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13 May 2020

Annual General Meeting – Important Information

In light of the current global outbreak of COVID-19, and the Australian Government's response in restricting gatherings and implementing social distancing requirements, HomeStay Care Limited (proposed to be renamed 'HSC Technology Group Ltd') (the **Company**) provides the following important information with respect to its Annual General Meeting to be held at 11.00am WST on 15 June 2020 (**AGM**).

The Company advises Shareholders that the AGM will proceed as scheduled at Consilium Corporate, Level 2, 22 Mount Street, Perth WA 6000, however, in order to facilitate undertaking of the AGM in a manner that is safe, inclusive, and cost effective, the Company discourages Shareholders from attending the AGM in person, and instead encourages Shareholders to participate in the AGM by voting on the resolutions by completion and return of a proxy form to the Company. Shareholders are reminded that all proxy forms must be received by the Company by no later than 11.00am WST on 13 June 2020.

The Chairman will be requiring a poll for all resolutions the subject of the AGM and all resolutions will therefore be decided only by proxy votes. No presentations or other Company updates will be provided at the physical meeting. The Company advises that its Directors, other than Ms Robinson, will not be in physical attendance and will instead be available via telephone as required. Questions on the Company's operations may be directed at any time to the Company, on the details provided below.

To assist the Company in complying with social distancing requirements, any Shareholder proposing to attend the AGM in person must register this intention with the Company by no later than 11.00am WST on Friday 12 June 2020.

The Company is committed to complying with Government requirements, and to ensuring the health and safety of its shareholders, employees and the community in which it operates. The Company appreciates the understanding of its shareholders. If there are any further changes to the arrangements for the AGM, an appropriate announcement will be made to the ASX providing further information.

This announcement has been approved for release by the Board of the Company.

For further information, please contact:

Melanie Ross
Company Secretary
Homestay Care Limited
+61 8 6188 8181
investor@homestay.care

Homestay Care Limited
ACN 111 823 762

Notice of Annual General Meeting

Notice is given that the Annual General Meeting will be held at:

Time: 11.00am WST
Date: Monday 15 June 2020
Place: Consilium Corporate
Level 2, 22 Mount Street
Perth WA 6000

Due to current COVID-19 restrictions, persons proposing to attend the Annual General Meeting in person must contact the Company by email at investor@homestay.care at least 3 Business Days prior to the Meeting, so that appropriate arrangements can be made.

Important

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional 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 11.00am WST on 13 June 2020.

Business of the Meeting

Agenda

1. Financial Statements and Reports

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2019, which includes the Financial Report, the Directors' 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 Annual Report for the financial year ended 31 December 2019."

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

Voting Prohibition Statement:

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

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

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

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

3. Resolution 2 – Re-election of Director – Shannon Robinson

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

"That, for the purposes of clause 14.2 of the Constitution, and for all other purposes, Shannon Robinson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. Resolution 3 – Election of Director – Graham Russell

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

"That, for the purposes of clause 14.4 of the Constitution, and for all other purposes, Graham Russell, a Director who was appointed as an additional Director on 3 December 2019, retires, and being eligible, is elected as a Director."

5. Resolution 4 – Ratification of prior issue of Shares under employment agreement – Daniel Linderman

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares to Shelley Anne Linderman <Linderman Family AA Trust> under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Shelley Anne Linderman <Linderman Family AA Trust>, Daniel Linderman, or any of their associates.

6. Resolution 5 – Ratification of prior issue of Shares under employment agreement – Aron Templeton

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares to Templeton Sweetwater Pty Ltd (ACN 613 269 257) under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Templeton Sweetwater Pty Ltd (ACN 613 269 257), Aron Templeton, or any of their associates.

7. Resolution 6 – Ratification of prior issue of Shares to creditors

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,000,000 Shares to creditors in lieu of payment of debts on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sevenspeed Pty Ltd, 708 Capital Pty Ltd, Consilium Corporate Advisory Pty Ltd, or any of their associates.

8. Resolution 7 – Ratification of prior issue of Shares to corporate advisor – Taylor Collison

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,000,000 Shares to Taycol Nominees Pty Ltd in accordance with a corporate advisory mandate with Taylor Collison Limited, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Taylor Collison Limited or Taycol Nominees Pty Ltd, or any of their associates.

9. Resolution 8 – Ratification of prior issue of Shares to investor relations advisor – Jane Morgan Management Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,200,000 Shares to Jane Morgan, in accordance with an investor relations mandate with Jane Morgan Management Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jane Morgan, Jane Morgan Management Pty Ltd, or any of their associates.

