



**AUCTUS INVESTMENT GROUP LIMITED**  
**ABN 76 149 278 759**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Wednesday, 24 November 2021**

Time of Meeting:  
**11:00am (AEDT)**

**Due to the ongoing COVID-19 pandemic, the meeting will be held via an audio and video conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting please contact the Company by email to [enquiries@auctusinvest.com](mailto:enquiries@auctusinvest.com) or by phone to +61 3 9088 8670. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of General Meeting.**

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their  
accountant, solicitor or other professional advisor without delay.*

# AUCTUS INVESTMENT GROUP LIMITED

ABN 76 149 278 759

Registered Office: Level 7, 90 Collins Street, Melbourne, Victoria 3000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Auctus Investment Group Limited (the “Company”) will be held virtually at 11.00am (AEDT) on Wednesday, 24 November 2021 (“General Meeting” or “Meeting”).

### IMPACTS OF COVID-19 ON THE MEETING

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19, in particular in Victoria. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually via Zoom.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (being 11am, 22 November 2021). Instructions for lodging proxies are included on your personalised proxy form.

Arrangements for attendance by Zoom, with the ability to ask questions, can be made by contacting the Company Secretary by email [enquiries@auctusinvest.com](mailto:enquiries@auctusinvest.com) at least two business days before the meeting. Where applicable, arrangements may be made for direct voting at the meeting by shareholders, proxies, corporate representatives and holders of powers of attorney.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to [enquiries@auctusinvest.com](mailto:enquiries@auctusinvest.com). The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Annual General Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website [www.asx.com.au](http://www.asx.com.au), search code “AVC”.

## AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

### ORDINARY BUSINESS

#### Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2021.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.*

#### Resolution 1: Adoption of Remuneration Report

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

*“That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 30 June 2021 be adopted.”*

## **Resolution 2: Election of Ms Christine Christian as a Director of the Company**

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

*"That for the purposes of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Christine Christian, having been appointed as an additional Director on 5 March 2021, retires and being eligible, is elected as a Director of the Company."*

## **Resolution 3: Election of Mr Brian Delaney as a Director of the Company**

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

*"That for the purposes of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Brian Delaney, who is anticipated to be appointed as an additional Director on 1 November 2021, retires and being eligible, is elected as a Director of the Company."*

**Note: if Mr Brian Delaney is not appointed as a Director prior to the date of the Meeting then Resolution 3 will be withdrawn.**

## **Resolution 4: Re-election of Mr Bradley C. Harrison as a Director of the Company**

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

*"That Mr Bradley C. Harrison, who retires by rotation pursuant to the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

## **Resolution 5: Ratification of Prior Issue of Placement Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 9,500,000 fully paid ordinary shares in the Company as described in the Explanatory Statement accompanying this Notice."*

## **Resolution 6: Ratification of Prior Issue of Shares**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 1,415,071 fully paid ordinary shares in the Company as described in the Explanatory Statement accompanying this Notice."*

## **Resolution 7: Adoption of Incentive Option and Performance Rights Plan**

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

*"That, for the purposes of Listing Rule 7.2, exception 13, and for all other purposes, approval is given for the Company to adopt an employee incentive scheme, being the Company's Incentive Option and Performance Rights Plan, on the terms set out in the Explanatory Statement accompanying this Notice."*

## **Resolution 8: Approval to Issue Options to Mr Campbell McComb (or his nominee)**

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

*"That, conditional on Resolution 7 being approved, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 1,500,000 options to acquire fully paid ordinary shares in the Company pursuant to the Incentive Option and Performance Rights Plan to Mr Campbell McComb, a Director of the Company (and/or his nominee(s)), on the terms set out in the Explanatory Statement accompanying this Notice."*

#### **Resolution 9: Approval to Issue Options to Mr Michael Hynes (or his nominee)**

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

*"That, conditional on Resolution 7 being approved, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 1,500,000 options to acquire fully paid ordinary shares in the Company pursuant to the Incentive Option and Performance Rights Plan to Mr Michael Hynes, a related party of the Company (and/or his nominee(s)), on the terms set out in the Explanatory Statement accompanying this Notice."*

#### **Resolution 10: Appointment of Auditor**

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

*"That, for the purposes of 327B(1) of the Corporations Act and for all other purposes, Pitcher Partners of Level 13/664 Collins Street, Docklands VIC 3008, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company."*

#### **Resolution 11: Approval to increase the Company's Non-Executive Directors' Fee Pool**

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

*"That, for the purposes of Listing Rule 10.17, the Company's Constitution and for all other purposes, the aggregate maximum amount of remuneration of the Non-Executive Directors be increased by \$150,000 per annum, from \$250,000 per annum to \$400,000 per annum, effective from the conclusion of the Meeting."*

#### **SPECIAL BUSINESS**

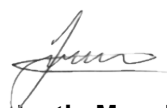
#### **Resolution 12: Approval of 10% Placement Facility**

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement accompanying this Notice."*

**DATED:** 21 October 2021

By order of the Board



**Justin Mouchacca**  
**Company Secretary**

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

3. **Proxies**

**All voting will be conducted by poll. Please refer to the accompanying access letter sent to Shareholders for further details on how to cast your vote during the meeting.**

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Monday, 22 November 2021 at 11:00am (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **No physical attendance**

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below and contained in the accompanying access letter sent to Shareholders for further details on how Shareholders can participate in the Meeting.

5. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. **Voting using the Online Platform during the Meeting**

Due to the virtual nature of the event, the Company's share registry, Computershare Investor Services Pty Limited (**the Registry**), will facilitate voting during the meeting by following the steps below:

If you wish to cast your vote during the meeting, please follow the steps below. You will be able to login to the voting platform from 10.00am (Melbourne time):

Step 1: Visit <https://web.lumiagm.com/394148941> on your desktop or mobile device

Step 2: Enter username (SRN or HIN) and Password (Postcode or Country Code)

Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen.

Step 4: Select your voting option (For/Against/Abstain) for each resolution.

A message will appear at the top of the screen indicating the number of resolutions that you have voted on.

### **Appointed Proxies**

Appointed proxies will need to contact Computershare Investor Services on +61 3 9415 4024, Monday to Friday during business hours, in the days prior to the Annual General Meeting to receive their unique username and password to gain access to vote during the meeting.

Voting will close at the conclusion of the meeting.

7. **How the Chair will vote undirected proxies**

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

8. **Voting Exclusion Statement:**

#### **Resolution 1**

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member (being **Restricted Voters**) unless the vote cast as proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or

- by the Chair of the Meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit.

Accordingly, if you intend to appoint a Restricted Voter as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chair's box on the Proxy Form, you acknowledge that the Chair of the Meeting will vote in favour of this item of business as your proxy.

#### **Resolution 2,3 and 4**

There are no voting exclusions on these Resolutions.

#### **Resolutions 5 and 6**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person.

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

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 7**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the employee incentive scheme or any associate of that person.

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

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other than as set out below, a vote on this Resolution must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - 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.

#### **Resolutions 8 and 9**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.4.3 who is eligible to participate in the employee incentive scheme in question or any associate of that person.

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

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other than as set out below, a vote on this Resolution must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or

- the Restricted Voter is the chair and the written appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - 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.

#### **Resolution 10**

There are no voting exclusions on this Resolution.

#### **Resolution 11**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company or an associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other than as set out below, a vote on this Resolution must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - 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.

#### **Resolution 12**

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this resolution is not currently required by Listing Rule 7.3A.7.

### **9. Enquiries**

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 9088 8670 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Receipt and Consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2021 which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9088 8670, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: [www.auctusinvest.com](http://www.auctusinvest.com) or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report

#### **Background**

Section 250R(2) of the Corporations Act requires that a non-binding resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2021 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2020 Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this Annual General Meeting.

#### **Board Recommendation**

The Board encourages all eligible Shareholders to cast their votes in favour of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

### Resolutions 2 and 3: Election of Directors of the Company

#### **Background**

The Constitution of the Company and the Listing Rules requires that a director appointed to fill a casual vacancy must not hold office past the next annual general meeting of the Company, without election by shareholders.

The following Directors were appointed as casual vacancies during the year.

Name	Role	Appointment date
Mr Christine Christian	Non-executive Chair	5 March 2021
Mr Brian Delaney	Non-executive Director	1 November 2021

Accordingly each of the above Directors seeks election and the relevant professional experience and skills of each is provided below.

#### **Christine Christian – Professional Experience**

Christine has significant experience building successful businesses and maximising shareholder returns. Ms Christian has developed and exited financial services businesses including as the Chair of Dun & Bradstreet



Customer Credit Bureau. Ms Christian as the first Australian to be appointed Managing Director of the Dun & Bradstreet (D&B) Australian subsidiary, leading a pioneering management buy-out in 2001 from its parent company.

Ms Christian's other notable achievements include initiating the Credit Reporting Reform with the Federal Government to introduce positive credit reporting and responsible lending in Australia. She has also advised the People's Bank of China on the establishment of a commercially independent consumer credit bureau and small business lending. Christine is a former President of Chief Executive Women and founding Chair of the Business Information Industry Association of Hong Kong and the Middle East.

In June 2020, Ms Christian was awarded a Medal of the Order of Australia in recognition of her distinguished service to the financial and investment sectors, to women in business and through support for emerging entrepreneurs. Ms Christian holds a Bachelor of Arts and is a member of the Australian Institute of Company Directors.

#### ***Brian Delaney – Professional Experience***

Mr Delaney has more than 30 years of funds management experience including his most recent role at the Queensland Investment Corporation (QIC) as an Executive Director of Strategy, Clients & Global Markets in Australia and the USA.

Mr Delaney is a graduate of the Harvard Business School Executive Education Program and a life member of the Association of Superannuation Funds (ASFA), as well as a Fellow of ASFA.

Mr Delaney serves as a Fellow of the Australian Institute of Company Directors, a Director of Lonsec Financial Group, a Director of the Trawalla Group and a Director of the Advisory Board of Qualitas. His previous director roles include Basketball Australia and Association of Superannuation Funds of Australia.

#### ***Board Recommendations***

The Board (with Ms Christian abstaining) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Ms Christian's election.

The Board (with Mr Delaney abstaining) recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Mr Delaney's election.

