
ADVERTITAS LIMITED

ACN 156 377 141

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00am (WST)

DATE: Friday, 11 September 2020

PLACE: Technology Park Function Centre
2 Brodie Hall Drive, Bentley, Western Australia

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 5.00pm (WST) on 9 September 2020.

BUSINESS OF THE MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the shareholders of Adveritas Limited (ACN 156 377 141) (Company) will be on Friday, 11 September 2020 at 9.00am (WST) at the Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia for the purpose of transacting the following business (Meeting).

Special note: If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held and as to whether shareholders will still be able to attend in person and participate in the usual way.

AGENDA

RESOLUTION 1: APPROVAL OF PARTICIPATION OF MARK MCCONNELL IN PLACEMENT

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

"That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 26,666,667 Shares to Mr Mark McConnell (or his nominee) at an issue price of \$0.075 per Share, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour on this Resolution by or on behalf of Mr Mark McConnell or an associate of Mr McConnell (or their nominees) and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of Shares). However, this does not apply to a vote cast in favour of 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 the 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.

RESOLUTION 2: ISSUE OF PERFORMANCE RIGHTS TO MR MATHEW RATTY

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, approval is given for the Company to issue 4,500,000 Performance Rights to Mr Mathew Ratty (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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.

Provided the Chair is not a Resolution 2 excluded party, 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.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Ratty (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to 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 this 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 this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 3: APPROVAL FOR THE ISSUE OF OPTIONS TO STEPHEN BELBEN

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, approval is given for the Company to issue 1,250,000 Options to Mr Stephen Belben (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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.

Provided the Chair is not a Resolution 3 excluded party, 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.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Stephen Belben (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to 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 this 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 this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4: APPROVAL FOR THE ISSUE OF OPTIONS TO RENAUD BESNARD

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, approval is given for the Company to issue 1,250,000 Options to Mr Renaud Besnard (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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. Provided the Chair is not a Resolution 4 excluded party, 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.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Renaud Besnard (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to 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 this 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 this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5: APPROVAL FOR THE ISSUE OF OPTIONS TO ANDREW STOTT

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, approval is given for the Company to issue 1,250,000 Options to Mr Andrew Stott (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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.
- Provided the Chair is not a Resolution 5 excluded party, 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.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Andrew Stott (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
 - (b) an associate of that person or those persons.
- However, this does not apply to 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 this 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 this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 6: APPROVAL FOR THE ISSUE OF OPTIONS TO MARK MCCONNELL

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, approval is given for the Company to issue 1,250,000 Options to Mr Mark McConnell (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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. Provided the Chair is not a Resolution 6 excluded party, 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.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Mr Mark McConnell (and his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to 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 this 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 this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 6 August 2020

By order of the Board



Susan Hunter
Company Secretary

NOTES

Shareholders are encouraged to complete and lodge proxies for the Meeting in the manner described below.

All voting will be conducted on a poll.

VOTING INSTRUCTIONS

Voting in person

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

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 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:

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

QUESTIONS AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at investor.enquiry@adveritas.com.au by 9.00am (WST) on 9 September 2020, and relate to the business of the Meeting only.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business.

CUSTODIANS AND NOMINEES

For Intermediary Online subscribers only (Custodians & Nominees), please visit www.intermediaryonline.com to submit your voting intentions. Proxy Forms must be received by Computershare at least 48 hours prior to the meeting, that is, by 9.00am (WST) on 9 September 2020.

CORPORATE REPRESENTATIVES

If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to participate in the teleconference by providing that person with the appropriate 'Appointment of Corporate Representative' (available from the Share Registrar or www.investorcentre.com under the help tab "Printable Forms").

Once completed, this form should be provided to the Company Secretary prior to the Meeting commencing.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the Meeting, Adveritas Shareholders will be taken to be those persons recorded on the Company's register of members as at 5.00pm (WST) on 9 September 2020.

ADDITIONAL INFORMATION ON MEETING PROCEDURES

On 5 May 2020 the Treasurer of Australia made the **Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (the Determination)**, which temporarily modifies certain requirements relating to general meetings under the Corporations Act. The Meeting procedures described in this Notice are consistent with the Determination.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at investor.enquiry@adveritas.com.au or via telephone on +61 8 9473 2500.