10. Resolution 9 – Approval to issue Performance Rights to Graham Russell

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 40,000,000 Performance Rights to Graham Russell (or his nominee/s), on the terms and conditions set out in the Explanatory Statement”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Graham Russell (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 Shares in the Company) or an associate of those persons.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (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.

However, the above prohibition does not apply if:

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

11. Resolution 10 – Approval to issue Performance Rights to Shannon Robinson

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 6,000,000 Performance Rights to Shannon Robinson (or her nominee/s), on the terms and conditions set out in the Explanatory Statement”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Shannon Robinson (or her 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 Shares in the Company) or an associate of those persons.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (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.

However, the above prohibition does not apply if:

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

12. Resolution 11 – Change of Company Name

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

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to “HSC Technology Group Ltd.”

13. Resolution 12 – Approval of 10% Issuance Capacity

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 Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 13 May 2020

By order of the Board

Melanie Ross

Company Secretary

Voting Exclusion Statements

Each Voting Exclusion Statement that applies to a Resolution as noted in the Agenda, does not apply to a vote cast in favour of that Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Attendance and voting in person

Due to current government guidelines regarding COVID-19, persons proposing to attend the Annual General Meeting in person must contact the Company by email at investor@homestay.care, at least 3 Business Days prior to the Meeting, so that appropriate arrangements can be made.

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:

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6188 8181.

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. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on the Company's website at <https://homestay.care/>.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions as permitted by the Corporations Act.

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 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

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

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 Director – Shannon Robinson

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Shannon Robinson, who has served as a Director since 13 November 2018, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Ms Robinson has over 10 years' international experience acting as a director or officer of ASX listed companies, more recently focusing on emerging technology companies. Ms Robinson specialises in providing corporate and strategic advice in relation to transaction structuring, business development, acquisitions and mergers, capital raisings and listing of companies on stock exchanges (ASX and AIM). Ms Robinson is an associate of the Australian Institute of Company Directors (AICD), an associate of the Governance Institute of Australia. Ms Robinson is also admitted to practice in Western Australia and the High Court.

Ms Robinson is not currently a director of any other ASX listed companies.

3.3 Independence

If elected the board does not consider that Ms Robinson will be an independent director as she is an executive Director.

3.4 Board recommendation

The Board supports the re-election of Ms Robinson and recommends that Shareholders vote in favour of Resolution 2 because the Board considers that the experience, expertise and skills of Ms Robinson assist the Board in fulfilling its responsibilities, and do and will continue to assist the Company in achieving growth and delivering value to Shareholders.

4. Resolution 3 – Election of Director – Graham Russell

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Graham Russell, having been appointed as Managing Director by other Directors on 3 December 2019 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Russell has over 25 years' experience in Systems Integration and Sensor technology solutions across all verticals of Healthcare, Utilities, Mining and Governments. Mr Russell is passionate about helping our older generation and persons with a disability stay independent, and pioneering the adoption of seamless technology solutions to help families, care providers and the elderly and disabled.

Mr Russell has been instrumental in developing and localising assistive technology that is a cost effective, scalable solution using Artificial Intelligence and an integrated IoT platform to detect health deterioration, fall alerts and provide early intervention, including the Essence Care@home solutions in the APAC region. Mr Russell currently works with numerous national aged care and disability providers, government, utility, and telecommunications companies throughout the Asia Pacific to transform their clients lives, connect with their families and provide operational efficiencies and financial returns to all involved.

Mr Russell was previously the CEO of the Ambush Group, a national Systems Integration business where he started on the tools as an electronics technician, installing and integrating solutions like Nurse Call, CCTV, Access Control, Security, WiFi, Internet, Fibre solutions, etc for Hospitals, Residential Aged Care, Councils, Financial and Government facilities.

Mr Russell does not currently hold any other material directorships.

4.3 Independence

If elected, the board does not consider that Mr Russell will be an independent director as he will be the Managing Director of the Company.

4.4 Other material information

The Company has conducted appropriate checks into Mr Russell's background and experience, and has satisfied itself that he is an appropriate candidate to put forward for election as a Director.

Mr Russell is the sole director of Automation Australia Pty Ltd, the counterparty to a licence agreement with the Company (refer to ASX announcement dated 3 December 2019), and will therefore not be involved in any Board discussions with respect to the same. Mr Russell. has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

4.5 Board recommendation

The Board supports the election of Mr Russell and recommends that Shareholders vote in favour of Resolution 3 because the Board considers that the experience, expertise and skills of Mr Russell assist the Board in fulfilling its responsibilities, and do and will continue to assist the Company in achieving growth and delivering value to Shareholders.