#### **Resolution 4: Re-election of Mr Bradley C. Harrison as a Director of the Company**

##### ***Background***

The Constitution of the Company requires that at every Annual General Meeting one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office and will be eligible for re-election. Further, the ASX listing rules require that a director must not hold office past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Mr Harrison, having been last elected at the 2018 Annual General Meeting, offers himself for re-election.

##### ***Bradley C. Harrison – Professional Experience***

Mr Harrison is an entrepreneur and seasoned business development executive with a passion for technology, media, entertainment and lifestyle. Mr Harrison has significant experience launching new ventures, including a joint MIT-Harvard incubator. During this enterprise, Mr Harrison worked with many dynamic companies including Endeca Technologies.

While serving as a Director of Media Strategy and Development at AOL, Mr Harrison co-authored 3 patents in search, geo-tagging and personalisation, with the Senior Vice President and General Manager at AOL. Prior to his business career, Mr Harrison was a graduate of the United States Military Academy at West Point and served in the United States Army for five years, earning both Airborne and Ranger qualifications before retiring as Captain.

##### ***Board Recommendation***

The Board (with Mr Harrison abstaining) recommends that Shareholders vote in favour of the re-election of Mr Harrison. The Chair of the Meeting intends to vote undirected proxies in favour of Mr Harrison's re-election.

## Resolution 5: Ratification of Prior Issue of Placement Shares

On 30 June 2021 the Company issued 9,500,000 Shares at an issue price of \$1.06 (**Placement Shares**) raising \$10.07 million before costs. The Placement Shares were issued to high net worth and sophisticated investors, each of whom had been identified by the Company and was not, and is not, a related party of the Company.

Of the 9,500,000 Placement Shares sought to be ratified under this Resolution 5, 3,360,000 Shares were issued pursuant to the Company's Listing Rule 7.1 placement capacity and 6,140,000 Shares were issued pursuant to the Company's Listing Rule 7.1A placement capacity.

ASX Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of the twelve (12) month period.

ASX Listing Rule 7.1A provides that, subject to receipt of required shareholder approval, in addition to its 15% placement capacity under ASX Listing Rule 7.1 a company is entitled to issue additional securities up to 10% of the issued share capital through placements over a 12-month period after the company's Annual General Meeting, without need prior shareholder approval. The Company obtained the required shareholder approval for the additional placement capacity under ASX Listing Rule 7.1A at its 2020 Annual General Meeting on 30 November 2020.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (provided the previous issue did not breach ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A.

If shareholders approve Resolution 5, then the Placement Shares will no longer use the placement capacity of the Company under the ASX Listing Rules 7.1 and 7.1A and the Company will be able to issue equity securities using these refreshed placement capacities without shareholder approval. If shareholders do not approve Resolution 5, then the Placement Shares will continue to use the placement capacity available to the Company under the ASX Listing Rules, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The Placement Shares were allotted and issued to high net worth and sophisticated investors, each of whom was identified by the Company. Each recipient of the Placement Shares was a sophisticated or professional investor or otherwise exempt from the disclosure requirements of Chapter 6D of the Corporations Act 2001 (Cth). Mr John Plummer and Riversdale Capital Pty Ltd, substantial shareholders of the Company, applied for and was allotted Placement Shares under the Placement that equated to more than 1% of the issued capital at that point in time. None of the recipients of the Placement Shares were, or are, related parties of the Company;
- (b) The total number of fully paid ordinary shares in the Company that were issued was 9,500,000. Of these shares, 3,360,000 Placement Shares were issued under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1 and 6,140,000 Placement Shares were issued under the Company's additional 10% placement capacity under pursuant to ASX Listing Rule 7.1A;
- (c) The Placement Shares were issued on 30 June 2021 and an Appendix 2A was released to ASX on that date;
- (d) The Placement Shares were issued at a price of \$1.06 (one dollar and six cents) per Share;
- (e) The Placement Shares allotted and issued were fully paid ordinary shares of the Company with the same terms as, and ranking equally with, the existing Shares on issue;
- (f) An aggregate of \$10,070,000 before costs was raised from the issue of the Placement Shares. The funds raised have been, or will be, used to continue the growth in Assets Under Management and Advice (AUMA) and for ongoing working capital requirements; and
- (g) A voting exclusion statement for Resolution 5 is included in the Notice.

### **Board Recommendation**

The Board believes that Resolution 5 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 5.

### **Resolution 6: Ratification of Prior Issue of Shares**

On 17 August 2021 the Company issued 1,415,071 Shares to the shareholders of Impact Investment Partners Pty Limited (**Impact IP**) as consideration for the acquisition of a 10% interest in Impact IP (**Consideration Shares**) which was completed through a share swap process as announced to the ASX on 16 March 2021 and 17 August 2021.

The Consideration Shares were issued at a deemed issue price of \$1.06 per Share and were not issued to related parties of the Company. The Consideration Shares were also placed into a 6 month voluntary escrow.

The Consideration Shares were issued pursuant to the Company's Listing Rule 7.1 placement capacity. The technical information required by ASX Listing Rule 14.1A is provided at, and consistent with, the disclosure above for Resolution 5.

