



STEMIFY Limited

ACN 009 256 535

NOTICE OF GENERAL MEETING

Date of Meeting:

19 March 2020

Time of Meeting:

10.00am (AWST)

Place of Meeting:

Country Women's Association of WA

1176 Hay Street

West Perth WA 6005

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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 2 8072 1400.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of STEMify Limited (**Company**) will be held at Country Women's Association of WA, 1176 Hay St, West Perth WA 6005 on 19 March 2020 at 10.00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 17 March 2020 at 7.00pm (AWST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 4.

AGENDA

1. Resolution 1 – Approval of sale of Business

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 11.2 and for all other purposes, approval is given for the sale of the Company's interest in the Business, being the main undertaking of the Company, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of BOXL and any other person who will obtain a material benefit as a result of the disposal of the Company's main undertaking (except a benefit solely by reason of being a Shareholder) or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

Dated 18 February 2020

BY ORDER OF THE BOARD

Maggie Niewidok
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Country Women's Association of WA, 1176 Hay St, West Perth WA 6005 on 19 March 2020 at 10.00am (AWST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

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

ASX takes no responsibility for the contents of this Notice.

2. Action to be taken by Shareholders

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

2.1 Proxies

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

Please note that:

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

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

3. Resolution 1 – Approval of sale of Business

3.1 General

As announced on 6 February 2020, the Company has entered into an asset purchase agreement (**Sale Agreement**) with BOXL to dispose of its Business (**Transaction**).

Listing Rule 11.2 requires a listed company to obtain the approval of its shareholders to a disposal of its main undertaking. The Transaction is a disposal of the Company's main undertaking for these purposes.

Resolution 1 seeks the required Shareholder approval to the Transaction under and for the purposes of Listing Rule 11.2. Even if Shareholder approval is obtained, there is no certainty that the Business will be disposed of, as the Sale Agreement is subject to other conditions precedent (see Section 3.4(c)).

If Resolution 1 is passed, the Company will be able to proceed with the Transaction and will dispose of its Business then look for other suitable assets which may be more accretive to Shareholder value in the current market. The Company's intentions should the Transaction proceed or not proceed are set out in Sections 3.6 and 3.10 respectively.

Shareholders should be aware that following the proposed disposal of the Company's main undertaking, the ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules pursuant to Listing Rule 11.1.3 and include a requirement for shareholder approval under Listing Rule 11.1.2 with respect to any future transaction the Company may enter into.

A disposal by a listed entity of its main undertaking can also raise issues under Listing Rule 12.1 and 12.2, which oblige a listed entity to satisfy ASX on an ongoing basis that the level of its operations is sufficient, and its financial condition adequate, to warrant the continued quotation of its securities. ASX will generally continue quotation of the Company's securities for up to six months from the date of the agreement to dispose of its main undertaking to allow the Company time to complete the disposal and to identify, and make an announcement of its intention to acquire, a suitable new business. There may be other reasons why ASX may suspend quotation of the Company's securities prior to the expiry of this six-month period.

Resolution 1 is an ordinary resolution.

3.2 Background on the Business

The Company is currently in the business of selling 3D printing hardware and the MyStemKits K-12 curriculum into the STEM education sector in various countries but principally in the USA (**Business**).

The Company has recently been focused on sales and marketing efforts in the K-12 STEM education market, principally in the USA, as a provider of hardware product (3D printers) and software (MyStemKits curriculum) bundled offerings to the STEM education market. The Company has also been focused on the streamlining of operations, which has reduced the operating costs of the Business. The Company's operating cash receipts (of 3D printer hardware and MyStemKits curriculum) for the 6 months ending 31 December 2019 (the first half of the 2020 financial year) were approx. US\$625,000 (AU\$914,000). Operating cash outflows for the same period were approx. US\$750,000 (AU\$1,100,000). All figures are unaudited.

The Directors believe the Transaction is in the best interests of Shareholder for a number of reasons, including as follows:

- (a) Since acquiring the Business, it has become apparent to the Company that the sales cycles in the STEM education sector are longer than expected and the Company has faced greater challenges to scale the Business than originally anticipated. While the Company is confident that the Business can be successfully scaled, the time and capital required to do so in the current STEM education market may be greater than anticipated. Further, any additional capital required to scale the Business may not be available at attractive (non-dilutive) terms to the Company. Accordingly, the Company is of the view that it is in the best interests of shareholders to dispose of the Business to BOXL at a price which represents a significant premium to the carrying value of the assets of the Business.