5. Resolution 4 – Ratification of prior issue of Shares under employment agreement – Daniel Linderman

5.1 General

On 12 December 2019, the Company's subsidiary, Home Service Solutions Pty Ltd (**Home Service Solutions**) entered into a letter of engagement with Mr Daniel Linderman for his appointment as the Company's National Operations and Sales Manager, on the following material terms:

- (a) Home Service Solutions agreed to pay or issue the following remuneration to Mr Linderman:

- (i) a salary of \$120,000 per annum (**Salary**) (plus superannuation). Subject to and upon the Company achieving certain financial and operational milestones, the Salary will increase to \$150,000 per annum; and
 - (ii) 20,000,000 Shares at a deemed issue price of \$0.005 per Share (**Linderman Shares**) (subject to Mr Linderman (or his nominee) entering into a voluntary escrow agreement with the Company whereby the Shares will be escrowed for a period of 12 months from the date of issue);
- (b) Mr Linderman is also entitled to be paid:
 - (i) sales commission in accordance with a sales commission structure set out in the agreement; and
 - (ii) a vehicle allowance per annum to compensate all costs associated with use of his own vehicle;
- (c) Home Service Solutions may pay to Mr Linderman a performance-based bonus over and above the Salary (including long-term and short-term incentives), taking into consideration the key performance indicators of Mr Linderman and Home Service Solutions;
- (d) either the Company or Mr Linderman may terminate the agreement at their discretion by giving the other party two months' written notice, or with immediate effect in certain extenuating circumstances; and
- (e) following any termination of the agreement, Mr Linderman is subject to a restraint provision considered standard for an agreement of this nature,

and the agreement is otherwise on terms and conditions considered standard for an agreement of this nature.

The Linderman Shares were issued out of the Company's existing placement capacity on 29 January 2020.

5.2 Effect of the Resolution

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Linderman Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**Placement Capacity**).

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Shareholders approve this Resolution, they will have ratified the issue of the Linderman Shares, and the issue of the Linderman Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval. If Shareholders do not approve this Resolution, the issue of the Linderman Shares will continue to use up a portion of the Company's current Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

5.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Shares were issued to Daniel Linderman's nominee, Shelley Anne Linderman <Linderman Family AA Trust>, who is not a related party of the Company;
- (b) 20,000,000 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares as well as being subject to voluntary escrow for a period of 12 months from the date of issue;
- (d) the Linderman Shares were issued on 29 January 2020;
- (e) the Linderman Shares were issued for nil cash consideration as part of Mr Linderman's remuneration package, at a deemed issue price of \$0.005 per Share;
- (f) the purpose of the issue of the Linderman Shares was to satisfy the Company's obligation to issue the Linderman Shares under the letter of engagement with Mr Linderman; and
- (g) the Linderman Shares were issued under the letter of engagement with Mr Linderman the material terms of which are set out in Section 5.1 above.

6. Resolution 5 – Ratification of prior issue of Shares under employment agreement – Aron Templeton

6.1 General

On 9 December 2019, the Company's subsidiary, Home Service Solutions, entered into a letter of engagement with Mr Aron Templeton for his appointment as the Company's Chief Information and Technology Officer, on the following material terms:

- (a) Home Service Solutions agreed to pay or issue the following remuneration to Mr Templeton:
 - (i) a salary of \$120,000 per annum (**Salary**) (plus superannuation). Subject to and upon the Company achieving certain financial and operational milestones, the Salary will increase to \$150,000 per annum; and
 - (ii) 20,000,000 Shares at a deemed issue price of \$0.005 per Share (**Templeton Shares**) (subject to Mr Templeton (or his nominee) entering into a voluntary escrow agreement with the Company whereby the Shares will be escrowed for a period of 12 months from the date of issue);
- (b) Home Service Solutions may pay to Mr Templeton a performance-based bonus over and above the Salary (including long-term and short-term incentives), taking into consideration the key performance indicators of Mr Templeton and Home Service Solutions; and
- (c) either the Company or Mr Templeton may terminate the agreement at their discretion by giving the other party between one and four weeks' written notice (depending on the length of continuous service of Mr Templeton),

and the agreement is otherwise on terms and conditions considered standard for an agreement of this nature.

The Templeton Shares were issued out of the Company's existing placement capacity on 28 January

2020.

6.2 Effect of the Resolution

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Templeton Shares.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 5.2.

If Shareholders approve this Resolution, they will have ratified the issue of the Templeton Shares, and the issue of the Templeton Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval. If Shareholders do not approve this Resolution, the issue of the Templeton Shares will continue to use up a portion of the Company's current Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

6.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Shares were issued to Aron Templeton's nominee, Templeton Sweetwater Pty Ltd (ACN 613 269 257), which is not a related party of the Company;
- (b) 20,000,000 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares as well as being subject to voluntary escrow for a period of 12 months from the date of issue;
- (d) the Templeton Shares were issued on 28 January 2020;
- (e) the Templeton Shares were issued for nil cash consideration as part of Mr Templeton's remuneration package, at a deemed issue price of \$0.005 per Share;
- (f) the purpose of the issue of the Templeton Shares was to satisfy the Company's obligation to issue the Templeton Shares under the letter of engagement with Mr Templeton; and
- (g) the Templeton Shares were issued under the letter of engagement with Mr Templeton, the material terms of which are set out in Section 6.1 above.