If shareholders approve Resolution 6, then the Consideration Shares will no longer use the placement capacity of the Company under the ASX Listing Rules 7.1 and 7.1A and the Company will be able to issue equity securities using these refreshed placement capacities without shareholder approval. If shareholders do not approve Resolution 6, then the Consideration Shares will continue to use the placement capacity available to the Company under the ASX Listing Rules, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consideration Shares.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The Consideration Shares were allotted and issued to shareholders (vendors) of Impact IP. None of the recipients of the Consideration Shares were related parties of the Company;
- (b) The total number of fully paid ordinary shares in the Company that were issued was 1,415,071 which were issued under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1;
- (c) The Consideration Shares were issued on 17 August 2021 and an Appendix 2A was released to ASX on that date;
- (d) The Consideration Shares were issued as consideration for the acquisition of 10% of the share capital of Impact IP at a deemed price of \$1.06 (one dollar and six cents) per Share;
- (e) The Consideration Shares allotted and issued were fully paid ordinary shares of the Company with the same terms as, and ranking equally with, the existing Shares on issue;
- (f) No funds were raised from the issue of Consideration Shares, which were issued as consideration for the acquisition of 10% of the share capital of Impact IP; and
- (g) A voting exclusion statement for Resolution 6 is included in the Notice.

### **Board Recommendation**

The Board believes that Resolution 6 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 6.

### **Resolution 7: Adoption of Incentive Option and Performance Rights Plan**

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Pursuant to Listing Rule 7.2, exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided the plan was approved by Shareholders within three years before the date of the securities being issued.

This resolution proposes that Shareholders consider and approve the Incentive Option and Performance Rights Plan (**Plan**) in accordance with Listing Rule 7.2, exception 13, which will enable securities issued under the Plan in the course of the next three years to be excluded from the Company's 15% limit for the purpose of Listing Rule 7.1. The maximum number of securities that may be issued under the Plan is 15,000,000. For the avoidance of doubt, this number of securities issued under the Plan excludes any securities previously issued under any prior employee

incentive scheme of the Company.

No issues of securities to related parties can be made under the Plan without separate Shareholder approval under the Listing Rules. The Company is seeking shareholder approval to issue an aggregate of 3,000,000 options to related parties (and/or their nominee(s)) under Resolutions 8 and 9.

The following information is included for compliance with Listing Rule 7.2, exception 13.

The Board will implement the Plan following shareholder approval. As such, no securities have been issued under the Plan. The Company did, however, previously receive Shareholder approval for adoption of an employee incentive scheme with similar terms to the Plan at the Annual General Meeting on 29 November 2018. The following securities were issued under the prior employee incentive scheme:

Date	Security	Number	Recipient	Terms
29 November 2018	Performance Rights	1,600,000	Company employees	<ul style="list-style-type: none"> <li>800,000 Performance Rights vest if funds held in managed investment trusts which are managed by the Company or held funds in respect of the AVC group as investment manager exceeds \$50 million on or before 30 June 2020; and</li> <li>800,000 Performance Rights vest if funds held in managed investment trusts which are managed by the Company or held funds in respect of the AVC group as investment manager exceeds \$100 million on or before 30 June 2021.</li> </ul>
18 May 2020	Unlisted options	4,150,000	Company employees	Exercisable at \$0.35 each and expiring 18/05/2024
29 June 2020	Unlisted options	1,000,000	Nominee of Director, Mr Campbell McComb	Exercisable at \$0.35 each and expiring 18/05/2024
29 June 2020	Unlisted options	500,000	Nominee of then Director, Mr Michael Hynes	Exercisable at \$0.35 each and expiring 18/05/2024
29 June 2020	Unlisted options	1,000,000	Nominee of Director, Mr Campbell McComb	Exercisable at \$0.45 each and expiring 18/05/2024
29 June 2020	Unlisted options	750,000	Nominee of then Director, Mr Michael Hynes	Exercisable at \$0.45 each and expiring 18/05/2024
14 April 2021	Unlisted options	1,000,000	Nominee of Director, Ms Christine Christian	Exercisable at \$1.25 each and expiring 05/03/2024
17 August 2021	Unlisted options	4,650,000	Company employees	Exercisable at \$1.70 each and expiring 07/08/2025

The Company is seeking approval under Resolution 8 and 9 of the Notice to issue 1,500,000 Options each to Mr Campbell McComb and Mr Michael Hynes (and/or their nominee(s)) under the Plan. The Company is not, as at the date of the Notice, proposing to make any other issues of securities under the Plan. Any issue or agreement to issue securities under the Plan will be announced to ASX. In addition, no securities will be issued under the Plan to directors or other related parties (or their associates) until specific shareholder approval for that specific issue is obtained. Any additional director or other related party (or a nominee or associate) who becomes entitled to participate in the Plan will not participate in the Plan until shareholder approval for their participation is obtained under ASX Listing Rule 10.14.

If Resolution 7 is passed, the Company will be able to issue securities under the Plan to Eligible Persons over a period of 3 years up to the maximum aggregate number of securities that may be issued under the Plan (being 15,000,000 securities) without impacting upon the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. If Shareholders do not pass Resolution 7 then the Company will not be able to issue securities under the Plan without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

A summary of the key terms of the Plan is provided at Appendix B. In addition, a copy of the Plan can be requested from the Company Secretary.

A voting exclusion statement as set out in the Notice applies to this Resolution 7.

### **Board Recommendation**

The Board abstains, in the interest of corporate governance, from making any recommendation in relation to this resolution.