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. **RESOLUTION 1 – APPROVAL OF PARTICIPATION OF MARK MCCONNELL IN PLACEMENT**

1.1 **General**

On 2 June 2020, the Company announced a share purchase plan at \$0.075 per Share to raise up to \$2,000,000 (before costs) and a placement to raise \$4,500,000 (before costs) at \$0.075 per Share to institutional and sophisticated investors including \$2,000,000 from a Non-executive Director of the Company Mr Mark McConnell (or nominee). The written undertaking from Mr McConnell to participate in the placement is subject to Shareholder approval pursuant to this Resolution.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 26,666,667 Shares to Director Mr Mark McConnell (or his nominee) at \$0.075 per Share.

1.2 **ASX Listing Rule 10.11**

Listing Rule 10.11.1 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Mr Mark McConnell is a related party by virtue of being a Director as set out in Listing Rule 10.11.1. Pursuant to Listing Rule 7.2 exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

If Resolution 1 is not passed by Shareholders, the Company will not be able to proceed with the issue of the 26,666,667 Shares to Mr McConnell (or his nominee) at \$0.075 per Share and the funds raised of up to \$2,000,000 raised through the issue of these Shares will not be received by the Company.

1.3 **Resolution 1 - Approval of Issue of Shares via Placement to Mr Mark McConnell (or his nominee)**

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of up to 26,666,667 Shares to Mr Mark McConnell (or his nominee) at \$0.075 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 1:

- (a) The related party is Mr Mark McConnell who is a related party by virtue of being a Director;
- (b) The maximum number of Shares to be issued is 26,666,667 Shares;
- (c) The issue price will be \$0.075 per Share;
- (d) The Shares will rank equally in all respects with the existing Shares on issue;
- (e) The Shares 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 the Shares will occur on the same day;

- (f) The funds raised from the placement will be used to support accelerated customer acquisition across both the Freemium and enterprise-level customer segments. The total funds will be used to accelerate customer acquisition through increased marketing initiatives including advertising, media, public relations, and for additional sales and marketing personnel; and
- (g) The Directors (other than Mr Mark McConnell who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

2. RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO MR MATHEW RATTY

2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 4,500,000 Performance Rights (**Director Performance Rights**) to Mr Mathew Ratty (or his nominee) pursuant to the terms and conditions set out below.

The Director Performance Rights to be issued to Mr Ratty will be issued on the terms and conditions set out below and in Schedule 1 of this Notice. The issue of the Director Performance Rights is a non-cash form of remuneration and will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Ratty.

Resolution 2 seeks Shareholder approval for the issue of the Director Performance Rights to Mr Ratty (or his nominee).

2.2 Summary of terms and conditions of Performance Rights

Each Director Performance Right will vest into one Share subject to the satisfaction of certain milestones and vesting conditions which are set out in Schedule 1.

In the event that the applicable milestones and vesting conditions are not met, the Director Performance Rights will not vest and as a result, no new Shares will be issued. There is nil consideration payable upon the issue of the Performance Rights or on the vesting of a Performance Right to a Share.

See Schedule 1 for a summary of the terms and conditions of the Performance Rights (including milestones and vesting conditions) the subject of Resolution 2.

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

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

2.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained, unless one of the exceptions in ASX Listing Rule 10.12 applies, where an entity issues, or agrees to issue, securities to a related party under Listing Rule 10.11.1.

As the grant of the Director Performance Rights falls within ASX Listing Rule 10.11.1 and involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolution 2 seeks the required Shareholder approval for the grant of the Director Performance Rights under and for the purposes of ASX Listing Rule 10.11.

2.5 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to grant the Director Performance Rights to Mr Ratty during the month following the Meeting (or a longer period if allowed by the ASX).

If Resolution 2 is not passed, Mr Ratty is entitled to receive a cash payment at the time each Milestone is achieved (**Milestone Cash Payment**). The value of each Milestone Cash Payment will be determined by the Company's Non-Executive Directors at the time each Milestone is achieved. The Milestone Cash Payments will negatively affect the Company's available cash position.