7. Resolution 6 – Ratification of prior issue of Shares to creditors

7.1 General

In January 2020, the Board resolved to issue the following securities in satisfaction of amounts owing to service providers of the Company:

- (a) 12,000,000 Shares at a deemed issue price of \$0.005 to 708 Capital Pty Ltd (or nominee) in lieu of payment of \$60,000 in corporate advisory fees owing to 708 Capital Pty Ltd for corporate advisory services and assistance with the capital raising undertaken in October 2019;
- (b) 2,000,000 Shares at deemed issue price of \$0.005 to Consilium Corporate Advisory Pty Ltd (or nominee) in satisfaction of professional fees of \$10,000 owing to Consilium Corporate Advisory Pty Ltd for company secretarial and accounting services provided to the Company; and

- (c) 5,000,000 Shares at a deemed issue price of \$0.005 to Fox Property (or nominee) in satisfaction of consultancy services fee of \$25,000 owing to Fox Property for consultancy services provided in relation to management of property leases to which the Company is a party,

(together, the **Creditor Shares**).

The Creditor Shares were issued out of the Company's existing placement capacity on 28 January 2020.

7.2 Effect of the Resolution

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Creditor Shares.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 5.2.

If Shareholders approve this Resolution, they will have ratified the issue of the Creditor Shares, and the issue of the Creditor Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval. If Shareholders do not approve this Resolution, the issue of the Creditor Shares will continue to use up a portion of the Company's current Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

7.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) a total of 19,000,000 Shares were issued to the following parties:
 - (i) 12,000,0000 Shares to 708 Capital Pty Ltd, which is not a related party of the Company;
 - (ii) 2,000,000 Shares to Consilium Corporate Advisory Pty Ltd, which is not a related party of the Company; and
 - (iii) 5,000,000 Shares to Sevenspeed Pty Ltd, nominee of Fox Property, neither of which are related parties of the Company;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Creditor Shares were issued on 28 January 2020;
- (d) the Creditor Shares were issued for nil cash consideration in lieu of payment of an aggregate amount of \$95,000 owing by the Company to service providers of the Company, at a deemed issue price of \$0.005 per Share;
- (e) the purpose of the issue of the Creditor Shares was to satisfy payment of amounts owing to service providers of the Company by the issue of Shares in lieu of payment of cash; and
- (f) the Creditor Shares were not issued under an agreement.

8. Resolution 7 – Ratification of prior issue of Shares to corporate advisor – Taylor Collison

8.1 General

On 28 January 2020, the Company issued 12,000,000 Shares at a deemed issue price of \$0.005 per Share pursuant to the terms of corporate and financial services mandate (**Mandate**) with Taylor Collison (**Taylor Collison Shares**). Under the terms of the Mandate, the Company has agreed to pay Taylor Collison \$5,000 per month (excluding GST), satisfied through the issue of Shares at a deemed issue price of \$0.005 per Share. The Mandate is for a minimum term of 6 months, at which time it will automatically terminate unless, prior to that date, both parties agree in writing to extend the engagement for an additional period of 6 months on the same terms (after which it will automatically terminate).

The Taylor Collison Shares were issued out of the Company's existing placement capacity.

8.2 Effect of the Resolution

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Taylor Collison Shares.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 5.2.

If Shareholders approve this Resolution, they will have ratified the issue of the Taylor Collison Shares, and the issue of the Taylor Collison Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval. If Shareholders do not approve this Resolution, the issue of the Taylor Collison Shares will continue to use up a portion of the Company's current Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

8.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Shares were issued to Taycol Nominees Pty Ltd (a nominee of Taylor Collison Limited), neither of whom are a related party of the Company;
- (b) 12,000,000 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Taylor Collison Shares were issued on 28 January 2020;
- (e) the Taylor Collison Shares were issued for nil cash consideration in satisfaction of fees owing under the Mandate, at a deemed issue price of \$0.005 per Share;
- (f) the purpose of the issue of the Taylor Collison Shares was to satisfy the Company's obligation to issue the Taylor Collison Shares under the Mandate; and
- (g) the Taylor Collison Shares were issued under the Mandate, the material terms of which are set out in Section 9.1.