### **Resolutions 8 and 9: Approval to issue Options**

Resolutions 8 and 9 seek shareholder approval for the issue of unlisted options to acquire shares in accordance with the Plan (the approval of which is the subject of Resolution 7) to the Executives of the Company (and/or their nominee(s)) as set out below.

<b>Recipient</b>	<b>Number of Options</b>	<b>Terms</b>
Mr Campbell McComb	1,500,000	Exercise price of \$1.70 each and expiring on 17 August 2025
Mr Michael Hynes	1,500,000	Exercise price of \$1.70 each and expiring on 17 August 2025

(together, the **Executive Options**)

The Executive Options are proposed to be issued under the Plan, a summary of which is set out in Appendix B.

Further details with respect to the proposed issue of Executive Options are set out below.

### **ASX Listing Rules**

Shareholder approval is required for the grant of the Executive Options under the Plan to Mr McComb and Mr Hynes (and/or their nominee(s)) under ASX Listing Rule 10.14 because Mr McComb is a Director of the Company and Mr Hynes was a Director until 1 November 2021 (being in the last six months prior to the Meeting) and therefore each of them are related parties under Chapter 10 of the ASX Listing Rules. As Shareholder approval is sought under ASX Listing Rule 10.14, approval under ASX Listing Rule 7.1 is not required. Accordingly, the issue of Executive Options will not reduce the Company's 15% capacity for the purposes of ASX Listing Rule 7.1.

If shareholders pass Resolutions 8 and 9 the Company will be able to issue the Executive Options as set out above. If shareholders pass only one of Resolution 8 or 9 then the Company will only be able to issue the Executive Options the subject of the Resolution passed by shareholders and will not be able to issue Executive Options in respect of the Resolution not passed by shareholders. If shareholders do not pass either Resolution 8 or 9 then the Company will not be able to issue the Executive Options as set out above.

In addition to the above, if shareholders approve the issue of some or all of the Executive Options, the shares issued on exercise of Executive Options (if any) will increase the placement capacity available to the Company under ASX Listing Rule 7.1 and, if the Company holds the requisite shareholder approval at the time, ASX Listing Rule 7.1A.

### **Information provided in accordance with ASX Listing Rule 10.15**

ASX Listing Rule 10.15 provides that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 10.14:

- (a) The proposed recipients are Mr Campbell McComb and Mr Michael Hynes (and/or their nominee(s)) and the maximum number of securities is 1,500,000 unlisted options to acquire fully paid ordinary shares each (aggregate of 3,000,000). Mr McComb is a Director and therefore shareholder approval is required to issue Executive Options under the Plan as provided for in ASX Listing Rule 10.14.1. Mr Hynes was a Director of the Company in the last 6 months and is therefore a related party of the Company. Shareholder approval is therefore being sought for the issue of Executive Options under the Plan to Mr Hynes (and/or his nominee(s)) on the basis that he is an individual for whom approval ought to be sought under Listing Rule 10.14.3.
- (b) The Executive Options are each exercisable at \$1.70, expire on 17 August 2025 and vest immediately upon issue. Options were chosen as the form of security to be issued as a means of preserving cash reserves in the Company whilst providing valuable remuneration to each of the proposed recipients. A Black-Scholes valuation of the Executive Options as at 15 October 2021 attributed a value of \$0.6287 per Executive Option.

- (c) Mr Campbell McComb is paid \$41,666 per month (excluding superannuation) for acting as Managing Director of the Company. Mr Michael Hynes is paid \$29,167 per month (excluding superannuation) for acting as an Executive of the Company;
- (d) No securities have previously been issued under the Plan proposed for adoption under Resolution 7. The Company notes, however, that following securities have been issued to the proposed Executive Option recipients under an employee incentive scheme previously approved by shareholders at the 2018 Annual General Meeting.

Date	Security	Number	Recipient	Terms
29 June 2020	Unlisted options	1,000,000	Nominee of Director, Mr Campbell McComb	Exercisable at \$0.35 each and expiring 18/05/2024
29 June 2020	Unlisted options	500,000	Nominee of then Director, Mr Michael Hynes	Exercisable at \$0.35 each and expiring 18/05/2024
29 June 2020	Unlisted options	1,000,000	Nominee of Director, Mr Campbell McComb	Exercisable at \$0.45 each and expiring 18/05/2024
29 June 2020	Unlisted options	750,000	Nominee of then Director, Mr Michael Hynes	Exercisable at \$0.45 each and expiring 18/05/2024

- (e) The Company proposes issuing the Executive Options shortly after the Meeting and in any event no later than 3 years 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).
- (f) The Executive Options will be granted for nil cash consideration as reasonable remuneration.
- (g) A summary of the Plan is set out in the Appendix B to this Explanatory Statement.
- (h) The Company confirms the following:
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after these resolutions are approved and who were not named in the Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- (i) A voting exclusion statement for Resolutions 8 and 9 are included in the Notice.

#### *Corporations Act*

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

The proposed recipient of the Executive Options under Resolutions 8 and 9 are related parties of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue is reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Mr McComb and Mr Hynes, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise Mr McComb and Mr Hynes while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company, and the terms of the Executive Options. The Company considers that the issue of Executive Options is an effective tool which preserves the cash reserves of the Company and its group entities whilst providing valuable consideration for Mr McComb and Mr Hynes.

