited to, marketing, funding of next day refunds, new product development and working capital.</p>
	<p>Notes:</p> <ol style="list-style-type: none"> 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: ICG (terms are set out in the Constitution). <p>This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</p>	
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. RESOLUTIONS 4 TO 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTIES

5.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 40,000,000 Performance Rights to Directors Mark Waller, Nathan Kerr, Russell Baskerville and Winton Willesee (the **Related Parties**) (or their respective nominee(s)) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
13,000,000	Mark Waller	4	The Company achieving a volume weighted average price equal to or greater than \$0.02 per Share over 30 consecutive trading days.	Three years from the date of issue.
13,000,000	Nathan Kerr	5	The Company achieving a volume weighted average price equal to or greater than \$0.02 per Share over 30 consecutive trading days.	Three years from the date of issue.
7,000,000	Russell Baskerville	6	The Company achieving a volume weighted average price equal to or greater than \$0.02 per Share over 30 consecutive trading days.	Three years from the date of issue.
7,000,000	Winton Willesee	7	The Company achieving a volume weighted average price equal to or greater than \$0.02 per Share over 30 consecutive trading days.	Three years from the date of issue.

5.2 Director Recommendation

Each of the Directors has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their respective nominee(s)) are to be issued Performance Rights should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires 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:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E 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 Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Performance Rights are set out in Section 5.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 40,000,000 which will be allocated are set out in the table included at Section 5.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights 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).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons:

REQUIRED INFORMATION	DETAILS															
	<p>(a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;</p> <p>(b) the issue to the Related Parties will align the interests of the recipient with those of Shareholders;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.</p>															
<p>Consideration of quantum of Securities to be issued</p>	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(c) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(d) the remuneration of the proposed recipients; and</p> <p>(e) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.</p>															
<p>Remuneration</p>	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="699 1496 1386 1776"> <thead> <tr> <th data-bbox="699 1496 930 1592">Related Party</th> <th data-bbox="930 1496 1161 1592">Current Financial Year ending 31 December 2025</th> <th data-bbox="1161 1496 1386 1592">Previous Financial Year ended 31 December 2024</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 1592 930 1637">Mark Waller</td> <td data-bbox="930 1592 1161 1637">\$265,094⁵</td> <td data-bbox="1161 1592 1386 1637">\$243,260¹</td> </tr> <tr> <td data-bbox="699 1637 930 1682">Nathan Kerr</td> <td data-bbox="930 1637 1161 1682">\$265,094⁶</td> <td data-bbox="1161 1637 1386 1682">\$251,704²</td> </tr> <tr> <td data-bbox="699 1682 930 1727">Russell Baskerville</td> <td data-bbox="930 1682 1161 1727">\$79,939⁷</td> <td data-bbox="1161 1682 1386 1727">\$76,144³</td> </tr> <tr> <td data-bbox="699 1727 930 1776">Winton Willesee</td> <td data-bbox="930 1727 1161 1776">\$57,939⁸</td> <td data-bbox="1161 1727 1386 1776">\$54,144⁴</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> <li data-bbox="699 1832 1394 1910">1. Comprising Mark Waller's salary and fees of \$199,333, a superannuation payment of \$22,425 and share-based payments of \$21,502. <li data-bbox="699 1921 1394 2000">2. Comprising Nathan Kerr's salary and fees of \$206,923, a superannuation payment of \$23,279 and share-based payments of \$21,502. <li data-bbox="699 2011 1394 2078">3. Comprising Russell Baskerville's salary and fees of 70,000 and share-based payments of \$6,144. 	Related Party	Current Financial Year ending 31 December 2025	Previous Financial Year ended 31 December 2024	Mark Waller	\$265,094 ⁵	\$243,260 ¹	Nathan Kerr	\$265,094 ⁶	\$251,704 ²	Russell Baskerville	\$79,939 ⁷	\$76,144 ³	Winton Willesee	\$57,939 ⁸	\$54,144 ⁴
Related Party	Current Financial Year ending 31 December 2025	Previous Financial Year ended 31 December 2024														
Mark Waller	\$265,094 ⁵	\$243,260 ¹														
Nathan Kerr	\$265,094 ⁶	\$251,704 ²														
Russell Baskerville	\$79,939 ⁷	\$76,144 ³														
Winton Willesee	\$57,939 ⁸	\$54,144 ⁴														