2.6 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in respect of Resolution 2:

- (a) the Related Party to whom the Director Performance Rights are to be issued under this Resolution is Mr Mathew Ratty who is a Related Party by virtue of being a Director in accordance with ASX Listing Rule 10.11.1. Mr Ratty may appoint a nominee to hold the Performance Rights;
- (b) the maximum number of Director Performance Rights that will be issued is 4,500,000;
- (c) The Director Performance Rights will be granted no later than 1 month after the date of the Meeting (or such later date permitted by any modification of the ASX Listing Rules) and it is intended to issue all of the Director Performance Rights on the same date;
- (d) the Director Performance Rights to be issued will be issued for nil cash consideration (and there is no consideration payable on the vesting of Performance Rights to Shares), accordingly no funds will be raised on issue of the Director Performance Rights or the vesting into Shares;

- (e) the value of the Director Performance Rights and the valuation methodology is set out in Schedule 3;
- (f) the relevant interests of Mathew Ratty in the securities of the Company is set out below:

Director	Shares	Options	Performance Rights
Mathew Ratty	17,780,544 ¹	3,999,092 ²	11,250,000

Notes:

1. The Shares are held by MC Management Group Pty Ltd. Mathew Ratty is a Director and shareholder of that entity.
2. 3,999,092 quoted Options, exercisable at \$0.10 each on or before 25 October 2021 are held by MC Management Group Pty Ltd.

- (g) the remuneration and emoluments from the Company to Mathew Ratty for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Current Financial Year	Financial Year ended 30 June 2020
Mathew Ratty	\$298,569 ¹	\$351,858 ²

Notes:

1. Remuneration includes a base salary and fees of \$276,875 and superannuation of \$21,694.
2. Remuneration includes salary and fees of \$230,856, a cash bonus of \$100,000 and superannuation of \$21,003.

- (h) the terms and conditions of the Director Performance Rights are set out in Schedule 1;
- (i) if the maximum number of Director Performance Rights to be issued to Mathew Ratty vest, a total of 4,500,000 Shares would be issued. This will increase the number of Shares on issue from 320,386,409 Shares to 324,886,409 Shares (assuming that no Options are exercised, no existing Performance Rights vest and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.4%.
- (j) the primary purpose of the issue of the Director Performance Rights to Mathew Ratty is to provide a performance linked cost effective incentive component in the remuneration package for Mathew Ratty and to motivate and reward the performance of Mathew Ratty in his role as CEO and an Executive Director;
- (k) Stephen Belben, Renaud Besnard, Mark McConnell and Andrew Stott each recommend that Shareholders vote in favour of Resolution 2 for the following reasons:
- (i) the issue of Director Performance Rights to Mathew Ratty will further align the interests of Mathew Ratty with those of Shareholders;

- (ii) the issue of the Director Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mathew Ratty; and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Performance Rights upon the terms proposed;
- (l) Mathew Ratty declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution.
- (m) in forming their recommendations, each Director considered the experience of Mathew Ratty, the existing and proposed contribution of Mathew Ratty to the Company and the current market practices when determining the provision of the performance rights and the terms proposed; and
- (n) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 2.

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

3. RESOLUTIONS 3 TO 6 – APPROVAL FOR THE ISSUE OF OPTIONS TO RELATED PARTIES

3.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 1,250,000 Related Party Options to each of Messrs. Stephen Belben, Renaud Besnard, Andrew Stott and Mark McConnell (or their respective nominees) as a cost effective method of remuneration for their roles as Chairman (Stephen Belben) and Non-executive Directors of the Company.

The Related Party Options to be issued to the Related Parties are issued on the terms and conditions set out below and in Schedule 2 of this Notice. The issue of the Related Party Options is a non-cash form of remuneration and will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to these Directors.

Resolutions 3 to 6 seek Shareholder approval for the issue of the Related Party Options to Messrs. Belben, Besnard, Stott and McConnell (or their respective nominees).