If Resolution 8 is passed, Mr McComb will be issued and have a relevant interest in 1,500,000 Executive Options.

If Resolution 9 is passed, Mr Hynes will be issued and have a relevant interest in 1,500,000 Executive Options.

### ***Board Recommendation***

Given the interest of the Executives in Resolutions 8 and 9, the Board makes no recommendation to Shareholders regarding Resolutions 8 and 9. The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 8 and 9.

### **Resolution 10: Appointment of Auditor**

Under Section 327B of the Corporations Act, the Company in a general meeting must appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting of the Company.

As announced on 17 February 2021, the Company appointed Pitcher Partners as auditor following the resignation of Bentleys Audit & Corporate (WA) Pty Ltd as the Company's auditor and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act.

In accordance with section 327B(1)(b) of the Corporations Act, the Company seeks to have Pitcher Partners appointed by Shareholders as the Company's auditor pursuant to this Resolution 10.

In accordance with section 328B(1) of the Corporations Act, the Company has received a nomination from a Shareholder for Pitcher Partners to be appointed as the Company's auditor. A copy of this nomination is attached as Appendix C.

Pitcher Partners has given its written consent to act as the Company's auditor in accordance with section 328A of the Corporations Act, subject to Shareholder approval of this Resolution 10.

If Resolution 10 is passed, the appointment of Pitcher Partners as the Company's auditor will take effect from the close of this Meeting.

### ***Board Recommendation***

The Board believes that Resolution 10 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 10.

### ***Voting Exclusions***

There are no voting exclusions on this Resolution.

### **Resolution 11: Approval to increase the Company's Non-Executive Directors' Fee Pool**

Listing Rule 10.17 provides that the Company must not increase the aggregate fee pool for Non-Executive Directors' remuneration (**Fee Pool**) without the approval of Shareholders.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

It is proposed that the Fee Pool be increased from A\$250,000 to A\$400,000 per annum (an increase of A\$150,000), effective from conclusion of this Meeting. The Fee Pool is inclusive of statutory entitlements (including superannuation).

The Board considers that the proposed increase in the Fee Pool will provide the Company with greater flexibility in providing remuneration for non-executive directors that is consistent with current market based payments. In particular, the Company expects that an increased Fee Pool will enable it to:

- (a) maintain market competitiveness by enabling future increases to be made to the remuneration of non-executive directors;

- (b) maintain a sufficient reserve in the Fee Pool in order to continue to attract new and appropriately skilled and qualified non-executive directors to the Company; and
- (c) recruit high calibre non-executive directors to fill any casual vacancies which arise on the Board from time to time.

The Board does not intend to increase the remuneration of the existing Directors in the current financial year.

The following disclosures are made for the purposes of ASX Listing Rules 14.1A and 10.17:

- (a) the amount of the increase to the Fee Pool is A\$150,000;
- (b) the maximum aggregate amount of directors' fees that may be paid to all of the Company's Non-Executive Directors is A\$400,000;
- (c) in the three years before the date of this Notice, no securities have been issued to Non-Executive Directors with the approval of shareholders under Listing Rule 10.11 or 10.14; and
- (d) a voting exclusion statement is included in this Notice.

If Resolution 11 is passed, the Fee Pool will be increased to A\$400,000. If the Resolution is not passed, the Fee Pool limit will remain as A\$250,000.

### ***Board Recommendation***

Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 11.

## **Resolution 12: Approval of 10% Placement Facility**

### ***Background***

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% placement facility at its 2020 Annual General Meeting on 30 November 2020.

If shareholders approve Resolution 12 then the Company will be able to issue Equity Securities under the 10% Placement Facility for the 10% Placement Period (defined below). If shareholders do not approve Resolution 12 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to either raise additional funds for to apply to its current investments, acquire new assets or investments, or to meet additional working capital requirements.

### **Description of Listing Rule 7.1A**

- (a) *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by



shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

*(b) Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of quoted securities on issue, being Fully Paid Ordinary Shares.

*(c) Formula for calculating 10% Placement Facility*

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

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

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

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

*(d) Listing Rule 7.1 and Listing Rule 7.1A*

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

*(e) Nature and Consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(10% Placement Period).**

**Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 24 November 2021, and expires on the first to occur of the following:
  - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 24 November 2022 if shareholders approve Resolution 12;
  - (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
  - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:
  - (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
  - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's 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 dilution of existing Shareholders on the basis of the market price of Shares as at 15 October 2021 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- 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. 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 entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.60 50% decrease in Current Share Price	\$1.20 Current Share Price	\$2.40 100% increase in Current Share Price
<b>Current Variable A</b> 74,001,762 Shares	<b>10% Voting Dilution</b>	7,400,176 Shares		
	<b>Funds raised</b>	\$4,440,106	\$8,880,211	\$17,760,423
<b>50% increase in current Variable A</b> 111,002,643 Shares	<b>10% Voting Dilution</b>	11,100,264 Shares		
	<b>Funds raised</b>	\$6,660,159	\$13,320,317	\$26,640,634
<b>100% increase in current Variable A</b> 148,003,524 Shares	<b>10% Voting Dilution</b>	14,800,352 Shares		
	<b>Funds raised</b>	\$8,880,211	\$17,760,423	\$35,520,846

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares or other convertible securities are converted to Shares before the date of the issue of the Equity Securities.
  - 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%.
  - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
  - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - The Current Share Price is \$1.20 (one dollar and twenty cents), being the closing price of the Shares on ASX on 15 October 2021.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

#### **Equity Issues over the Last 12 Months – Listing Rule 7.3A.6**

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2020 AGM.