9. Resolution 8 – Ratification of prior issue of Shares to investor relations advisor – Jane Morgan Management Pty Ltd

9.1 General

On 28 January 2020, the Company issued 1,200,000 Shares at a deemed issue price of \$0.005 per Share pursuant to an investor and media relations services agreement (**JMM Agreement**) with Jane Morgan Management Pty Ltd (**JMM**) (**JMM Shares**).

The JMM Agreement is for an initial term of 3 months and then continues on a month by month basis. Under the terms of the JMM Agreement, the Company agreed to issue to JMM \$2,000 worth of Shares per month for the initial term of 3 months at a deemed issue price of \$0.005 per Share.

The JMM Shares were issued out of the Company's existing placement capacity.

9.2 Effect of the Resolution

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the JMM Shares.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 5.25.1.

If Shareholders approve this Resolution, they will have ratified the issue of the JMM Shares, and the issue of the JMM Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increased ability to issue equity securities without seeking Shareholder approval. If Shareholders do not approve this Resolution, the issue of the JMM Shares will continue to use up a portion of the Company's current Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

9.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Shares were issued to Jane Morgan (a nominee of Jane Morgan Management Pty Ltd, neither of whom are a related party of the Company);
- (b) 1,200,000 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the JMM Shares were issued on 28 January 2020;
- (e) the JMM Shares were issued for nil cash consideration in satisfaction of an obligation to issue Shares under the JMM Agreement, at a deemed issue price of \$0.005 per Share;
- (f) the purpose of the issue of the JMM Shares was to satisfy the Company's obligation to issue the JMM Shares under the JMM Agreement; and
- (g) the JMM Shares were issued under the JMM Agreement, the material terms of which are set out in Section 9.1.

10. Resolution 9 – Approval to issue Performance Rights to Graham Russell

10.1 General

The Company proposes to issue to Mr Graham Russell (or his nominee/s), 40,000,000 Performance Rights as incentivised remuneration, as follows:

- (a) 10,000,000 Performance Rights that vest and become exercisable into Shares upon the 20-day volume weighted average price (**VWAP**) of Shares being at least \$0.01 per Share;
- (b) 15,000,000 Performance Rights that vest and become exercisable into Shares upon the 20-day VWAP of Shares being at least \$0.02 per Share;
- (c) 15,000,000 Performance Rights that vest and become exercisable into Shares upon the 20-day VWAP of Shares being at least \$0.03 per Share.

10.2 Chapter 2E of the Corporations Act

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 of the Performance Rights constitutes giving a financial benefit, and Mr Graham is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Russell, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights the subject of this Resolution because the agreement to issue the Performance Rights to Mr Russell is considered reasonable remuneration in the circumstances, and was negotiated on an arm's length basis.

10.3 ASX Listing Rule 10.11

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

- (a) a related party;
- (b) 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;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) above 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 of the Performance Rights the subject of this Resolution falls within ASX Listing Rule 10.11.1 (as set out in (a) above) and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

This Resolution seeks the required Shareholder approval for the issue of 40,000,000 Performance Rights to Mr Russell (or his nominee/s) as incentivised remuneration, under and for the purposes of Listing Rule 10.11. If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights the subject of this Resolution. If this Resolution is not passed, the Company will not be able to proceed with the issue of the Performance Rights the subject of this Resolution and will instead consider alternative remuneration options for Mr Russell.

10.4 Technical Information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Performance Rights will be issued to Graham Russell (or his nominee/s);
- (b) Mr Russell is a related party of the Company by virtue of being a Director;
- (c) the number of Performance Rights to be issued is 40,000,000;
- (d) the Performance Rights proposed to be issued are on the terms and conditions set out in Schedule 1;
- (e) the Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all of the Performance Rights will occur on the same date;
- (f) the Performance Rights will be issued for \$0.0001 per Performance Right for a total of \$4,000, which funds will be used for working capital;
- (g) the Performance Rights are being issued as part of Mr Russell's remuneration package. The Company has chosen to issue Performance Rights as part of Mr Russell's remuneration package in order to provide a performance linked incentive component, and to motivate and reward his performance in the achievement of the Vesting Conditions within the relevant time periods. This is also considered a cost-effective remuneration practice, and is considered reasonable given the Vesting Conditions will align the interests of Mr Russell with those of Shareholders;
- (h) Mr Russell's total current remuneration package is as follows:

Form of Remuneration	Value for FY Ending 31 December 2020
Salary	\$120,000 per annum
Superannuation	\$11,400 per annum
Performance Rights	\$155,000 ⁽ⁱ⁾
Total	\$286,400