3.2 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 grant of Related Party Options constitutes giving a financial benefit and Messrs. Belben, Besnard, Stott and McConnell are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Belben who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options to Mr Belben, the Chairman of Adveritas, because the agreement to grant the Related Party Options, reached as part of the remuneration package for Mr Belben, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

In addition, the Directors (other than Messrs Besnard, Stott and McConnell who have a material personal interest in Resolutions 4 to 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options to the Non-executive Directors because the agreement to grant the Related Party Options, reached as part of the remuneration package for the Non-executive Directors, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained, unless one of the exceptions in ASX Listing Rule 10.12 applies, where an entity issues, or agrees to issue, securities to a related party under Listing Rule 10.11.1.

As the grant of the Related Party Options falls within ASX Listing Rule 10.11.1 and involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 3 to 6 seek the required Shareholder approval for the grant of the Related Party Options under and for the purposes of ASX Listing Rule 10.11.

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 3 to 6 are passed, the Company will be able to grant the Related Party Options to Messrs. Belben, Besnard, Stott and McConnell during the month following the Meeting (or a longer period if allowed by the ASX).

If Resolutions 3 to 6 are not passed, Messrs. Belben, Besnard, Stott and McConnell are each entitled to receive a cash payment equal to the value that would have been placed on the Options had they been approved by the Company's shareholders (**Cash Payment**). The Cash Payment to each of Messrs. Belben, Besnard, Stott and McConnell will be equal to \$41,250 which is the valuation of the Options as at the date of this Notice determined using the Black-Scholes valuation model (refer Schedule 4 for further details). The Cash payment will negatively affect the Company's available cash position.

3.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in respect of Resolutions 3 to 6:

- (a) the Related Parties to whom the Related Party Options are to be issued under these Resolutions are the Chairman Mr Belben and the Company's Non-executive Directors Messrs. Besnard, Stott and McConnell who are all Related Parties by virtue of being Directors in accordance with ASX Listing Rule 10.11.1;
- (b) the maximum number of Related Party Options that will be issued is 5,000,000, comprising:
- (i) 1,250,000 to the Mr Belben (or his nominee) (Resolution 3);
 - (ii) 1,250,000 to the Mr Besnard (or his nominee) (Resolution 4);
 - (iii) 1,250,000 to the Mr Stott (or his nominee) (Resolution 5);
 - (iv) 1,250,000 to the Mr McConnell (or his nominee) (Resolution 6);
- (c) The Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date permitted by any modification of the ASX Listing Rules) and it is intended to issue all of the Related Party Options on the same date;
- (d) the Related Party Options to be issued will be issued for nil cash consideration as they constitute a fee for services provided by the recipients;
- (e) the relevant interests of Messrs. Belben, Besnard, Stott and McConnell in the securities of the Company are set out below:

Director	Shares	Options
Stephen Belben	720,000 ¹	840,000 ²
Renaud Besnard	-	750,000 ³
Andrew Stott	500,000	1,350,000 ⁴
Mark McConnell	25,032,593 ⁵	10,282,778 ⁶

Notes:

1. The 720,000 Shares are held by S. Belben and P. Belben <Belben Super Fund A/C>. Stephen Belben is a trustee and beneficiary of that entity.
2. 90,000 quoted options exercisable at \$0.10 on or before 25 October 2021 are held by S. Belben and P. Belben <Belben Super Fund A/C> and 750,000 unquoted options exercisable at \$0.20, expiring 27 March 2022 are held by S. Belben <Belben Family Trust A/C>. Stephen Belben is the trustee and beneficiary of that entity.
3. 750,000 unquoted options exercisable at \$0.20, expiring 27 March 2022.
4. 750,000 unquoted options exercisable at \$0.20, expiring 27 March 2022 and 600,000 unquoted options exercisable at \$0.15, expiring 24 December 2020.
5. 23,248,368 Shares are held by Mera Vale No 4 Pty Ltd (a company Mark McConnell controls), 1,330,000 Shares are held by B. McConnell <Mcbren Investment A/C> (Mark McConnell's spouse) and 454,225 Shares are held by Avanteos Investments Limited <Clearview S/P A/C> (Mark McConnell is a beneficiary of this account).
6. 750,000 unquoted options exercisable at \$0.20, expiring 27 March 2022 and 9,527,778 quoted options exercisable at \$0.10, expiring 25 October 2021 are held by Mera Vale No 4 Pty Ltd. 5,000 quoted options exercisable at \$0.10, expiring 25 October 2021 are held by B. McConnell <Mcbren Investment A/C>.