During the 12-month period preceding the proposed date of the Meeting, being on and from 30 November 2020, the Company issued a total of 6,140,000 Equity Securities (ordinary shares) under the Company's 10% Placement Facility under ASX Listing Rule 7.1A.

Details as required by ASX Listing Rule 7.3A.6 for the issue are set out in Appendix A. The 6,140,000 Equity Securities issued under the 10% Placement Facility approved by shareholders at the 2020 Annual General Meeting issued during the 12 month period preceding the Meeting represent 7.87% of the total number of equity securities on issue in the Company (being 78,026,498 equity securities, comprising 58,933,891 ordinary shares, 18,192,607 unlisted options, 500,000 performance rights and 400,000 performance shares) at the commencement of the 12 month period preceding the Meeting (being 24 November 2020).

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Accordingly, no existing shareholder's votes will be excluded and there is no voting exclusion for Resolution 12 in the Notice.

#### ***Board Recommendation***

The Board believes that Resolution 12 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 12;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement for Resolution 12;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2021;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Auctus Investment Group Limited ABN 76 149 278 759;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules and Equity Securities has a corresponding meaning;

“**Explanatory Statement**” means the explanatory statement which forms part of 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**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2021 and which is set out in the 2020 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

## APPENDIX A

Date	Number of Securities	Security Type and Class	Recipients	Price	Discount	Total Consideration	Use of Consideration
30 June 2021	6,140,000	FPO - AVC	Unrelated high net worth and Sophisticated investors identified by the Company	\$1.06	Price at issue date \$1.09 Discount: 2.7%	\$6,508,400	<p>The funds will be used for continued growth in assets under management through existing channels as well as the potential to explore new asset management and investment opportunities.</p> <p><i>Of the funds raised, \$6,508,400 has been used as set out above.</i></p>

## APPENDIX B

### SUMMARY OF INCENTIVE PLAN

#### 1. Eligibility

The Board may, from time to time, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Options or Performance Rights (together, Awards), upon the terms set out in the Incentive Plan and upon such additional terms and conditions as the Board determines.

#### 2. Offer and Application Form

An invitation to apply for the provision of Awards under the Incentive Plan must be made by way of an offer document (Offer Document). At a minimum, the Offer Document must include the following information:

- (a) the maximum number of Awards that the Eligible Participant may apply for, or the formula for determining the number of Awards that may be applied for;
- (b) the maximum number of Shares that the Participant is entitled to be issued on the exercise of each Award or the formula for determining the maximum number of Shares;
- (c) the Option exercise price, or the formula for determining the Option exercise price (Exercise Price) of any Options;
- (d) any applicable vesting conditions as determined by the Board in its discretion;
- (e) any restriction period the Board has resolved to apply to Shares issued on exercise of the Awards;
- (f) when Awards will expire (Expiry Date);
- (g) the date by which an Offer Document must be accepted (Closing Date);
- (h) any other terms and conditions applicable to the Awards; and
- (i) any other information required by law or the Corporations Act, the Class Order or the ASX Listing Rules or the considered by the Board to be relevant to the Awards or the Shares to be issued on the exercise of the Awards.

An Eligible Participant (or permitted Nominee) may apply for the Incentive Options or Performance Rights in whole or in part, by signing and returning an Application Form to the Company no later than the Closing Date. The Board may accept or reject any Application Form in its absolute discretion.

Where the Company needs to rely on the Class Order in respect of an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Awards offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or under an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

#### 3. Terms of the Options or Performance Rights

- (a) Unless otherwise determined by the Board, each Award will be granted to an Eligible Participant under the Incentive Plan for no more than nominal consideration.
- (b) Each Award will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Award) unless the Plan or an applicable Offer Document otherwise provides.
- (c) Awards will not be listed for quotation on the ASX, unless the Offer Document provides otherwise. The Company will apply for official quotation of the Shares issued upon the exercise of any vested Awards.
- (d) The Exercise Price of an Option shall be determined by the Board in its absolute discretion but must not be less than any minimum price specified in the ASX Listing Rules.
- (e) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Awards have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Awards.
- (f) There are no participating rights or entitlements inherent in the Awards and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of Awards without exercising the Options or Performance Rights, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.
- (g) Subdivision 83A-C the *Income Tax Assessment Act 1997* applies to the Awards except to the extent an Offer Document provides otherwise.
- (h) An Award is non-transferable other than in special circumstances with the consent of the Board (which may be withheld in its discretion).
  - (i) There is no right to a change in the exercise price or in number of underlying Shares over which an Award can be exercised, except to the extent an Offer Document otherwise provides where permitted by the ASX Listing Rules.

- (i) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Award to the extent necessary to comply with the ASX listing rules applying to reorganisations at the time of the reorganisation.
- (j) Following the issue of Shares following exercise of vested Awards, Participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the Participant.