- (i) 40,00,000 Performance Rights the subject of this Resolution, are valued based on an assumed Share price of \$0.006, using a risk free rate of 0.23% and a volatility rate of 100% (using a Monte Carlo valuation model);
- (i) the Performance Rights are not being issued under an agreement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Performance Rights to Mr Russell (or his nominee/s) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

11. Resolution 10 – Approval to issue Performance Rights to Shannon Robinson

11.1 General

The Company proposes to issue to Ms Shannon Robinson (or her nominee/s), 6,000,000 Performance Rights as incentivised remuneration for service provided to the Company to date, as follows:

- (a) 3,000,000 Performance Rights that vest and become exercisable into Shares upon the 20-day volume weighted average price (**VWAP**) of Shares being at least \$0.03 per Share; and
- (b) 3,000,000 Performance Rights that vest and become exercisable into Shares upon the 20-day VWAP of Shares being at least \$0.04 per Share.

11.2 Chapter 2E of the Corporations Act

A summary of section 208 of the Corporations Act is set out in Section 10.2.

The issue of the Performance Rights constitutes giving a financial benefit, and Ms Robinson is a related party of the Company by virtue of being a Director.

The Directors (other than Ms Robinson, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights because the agreement to issue the Performance Rights to Ms Robinson is considered reasonable remuneration in the circumstances, and was negotiated on an arm's length basis.

11.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 10.3.

The issue of the Performance Rights the subject of this Resolution falls within ASX Listing Rule 10.11.1 (as set out in 10.3(a) above) and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

This Resolution seeks the required Shareholder approval for the issue of 6,000,000 Performance Rights to Ms Robinson (or her nominee/s) as incentivised remuneration for additional services provided to the Company to date, under and for the purposes of Listing Rule 10.11. If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights the subject of this Resolution. If this Resolution is not passed, the Company will not be able to proceed with the issue of the Performance Rights the subject of this Resolution and will instead consider alternative remuneration options for Ms Robinson.

11.4 Technical Information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Performance Rights will be issued to Shannon Robinson (or her nominee/s);
- (b) Ms Robinson is a related party of the Company by virtue of being a Director;
- (c) the number of Performance Rights to be issued is 6,000,000;
- (d) the Performance Rights proposed to be issued are on the terms and conditions set out in

Schedule 2;

- (e) the Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all of the Performance Rights will occur on the same date;
- (f) the Performance Rights will be issued for \$0.0001 per Performance Right for a total of \$600, which funds will be used for working capital;
- (g) the Performance Rights are being issued as part of Ms Robinson's remuneration package and in compensation for service provided by Ms Robinson to the Company in her role, including assistance with additional compliance requirements in response to the increase in the Company's enterprise customer projects. The Company has chosen to issue Performance Rights as part of Ms Robinson's remuneration package in order to provide a performance linked incentive component, and to motivate and reward her performance in the achievement of the vesting conditions within the relevant time periods. This is also considered a cost-effective remuneration practice, and is considered reasonable given the vesting conditions will align the interests of Ms Robinson with those of Shareholders;
- (h) Ms Robinson's total current remuneration package is as follows:

Form of Remuneration	Value for FY Ending 31 December 2020
Salary	\$50,000 per annum
Superannuation	\$4,750 per annum
Performance Rights	\$11,700 ⁽ⁱ⁾
Total	\$66,450

- (i) 6,00,000 Performance Rights the subject of this Resolution, valued based on an assumed Share price of \$0.005, using a risk-free rate of 0.23% and a volatility rate of 100% (using a Monte Carlo valuation model);
- (i) the Performance Rights are not being issued under an agreement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Performance Rights to Ms Robinson (or her nominee/s) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

12. Resolution 11 – Change of Company name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to HSC Technology Group Ltd.

If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects the operations of the Company.

13. Resolution 12 – Approval of 10% Issuance Capacity

13.1 General

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

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

An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 12 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval (**Additional Issuance Capacity**).

If Resolution 12 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 12. The Board unanimously recommend that Shareholders vote in favour of Resolution 12.

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

13.2 Description of ASX Listing Rule 7.1A

(a) Securities which may be issued under the Additional Issuance Capacity

Under the Additional Issuance Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: HSC).

(b) Minimum issue price

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

(c) Period for which approval will be valid

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

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

(Additional Issuance Period).