- (b) It has also become apparent to the Company that the Business is subject to greater seasonality than anticipated as a result of the discretionary nature of school budgets with respect to the Company's products, which are still new in nature. As a result, management is not able to forecast the future cash flows of the Business with a strong degree of confidence. The Company may require additional capital in the future to continue to operate the Business and such capital may not be available to the Company on attractive terms.
- (c) Through running the Business, the Company has noticed an increasing trend that schools are seeking a broader, multi product, solution for K-12 STEM education. The Company's bundled hardware (3D printers) and software (MyStemKits curriculum) products are only some of many STEM education products sold for the K-12 curriculum (note BOXL currently sells multiple other K-12 STEM products). This means the Company may be required to expand the existing product offerings of the Business in order to be competitive. Expanding the existing product offerings of the Business via a reseller model is likely to provide tighter margins than currently experienced by the Business. If this eventuates the profitability of the Business is likely to be negatively affected. Expanding existing product offerings via acquisitions to achieve optimal margins will require the Business to raise additional capital, which may not be available at attractive terms. Both scenarios present challenges for the Business.
- (d) The Company is experiencing increased anecdotal feedback from shareholders to find a less capital intensive, faster growing asset with exposure to other sectors which are currently outperforming the education sector. Disposing of the Business will provide the Company the opportunity to look for other suitable assets which may be more accretive to shareholder value in the current market.

3.3 Background on BOXL

BOXL is a leading provider of technology solutions for the global learning market, is listed on the NASDAQ (NASDAQ:BOXL) and generated revenue of US\$39.7m for the 12 months ended 30 September 2019. BOXL provides whole-class learning, small-group collaboration, formative assessment and STEM-based learning solutions to the global K-12 education market. These solutions include software and classroom technology that enable teachers to easily and effectively enhance student outcomes and build essential skills such as critical thinking, collaboration, communication, and creativity.

3.4 Material terms and conditions of the Sale Agreement

Under the Sale Agreement:

- (a) BOXL will acquire the Business by acquiring or assuming substantially all of the assets and liabilities comprising the Business from the Company. The assets being acquired by BOXL include all equipment and inventory, material contracts, licenses, accounts receivable after completion and intellectual property relating to the Business. The liabilities being assumed by BOXL include all payables and expenses with respect to the material contracts and licenses being assumed by BOXL from completion, and the accrued entitlements of certain employees transferring to BOXL at completion (approx. US\$25,000 at 31 December 2019). Assets excluded from the sale include existing and new accounts receivable of the Business up to completion (approx. US\$72,000 at 31 December 2019) and excluded liabilities include accrued entitlements of certain employees (approx. US\$3,000 at 31 December 2019) and other operational liabilities in the ordinary course of business (approx. US\$74,000 at 31 December 2019), which will be retained by the Company.
- (b) The consideration for the Transaction is US\$600,000 (**Consideration**) which will be paid as follows:
 - (i) US\$250,000 to be paid at completion of the Transaction (**Completion**); and

- (ii) US\$350,000 to be paid in four quarterly instalments following Completion commencing 28 April 2020. Interest will accrue at a rate of 7% per annum on this amount.

An adjustment to the Consideration payable by BOXL will be made at Completion to account for payables and expenses assumed by BOXL at Completion (approx. US\$25,000 at 31 December 2019).

- (c) The Transaction is conditional on the satisfaction of a number of conditions precedent by 31 March 2020. The conditions which remain outstanding at the date of this Notice include:
 - (i) The Company's existing licence agreement with the Florida State University Research Foundation Inc. being assigned to BOXL, with all future obligations to be assumed by BOXL for the remaining 4 years of that agreement;
 - (ii) BOXL assuming the obligation to make all future revenue share payments under the original MyStemKits purchase agreement to MyStemKits.com LLC (the original vendors of the Business into the Company); and
 - (iii) no material adverse changes with respect to the Business prior to Completion; and
 - (iv) the Company obtaining all necessary shareholder approvals, including approval under Listing Rule 11.2 (which is the subject of this Notice).
- (d) The maximum amount recoverable by either the Company from BOXL or by BOXL from the Company is an amount equal to the Consideration for the Transaction (other than to the extent of fraud or wilful deceit of the defaulting party).
- (e) The Company has given representations and warranties in favour of BOXL which are customary for a transaction of this nature.

3.5 Effect of the Transaction

Assuming the Proposed Transaction proceeds, it is expected that the cash position of the Company will be approx. AU\$1,500,000 following the upfront BOXL payment of US\$250,000 and payment of working capital liabilities incurred prior to completion. A further US\$350,000 will be received by the Company from BOXL in 4 equal quarterly payments in the year following completion (representing an additional approx. A\$520,000). As the operating assets of Business will have been acquired by BOXL, the Company does not expect any revenue in the June quarter and beyond if the Proposed Transaction proceeds. Operating costs associated with the Business will also cease.