REQUIRED INFORMATION	DETAILS																																																		
	<p>4. Comprising Winton Willesee's salary and fees of \$48,000 and share-based payments of \$6,144.</p> <p>5. Comprising Mark Waller's salary and fees of \$217,455, a superannuation payment of \$25,551 and share-based payments of \$22,088.</p> <p>6. Comprising Nathan Kerr's salary and fees of \$217,455, a superannuation payment of \$25,551 and share-based payments of \$22,088.</p> <p>7. Comprising Russell Baskerville's salary and fees of 70,000 and share-based payments of \$9,939.</p> <p>8. Comprising Winton Willesee's salary and fees of \$48,000 and share-based payments of \$9,939.</p>																																																		
Valuation	The value of the Performance Rights and the pricing methodology is set out in Schedule 2.																																																		
Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="699 846 1385 1285"> <thead> <tr> <th>Related Party</th> <th>Shares</th> <th>Options</th> <th>Performance Rights</th> <th>Undiluted</th> <th>Fully Diluted</th> </tr> </thead> <tbody> <tr> <td>Mark Waller</td> <td>101,670,717</td> <td>48,704,551²</td> <td>6,300,000</td> <td>8.63%</td> <td>8.54%</td> </tr> <tr> <td>Nathan Kerr</td> <td>37,411,610</td> <td>17,679,013</td> <td>6,300,000</td> <td>3.18%</td> <td>3.35%</td> </tr> <tr> <td>Russell Baskerville</td> <td>71,080,664</td> <td>44,929,926</td> <td>1,800,000</td> <td>6.03%</td> <td>6.42%</td> </tr> <tr> <td>Winton Willesee</td> <td>12,000,000</td> <td>8,143,378</td> <td>1,800,000</td> <td>1.02%</td> <td>1.20%</td> </tr> </tbody> </table> <p>Post issue</p> <table border="1" data-bbox="699 1339 1385 1615"> <thead> <tr> <th>Related Party</th> <th>Shares</th> <th>Options</th> <th>Performance Rights</th> </tr> </thead> <tbody> <tr> <td>Mark Waller</td> <td>101,670,717</td> <td>48,704,551</td> <td>19,300,000</td> </tr> <tr> <td>Nathan Kerr</td> <td>37,411,610</td> <td>17,679,013</td> <td>19,300,000</td> </tr> <tr> <td>Russell Baskerville</td> <td>71,080,664</td> <td>44,929,926</td> <td>8,800,000</td> </tr> <tr> <td>Winton Willesee</td> <td>12,000,000</td> <td>8,143,378</td> <td>8,800,000</td> </tr> </tbody> </table>	Related Party	Shares	Options	Performance Rights	Undiluted	Fully Diluted	Mark Waller	101,670,717	48,704,551 ²	6,300,000	8.63%	8.54%	Nathan Kerr	37,411,610	17,679,013	6,300,000	3.18%	3.35%	Russell Baskerville	71,080,664	44,929,926	1,800,000	6.03%	6.42%	Winton Willesee	12,000,000	8,143,378	1,800,000	1.02%	1.20%	Related Party	Shares	Options	Performance Rights	Mark Waller	101,670,717	48,704,551	19,300,000	Nathan Kerr	37,411,610	17,679,013	19,300,000	Russell Baskerville	71,080,664	44,929,926	8,800,000	Winton Willesee	12,000,000	8,143,378	8,800,000
Related Party	Shares	Options	Performance Rights	Undiluted	Fully Diluted																																														
Mark Waller	101,670,717	48,704,551 ²	6,300,000	8.63%	8.54%																																														
Nathan Kerr	37,411,610	17,679,013	6,300,000	3.18%	3.35%																																														
Russell Baskerville	71,080,664	44,929,926	1,800,000	6.03%	6.42%																																														
Winton Willesee	12,000,000	8,143,378	1,800,000	1.02%	1.20%																																														
Related Party	Shares	Options	Performance Rights																																																
Mark Waller	101,670,717	48,704,551	19,300,000																																																
Nathan Kerr	37,411,610	17,679,013	19,300,000																																																
Russell Baskerville	71,080,664	44,929,926	8,800,000																																																
Winton Willesee	12,000,000	8,143,378	8,800,000																																																
Dilution	<p>If the Performance Rights issued under these Resolutions are exercised, a total of 40,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,177,879,898 (being the total number of Shares on issue as at the date of this Notice) to 1,217,879,898 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.28%, comprising 1.07% by Mark Waller, 1.07% by Nathan Kerr, 0.57% by Russell Baskerville and 0.57% by Winton Willesee.</p>																																																		