(d) Dilution risks

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 12 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a discount to the market price for those Equity Securities on the issue date,

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

The below table shows the potential dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 22 April 2020.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 22 April 2020. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 22 April 2020.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.003 50% decrease in Issue Price	\$0.006 Issue Price	\$0.009 50% increase in Issue Price
1,675,386,397 (Current Variable A)	Shares issued - 10% voting dilution	167,538,640 Shares	167,538,640 Shares	167,538,640 Shares
	Funds Raised	\$502,616	\$1,005,232	\$1,507,848

2,513,079,596 (50% increase in Variable A)	Shares issued – 10% voting dilution	251,307,960 Shares	251,307,960 Shares	251,307,960 Shares
	Funds Raised	\$753,924	\$1,507,848	\$2,261,772
3,350,772,794 (100% increase in Variable A)	Shares issued – 10% voting dilution	335,077,279 Shares	335,077,279 Shares	335,077,279 Shares
	Funds Raised	\$1,005,232	\$2,010,464	\$3,015,696

*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.

The table above uses the following assumptions:

1. There are currently 1,675,386,397 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 22 April 2020.
3. The Company issues the maximum possible number of Equity Securities under the Additional Issuance Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Issuance Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

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

(e) **Purpose of issues under Additional Issuance Capacity**

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure requirements of ASX Listing Rule 7.1A.4 on issue of any Equity Securities pursuant to the approval sought by Resolution 12.

(f) **Allocation policy under Additional Issuance Capacity**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets.

(g) **Previous issues under the Additional Issuance Capacity**

The Company has not issued or agreed to issue any Equity Securities under a previous Additional Issuance Capacity in the 12 months prior to the date of the Meeting.

13.3 Voting exclusion

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity, and a voting exclusion statement is therefore not included in this Notice.

Glossary

\$ means Australian dollars.

Additional Issuance Capacity has the meaning given in Section 13.1.

Annual General Meeting or **Meeting** means the annual general meeting of the Company convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2019.

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.

ASX Listing Rules means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report

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.

Cleansing Prospectus means the Cleansing Prospectus released by the Company on its ASX platform on 29 January 2020.

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 Homestay Care Limited (ACN 111 823 762).

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

Essence APAC means Automation Australia Pty Ltd (ABN 13 166 294 908) trading as Essence APAC.

Explanatory Statement means the explanatory statement accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

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

Option means an option to acquire a Share.

Performance Rights means performance rights in the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report.

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.

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

Shareholder means a registered holder of a Share.

Taylor Collison means Taylor Collison Limited.

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

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

Schedule 1 – Terms and Conditions of Performance Rights to be issued to Graham Russell

(a) Grant Price

Each Performance Right will be granted by the Company for \$0.0001 per Performance Right.

(b) Rights

- (i) The Performance Rights do not carry any voting rights in the Company.
- (ii) The Performance Rights confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders.
- (iii) Holders of Performance Rights have the right to attend general meetings of shareholders.
- (iv) The Performance Rights do not entitle the holder to any dividends.
- (v) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (vi) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (vii) The Performance Rights do not confer the right to participate in new issues of securities such as entitlement issues.
- (viii) If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had been exercised before the record date for the bonus issue. A Performance Right otherwise does not confer the right to a change in the number of underlying securities over which the Performance Right can be exercised.
- (ix) If at any time the issued capital of the Company is reorganised, the Performance Rights are to be treated in the manner required to comply with the Listing Rules. In addition, the VWAP within each Vesting Condition will be adjusted so that the Holder does not receive a benefit as a result of the reorganisation.
- (x) The Performance Rights give 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 and conditions.

(c) Exercise

- (i) Subject to clause (c)**Error! Reference source not found.** below, a class of Performance Rights (**Class**) immediately vests and becomes exercisable by the holder into Shares (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice

(**Vesting Notice**) to the holder that the Company has satisfied the relevant condition set out below (**Vesting Condition**):

- A. 10,000,000 Performance Rights upon the 20-day volume weighted average price (**VWAP**) of Shares being at least \$0.01 per Share;
- B. 15,000,000 Performance Rights upon the 20-day VWAP of Shares being at least \$0.02 per Share;
- C. 15,000,000 Performance Rights upon the 20-day VWAP of Shares being at least \$0.03 per Share,

within 2 years from the date of issue of the Performance Rights.

- (ii) In order to exercise a Class into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares. A Class may only be exercised into Conversion Shares once.
- (iii) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (iv) The Company must issue Conversion Shares in the name of the holder (or its nominee) within 7 days of receiving a valid Exercise Notice.
- (v) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.
- (vi) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow.

(d) Expiry

- (i) Despite any other provision, any Performance Rights which have not been validly exercised into Conversion Shares on or before the earlier of:
 - A. the date that the holder ceases to be engaged for services by the Company in any capacity; and
 - B. the date that is 5 years from the date that the Performance Rights are issued,will automatically be deemed to be cancelled by the Company for nil cash consideration.

(e) Transferability

The Performance Rights are not transferable.