A pro-forma statement of financial position of the Company showing the financial effect of the Transaction is set out in Schedule 1.

The principal effects of the Transaction on the Company's consolidated statement of financial position (as at 31 December 2019) are summarised as follows:

- the cash position of the Company will be approx. AU\$1,500,000 following the upfront BOXL payment of US\$250,000 and payment of working capital liabilities incurred prior to completion. A further US\$350,000 will be received by the Company from BOXL in 4 equal quarterly payments in the year following completion (representing an additional approx. A\$520,000);
- current assets will increase by approx. US\$480,000 (A\$688,000) comprised of the Consideration for the Transaction;
- non-current assets will decrease by approx. US\$15,000 (A\$21,000) comprised of the current carrying value of the fixed assets and plant & equipment of the Business;

- liabilities will decrease by approx. US\$25,000 (A\$36,000) due to the transfer of employee entitlements to BOXL for paid time off accrued to Ryan Legudi.; and
- total equity interests will increase by approx. US\$490,000 (A\$700,000).

The principal effects of the Transaction on the Company's consolidated statement of financial performance for the financial year ended 30 June 2020 will be as follows:

- as the operating assets of the Business will have been acquired by BOXL, the Company does not expect to generate revenues from operations or asset sales during the relevant period;
- expenditure will decrease by approximately US\$1.2 million (A\$1.6 million) per annum, comprised of the net effect of removing all operating costs associated with the Business; and
- net profit (loss) is expected to improve by approx. US\$350,000 (\$A500,000) as a result of the removal of the loss-making USA operations.

In addition to the above, the Company incur additional expenses related to investigating new opportunities, corporate and administration costs and ASX re-compliance costs.

The Transaction will not:

- impact the capital structure of the Company or have a dilutionary effect on the Shareholders; or
- result in any changes to the Board of the Company.

3.6 Intentions following Completion

Following Completion, the Company will assess other suitable assets with a view to maximising Shareholder value and will use the Consideration to contribute to funding such investigations including conducting due diligence and funding any re-compliance costs.

The Company's intended use of funds for the six months following Completion is as follows:

Cash on Completion	AU\$1,500,000
Deferred consideration to be received by the Company ⁽¹⁾	AU\$260,000
Total Cash following the Transaction	AU\$1,760,000
Costs of the Transaction	AU\$20,000
Corporate and Administration costs	AU\$240,000
Evaluation of new opportunities, ASX re-compliance costs and general working capital	AU\$1,500,000
Notes:	
(1) Representing US\$175,000 to be received by the Company from BOXL pursuant to the first two quarterly deferred consideration payments (which commence 28 April 2020). A further US\$175,000 will be received by the Company in additional deferred consideration payments from BOXL in the second half of the year following Completion.	

The above table is a statement of current intentions as at the date of this Notice. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcomes of the Company's activities including the investigation of new opportunities. In light of this, the Board reserves the right to alter the way the funds are applied.

3.7 Advantages of the Transaction

In addition to the rationale for the Transaction outlined in Section 3.2, the Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

- (a) the Consideration will provide capital to the Company which will be used to contribute to the funding required to sourcing and acquiring a suitable new business opportunity including conducting due diligence and ASX re-compliance costs (refer to the use of funds table in section 3.6 above for further details);
- (b) by disposing of the Business, the Company will reduce the ongoing cash outflows required to operate the Business (which is currently loss-making);
- (c) management of the Company will be able to focus on identifying and acquiring assets which may be more accretive to Shareholder value in the current market; and
- (d) the Transaction will provide capital to the Company with no dilutionary impact on Shareholders, in a current market environment where it is difficult to secure capital.

3.8 Disadvantages of the Transaction

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

- (a) the Company will not be able to derive any future potential benefit from the Business;
- (b) the Transaction involves the Company selling its major asset which may not be consistent with the investment objectives of all Shareholders;
- (c) following Completion, the Company will not have any active business operations. There is a risk that the Company may not be able to locate and acquire suitable new projects in a reasonable timeframe, or the timeframes required by the ASX; and
- (d) subject to the Company's further consultation in respect of any further asset acquisitions, there may be significant re-compliance costs associated with the acquisition of new assets and re-compliance with Chapter 1 and 2 of the Listing Rules.

3.9 Timetable

An indicative timetable for the Transaction is set out in the table below.

Event	Date
Enter Sale Agreement and ASX announcement	6 February 2020
Shareholder Meeting	19 March 2020
Completion of the Transaction	20 March 2020*

* Indicative date only. Completion is subject to satisfaction of all of the conditions precedent of the Sale Agreement (see Section 3.4(c) for further details).