- (f) the remuneration and emoluments from the Company to Messrs. Belben, Besnard, Stott and McConnell for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Current Financial Year	Financial Year ended 30 June 2020
Stephen Belben	\$60,225 ¹	\$60,031 ¹
Renaud Besnard	\$40,150 ¹	\$32,513 ¹
Andrew Stott	\$40,150 ²	\$32,513 ²
Mark McConnell	\$40,150 ¹	\$31,084 ¹

Notes:

1. Includes Directors fees and statutory superannuation.
 2. Includes Directors fees.
- (g) the terms and conditions of the Related Party Options are set out in Schedule 2;
- (h) if the maximum number of Related Party Options to be issued to Messrs. Belben, Besnard, Stott and McConnell are exercised, a total of 5,000,000 Shares would be issued. This will increase the number of Shares on issue from 320,386,409 Shares to 325,386,409 Shares (assuming that no Options are exercised, and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.5%.
- (i) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (cents)	Date
Highest	27.5	24 January 2020
Lowest	6.5	30 March 2020
Last	8.1	6 August 2020

- (j) no funds will be raised by the issue of the Related Party Options. However, if all of the Related Party Options to be issued to each Director are exercised, the Company will receive \$750,000, being four times 1,250,000 Related Party Options proposed to be issued under Resolutions 3 to 6 multiplied by the exercise price of \$0.15.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Messrs. Belben, Besnard, Stott and McConnell (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

3.6 Board recommendation

The Board (other than Mr Belben) recommend that Shareholders vote in favour of Resolution 3. The non-associated Directors of the Company believe the grant of the Related Party Options to the Chairman is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the

Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Belben.

The Board (other than Messrs. Besnard, Stott and McConnell) recommend that Shareholders vote in favour of Resolutions 4 to 6. The non-associated Directors of the Company believe the grant of the Related Party Options to the Non-executive Directors is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.

GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice.

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

ASX Listing Rules or **Rules** means the listing rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

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

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

Company means Adveritas Limited (ACN 156 377 141).

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

Director Performance Right means a Performance Right to be issued pursuant to Resolution 2 with the terms and conditions set out in Schedule 1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party Option means an Option proposed to be issued pursuant to Resolutions 3 to 6 with the terms and conditions set out in Schedule 2.

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.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Director Performance Rights that have been adopted by the Company:

- (a) **(Milestones)**: The Performance Rights shall have the following milestones attached to them:

Tranche	Milestone	Quantum of Performance Rights to vest upon achievement of milestone
1	A total of 500 clients signed up to the Company's Freemium offering ¹	1,000,000
2	A total of 1,000 clients signed up to the Company's Freemium offering ¹	1,000,000
3	A total of 1,250 clients signed up to the Company's Freemium offering ¹	500,000
4	A total of 1,500 clients signed up to the Company's Freemium offering ¹	500,000
5	A total of 2,000 clients signed up to the Company's Freemium offering ¹	500,000
6	A total of 3,000 clients signed up to the Company's Freemium offering ¹	1,000,000
7	Total	4,500,000

¹ Clients can sign up to the Company's Freemium offering for free and without any minimum or maximum term requirements.

- (b) **(Notification to holder)**: The Company shall notify the holder in writing when the relevant Milestones have been satisfied.
- (c) **(Vesting)**: Performance Rights, that have not lapsed shall vest on
- (i) the date that the Milestone relating to that Performance Right has been satisfied; and
 - (ii) the date that the holder gives a notice to the Company confirming that the holder would like the Performance Rights to vest.
- (d) **(Consideration)**: The Performance Rights will be issued for nil consideration and no consideration will be payable upon the vesting of the Performance Rights.
- (e) **(Conversion)**: Upon satisfaction of the relevant Performance Rights vesting, each Performance Right will, at the election of the holder, vest and convert into one (1) Share.
- (f) **(Lapse of a Performance Right)**: The Performance Rights will automatically lapse if the Milestone attaching to a Performance Right has not been satisfied by 30 June 2023;