(f) Compliance with Corporations Act, Listing Rules and Constitution

- (i) Despite anything else contained in these terms and conditions, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (ii) Nothing contained in these terms and conditions prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.
- (iii) If the Corporations Act, Listing Rules or Constitution conflict with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.
- (iv) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

(g) Change of Control Event

- (i) A change of control event (**Change of Control Event**) occurs where:
 - A. an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - B. the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed 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.
- (ii) If a Change of Control Event occurs, the Company may in its sole and absolute discretion, and subject to the Listing Rules and clause (g)(iii) below, determine how unvested Performance Rights will be treated, including but not limited to determining that unvested Performance Rights (or a portion of unvested Performance Rights) will become immediately exercisable into Conversion Shares with such exercise deemed to have taken place immediately prior to the effective date of the Change of Control Event.
- (iii) The total number of Conversion Shares issued under clause (g)(ii) above must not exceed 10% of the issued ordinary capital of the Company as at the date of exercise. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each Holder. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.
- (iv) Whether or not the Company determines to accelerate the vesting of any Performance Rights, the Company must give written notice of any proposed Change of Control Event to the holder.

Schedule 2 – Terms and Conditions of Performance Rights to be issued to Shannon Robinson

(a) Grant Price

Each Performance Right will be granted by the Company for \$0.0001 per Performance Right.

(b) Rights

- (i) The Performance Rights do not carry any voting rights in the Company.
- (ii) The Performance Rights confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders.
- (iii) Holders of Performance Rights have the right to attend general meetings of shareholders.
- (iv) The Performance Rights do not entitle the holder to any dividends.
- (v) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (vi) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (vii) The Performance Rights do not confer the right to participate in new issues of securities such as entitlement issues.
- (viii) If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had been exercised before the record date for the bonus issue. A Performance Right otherwise does not confer the right to a change in the number of underlying securities over which the Performance Right can be exercised.
- (ix) If at any time the issued capital of the Company is reorganised, the Performance Rights are to be treated in the manner required to comply with the Listing Rules. In addition, the VWAP within each Vesting Condition will be adjusted so that the Holder does not receive a benefit as a result of the reorganisation.
- (x) The Performance Rights give 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 and conditions.

(c) Exercise

- (i) Subject to clause (c) **Error! Reference source not found.** below, a class of Performance Rights (**Class**) immediately vests and becomes exercisable by the holder into Shares (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice

(**Vesting Notice**) to the holder that the Company has satisfied the relevant condition set out below (**Vesting Condition**):

- D. 3,000,000 Performance Rights upon the 20-day volume weighted average price (**VWAP**) of Shares being at least \$0.03 per Share;
- E. 3,000,000 Performance Rights upon the 20-day VWAP of Shares being at least \$0.04 per Share,

within 2 years from the date of issue of the Performance Rights.

- (ii) In order to exercise a Class into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class into the Conversion Shares. A Class may only be exercised into Conversion Shares once.
- (iii) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms and conditions will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (iv) The Company must issue Conversion Shares in the name of the holder (or its nominee) within 7 days of receiving a valid Exercise Notice.
- (v) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.
- (vi) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow.

(d) Expiry

- (i) Despite any other provision, any Performance Rights which have not been validly exercised into Conversion Shares on or before the earlier of:
 - A. the date that the holder ceases to be engaged for services by the Company in any capacity; and
 - B. the date that is 5 years from the date that the Performance Rights are issued,will automatically be deemed to be cancelled by the Company for nil cash consideration.

(e) Transferability

The Performance Rights are not transferable.

(f) Compliance with Corporations Act, Listing Rules and Constitution

- (i) Despite anything else contained in these terms and conditions, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (ii) Nothing contained in these terms and conditions prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.
- (iii) If the Corporations Act, Listing Rules or Constitution conflict with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.
- (iv) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

(g) Change of Control Event

- (i) A change of control event (**Change of Control Event**) occurs where:
 - A. an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - B. the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed 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.
- (ii) If a Change of Control Event occurs, the Company may in its sole and absolute discretion, and subject to the Listing Rules and clause (g)(iii) below, determine how unvested Performance Rights will be treated, including but not limited to determining that unvested Performance Rights (or a portion of unvested Performance Rights) will become immediately exercisable into Conversion Shares with such exercise deemed to have taken place immediately prior to the effective date of the Change of Control Event.
- (iii) The total number of Conversion Shares issued under clause (g)(ii) above must not exceed 10% of the issued ordinary capital of the Company as at the date of exercise. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each Holder. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.
- (iv) Whether or not the Company determines to accelerate the vesting of any Performance Rights, the Company must give written notice of any proposed Change of Control Event to the holder

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

Holder Number:

Vote by Proxy: HSC

Your proxy voting instruction must be received by **11.00am (WST) on Saturday, 13 June 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