3.10 Implications if the Transaction does not proceed

In the event that Resolution 1 is not passed, and/or for any other reason the Company does not dispose of the Business, the Company will, amongst other things:

- (a) maintain its focus on sales and marketing efforts in the K-12 STEM education market, principally in the USA, leading into the seasonal purchasing cycle for 2020; and

- (b) continue to explore strategic partnerships and business opportunities including acquisitions with other companies focused on the STEM education market in the USA.

3.11 Forward looking statements

The forward looking statements in this Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to the known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Explanatory Memorandum. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans', or similar expressions.

3.12 Board Recommendation

The Directors do not have any material interest in the outcome of Resolution 1.

Based on the information available, all of the Directors consider that the proposed disposal of the Business under the Sale Agreement is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 1.

4. Definitions

\$ means Australian Dollars.

AWST means Australia Western Time, being the time in Perth, Australia.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Business has the meaning given in Section 3.2.

Board means the board of Directors.

BOXL means Boxlight Corporation.

Chair means the chair of this Meeting.

Company means STEMify Limited ACN 009 256 535.

Constitution means the existing constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Transaction has the meaning given in Section 3.1.

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

Schedule 1 - Pro-Forma Balance Sheet

	Unaudited Management Accounts - Consolidated Balance Sheet	Adjustments	Pro-forma Balance Sheet
	31-Dec-19		31-Dec-19
Current Assets			
Cash and Cash Equivalents	1,423,272	848,961	2,272,233
Accounts Receivable	230,970	0	230,970
Inventory	60,446	(60,446)	0
Other current assets	121,095	(100,000)	21,095
Total current assets	1,835,782	688,515	2,524,297
Non-Current Assets			
Property, plant and equipment	56,377	(48,173)	8,204
Accumulated Depreciation	(32,833)	26,667	(6,166)
Goodwill	(0)	0	(0)
Intangible assets - Software	3,164	0	3,164
Accumulated Amortization	0	0	0
Total non-current assets	26,707	(21,505)	5,202
Total Assets	1,862,489	667,010	2,529,499
	-	-	-
Current Liabilities			
Trade and other payables (Note 1)	(658,540)	0	(658,540)
Borrowings	(163,024)	0	(163,024)
Employee benefits	(40,271)	0	(40,271)
Provisions	(76,054)	35,695	(40,359)
Other financial liabilities	0	0	0
Deferred Revenue	(169,674)	0	(169,674)
Total current liabilities	(1,107,564)	35,695	(1,071,870)
Trade and other payables (Note 1)	0	0	0
Borrowings	0	0	0
Total non-current liabilities	0	0	0
Total Liabilities	(1,107,564)	35,695	(1,071,870)
	0	0	0
Net Assets/(Liabilities)	754,925	702,704	1,457,630
Equity			
Issued Capital	(29,653,296)	0	(29,653,296)
Reserves	(1,933,395)	0	(1,933,395)
Accumulated losses	30,831,766	(702,704)	30,129,062
Total Equity	(754,925)	(702,704)	(1,457,630)

Basis of Preparation

The Directors of the Company are responsible for the preparation and presentation of the Financial Information. The above pro forma statement of financial position has been prepared in accordance with the ASIC Regulatory Guide 230 to Disclosing non-IFRS Financial Information (issued December 2011).

The pro forma statement of financial position has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position has been prepared using accounts which will be audited. The audited financial report is likely to contain an unmodified audit report with a material uncertainty paragraph relating to the consolidated entity's ability to continue as a going concern.

The pro forma statement of financial position is based on an abbreviated form insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act and has then been adjusted to reflect the following material transactions:

Pro-forma Adjustments

1. *Cash and cash equivalents*: Addition of the benefit of the total consideration of US\$600,000 (AU\$848,961) to be received by the Company from BOXL.
2. *Inventory*: Transfer of all inventory (AU\$60,466) from the Company to BOXL.
3. *Other current assets*: Transfer of carrying value of all assets acquired from Robo 3D (ABC), LLC sale of assets process from the Company to BOXL (AU\$100,000).
4. *Property, plant & equipment*: Transfer of small capital items plus the value of tooling and moulds from the Company to BOXL (AU\$48,173).
5. *Accumulated depreciation*: Transfer of accumulated depreciation for small capital items and tooling and moulds from the Company to BOXL (AU\$26,667).
6. *Provisions*: Transfer of accrued entitlements of certain employees of MyStemKits, Inc. transferring to BOXL at Completion (AU\$35,695).



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of STEMify Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **Country Women's Association of WA, 1176 Hay Street, West Perth WA 6005 on 19 March 2020 at 10.00am (AWST)** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

For Against Abstain*

1 Approval of sale of Business



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

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

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (AWST) on 17 March 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
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