- (g) **(Share ranking)**: All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (h) **(Listing of Shares on ASX)**: The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (i) **(Transfer of Performance Rights)**: A Performance Right is only transferable:
 - (i) with the consent of the Board; or
 - (ii) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- (j) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (k) **(Adjustment for bonus issue)**: If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (l) **(Adjustment for reconstruction)**: If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) **(Dividend and Voting Rights)**: A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (n) **(Change in Control)**: Subject to paragraph (o), upon:
 - (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
 - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the Milestone, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

- (o) **(Deferral of conversion if resulting in a prohibited acquisition of Shares):** If the conversion of a Performance Right under paragraph (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) **(General Prohibition)** then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;
 - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- (p) **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (r) **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (s) **(Subdivision 83AC-C):** Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Performance Right.
- (t) **(Ceasing to be engaged by the Company):** If a holder's services agreement with the Company is terminated, the holder will continue to have legal ownership of all Performance Rights that remain unvested from the date of termination until the date which is 1 month from the date of termination. On the date which is 1 month from the date of termination, any Performance Rights that remain unvested will be forfeited by the holder and cancelled by the Company. For the avoidance of doubt, if any Performance Rights vest during the 1-month period, those Performance Rights will be converted into fully paid ordinary shares on a one-for-one basis.

SCHEDULE 2 - TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

Each Related Party Option gives the holder (**Optionholder**) the right to subscribe for Shares on the following terms and conditions:

- (a) Each option entitles the Optionholder, when exercised, to one (1) Share.
- (b) The Options vest immediately on issue.
- (c) The Options are exercisable at any time on or before 3 July 2023 (**Expiry Date**).
- (d) Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option (**Exercise Price**) is \$0.15.
- (f) The Options may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
- (g) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (1) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (2) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price in cleared funds, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options and any Shares issued through exercise of the Options will be transferable.
- (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 5 Business Days after the allotment of those Shares.
- (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.

- (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (o) In the event the Company proceeds with a bonus issue of securities to shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

SCHEDULE 3 – VALUATION OF THE DIRECTOR PERFORMANCE RIGHTS

The indicative value of the Director Performance Rights set out below is the maximum value assuming that all Milestones will be achieved by 30 June 2023. The Black & Scholes option pricing model and the assumptions set out below have been used to determine the indicative values of the Director Performance Rights.

Assumptions:	
Valuation date	6 August 2020
Market price of Shares	8.1 cents
Exercise price	Nil
Expiry date	30 June 2023
Risk free interest rate	0.27%
Expiration period	2.9 years

	Indicative value per Performance Right	Total indicative value of Performance Rights
Tranche 1	8.09 cents	\$80,900
Tranche 2	8.09 cents	\$80,900
Tranche 3	8.09 cents	\$40,450
Tranche 4	8.09 cents	\$40,450
Tranche 5	8.09 cents	\$40,450
Tranche 6	8.09 cents	\$80,900
Total Combined Value		\$364,050

Note: The indicative valuations noted above are not necessarily the market prices that the Director Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.

SCHEDULE 4 – VALUATION OF RELATED PARTY OPTIONS

Using the Black & Scholes option pricing model and based on the assumptions set out below, the Related Party Options to be issued to the Related Parties pursuant to Resolutions 3 to 6 were ascribed the following value range:

Assumptions:	
Valuation date	6 August 2020
Market price of Shares	8.1 cents
Exercise price	15 cents
Expiry date (length of time from issue)	3 July 2023
Risk free interest rate	0.27%
Volatility (discount)	87.95%
Indicative value per Related Party Option	3.3 cents
Total Value of Related Party Options	\$165,000
- Stephen Belben	\$41,250
- Renaud Besnard	\$41,250
- Mark McConnell	\$41,250
- Andrew Stott	\$41,250

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

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

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (WST)** **Wednesday, 9 September 2020**.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

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

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**

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

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Adveritas Limited hereby appoint



the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Adveritas Limited to be held at the Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia on Friday, 11 September 2020 at 9:00am (WST) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

	For	Against	Abstain
1 Approval of participation of Mark McConnell in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Performance Rights to Mr Mathew Ratty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for the issue of Options to Stephen Belben	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for the issue of Options to Renaud Besnard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for the issue of Options to Andrew Stott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for the issue of Options to Mark McConnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