REQUIRED INFORMATION	DETAILS												
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1" data-bbox="699 286 1386 535"> <thead> <tr> <th data-bbox="699 286 836 338"></th> <th data-bbox="836 286 970 338">Price</th> <th data-bbox="970 286 1386 338">Date</th> </tr> </thead> <tbody> <tr> <td data-bbox="699 338 836 439">Highest</td> <td data-bbox="836 338 970 439">\$0.017</td> <td data-bbox="970 338 1386 439">3 July 2024; 4 July 2024; 8 July 2024 to 12 July 2024; 15 July 2024; 18 July 2024; 24 July 2024</td> </tr> <tr> <td data-bbox="699 439 836 488">Lowest</td> <td data-bbox="836 439 970 488">\$0.007</td> <td data-bbox="970 439 1386 488">30 April 2024</td> </tr> <tr> <td data-bbox="699 488 836 535">Last¹</td> <td data-bbox="836 488 970 535">\$0.007</td> <td data-bbox="970 488 1386 535">16 April 2025</td> </tr> </tbody> </table>		Price	Date	Highest	\$0.017	3 July 2024; 4 July 2024; 8 July 2024 to 12 July 2024; 15 July 2024; 18 July 2024; 24 July 2024	Lowest	\$0.007	30 April 2024	Last ¹	\$0.007	16 April 2025
	Price	Date											
Highest	\$0.017	3 July 2024; 4 July 2024; 8 July 2024 to 12 July 2024; 15 July 2024; 18 July 2024; 24 July 2024											
Lowest	\$0.007	30 April 2024											
Last ¹	\$0.007	16 April 2025											
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	Vesting Condition	The Performance Rights shall vest if the Company achieves a volume weighted average price equal to or greater than \$0.02 per Share over 30 consecutive trading days (Vesting Condition).
4.	Expiry Date	<p>The Performance Rights whether vested or unvested, will otherwise expire at 5:00 pm (WST) on the date that is 3 years from the date of issue (Expiry Date).</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.
7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	<p>Within five Business Days of conversion of the Performance Rights, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights. <p>If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Upon:</p> <ul style="list-style-type: none"> (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

		<ul style="list-style-type: none"> (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.</p>
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	Transferability	The Performance Rights are not transferable.
16.	Deferral of conversion if resulting in a prohibited acquisition of Shares	<p>If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:</p> <ul style="list-style-type: none"> (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and

		(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 4 to 7 have been valued by internal management.

Using a pricing model that incorporates a Monte Carlo simulation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

Assumptions:	
Valuation date	09/04/2025
Market price of Shares	0.8 cents
Expiry date (length of time from issue)	3 years
Risk free interest rate	3.246%
Volatility (discount)	75%
Indicative value per Performance Rights	0.0455 cents
Total Value of Performance Rights	\$182,000
- Mark Waller (Resolution 4)	\$59,150
- Nathan Kerr (Resolution 5)	\$59,150
- Russell Baskerville (Resolution 6)	\$31,850
- Winton Willesee (Resolution 7)	\$31,850

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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 chair of the 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 One Click Group Limited (ACN 616 062 072).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right that converts into a Share upon the satisfaction of a performance milestone.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 5.1.

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 2024.

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

Section means a section of the Explanatory Statement.

Security means a Share and/or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.



One Click Group Limited
ABN 52 616 062 072

1CG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (WST) on Wednesday, 28 May 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of One Click Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of One Click Group Limited to be held at Suite 7, 145 Stirling Highway, Nedlands, WA 6009 on Friday, 30 May 2025 at 11:30am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Nathan Kerr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Performance Rights - Mark Waller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue Performance Rights - Nathan Kerr	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to issue Performance Rights - Russell Baskerville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to issue Performance Rights - Winton Willesee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

1 CG

3 1 7 2 5 2 A



Computershare