#### **4. Vesting and Exercise of Options or Performance Rights**

- (a) **Vesting Conditions:** Subject to rules 4(b) and 4(c) below, an Award acquired under the Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Award have been satisfied and the Board has notified the Eligible Participant of that fact within 10 Business Days of becoming aware that any vesting condition has been satisfied.
- (b) **Vesting Condition Waiver:** Notwithstanding rule 4(a) above, the Board may in its absolute discretion, by written notice to an Eligible Participant, resolve to waive any of the vesting conditions applying to an Award. For clarity, the Board may in its discretion waive or reduce any vesting conditions after the time specified for satisfaction of those vesting conditions has passed. In the event of a Change of Control of the Company, the Board may resolve to waive all vesting conditions attaching to an Award.
- (c) **Exercise on Vesting:** A Participant (or their personal legal representative where applicable) may, subject to the terms of any Offer Document, exercise any vested Award at any time after the Board notifies that the Award Right has vested and before it lapses by providing the Company with:
  - (i) the certificate for the Awards or, if the certificate for the Awards has been lost, mutilated or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed;
  - (ii) a notice addressed to the Company and signed by the Participant stating that the Participant exercises the Awards and specifying the number of Awards which are exercised; and
  - (iii) in respect of Options, payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised, unless there is no exercise price payable in respect of the Options to be exercised or the Cashless Exercise Facility (explained in rule 4(e)) applies.
- (d) **One or Several Parcels:** Awards may be exercised in one or more parcels of any size, provided that the number of Shares issued upon exercise of the number of Awards in any parcel is not less than a marketable parcel (as defined in the ASX Listing Rules).
- (e) **Cashless Exercise Facility:**
  - (i) **Market Value**, in respect of a Share, means the volume weighted average market price for Shares traded on the ASX during the 7 day period up to and including the day on which the Market Value is to be determined.
  - (i) In respect of Options, the Board may, in its discretion, permit a Participant to exercise some or all of their Options by using the Cashless Exercise Facility. The Cashless Exercise Facility entitles a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options. By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the Option Exercise Price has been set-off.
  - (ii) If a Participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, the Participant will be issued or transferred that number of Shares (rounded up to the nearest whole number) equal to:
    - (A) the aggregate total Market Value (as determined on the date the Options the subject of the Cashless Exercise Facility are exercised) of Shares that would otherwise be issued on exercise of the Options had all such Options been exercised for a cash Option Exercise Price;
    - (B) less the aggregate total Option Exercise Price otherwise payable in respect of the vested Options exercised; and
    - (C) divided by the Market Value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.
  - (iii) If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or higher than the Market Value of Shares at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.
- (f) **Lapsing of Awards:** An Award will lapse upon the earlier of:
  - (i) the Board, in its discretion, resolving an Award lapses as a result of an unauthorised disposal of, or hedging of, the Award;
  - (ii) a vesting condition not being satisfied or becoming incapable of satisfaction (and not being waived);



- (iii) in respect of an unvested Award, the holder ceases to be an Eligible Participant and the Board does not exercise its discretion to vest the Award or allow it to remain unvested;
- (iv) in respect of a vested Award, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Award must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant, and the Award is not exercised within that period and the Board resolves, at its discretion, that the Award lapses as a result;
- (v) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Incentive Plan;
- (vi) in respect of an unvested Award, the Company undergoes a Change of Control or a winding up resolution or order is made, and the Award does not vest in accordance with rules of the Incentive Plan; and
- (vii) the expiry date of the Award.

## 5. Restrictions

- (a) The Board may, in its discretion, determine at any time up until exercise of an Award, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Award (Restricted Shares), up to a maximum of fifteen (15) years from the Acquisition of the Award (Restriction Period).
- (b) The Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period (other than where imposed by the ASX Listing Rules).
- (c) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.
- (d) Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules. The Participant agrees to execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Plan or any escrow imposed by the ASX Listing Rules.
- (e) No issue or allocation of Awards and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

## INCENTIVE PLAN – GLOSSARY

**Change of Control** means:

- (a) a bona fide takeover bid is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
- (b) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) 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; or
- (c) in any other case, a person obtains voting power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

**Acquisition Date** means, in respect of an Award, the date the Board resolves to accept an Application Form from an Eligible Participant or Nominee (as applicable) and to provide the Award to the applicant.

**Class Order** means ASIC Legislative Instrument 14/1000 as amended or replaced from time to time.

**Eligible Participants** means a Director (whether executive or non-executive), a full or part time employee of the Company or any of its subsidiaries (Group Company), a casual employee or contractor of a Group Company (but, if the Class Order is being relied on, only to the extent permitted by the Class Order) and a prospective participant who has entered into an agreement to become an Eligible Participant.

**Nominee** means a nominee of an Eligible Participant that is one of the following:

- (a) an immediate family member of the Eligible Participant or (subject to Board approval) a trustee of an Eligible Participant's family trust whose beneficiaries are limited to the Eligible Participant and/or the Eligible Participant's immediate family members; or
- (b) a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant.

**APPENDIX C**  
**NOMINATION OF AUDITOR**

23 September 2021

The Directors  
Auctus Investment Group Limited  
Level 7, 90 Collins Street  
Melbourne VIC 3000

Dear Sirs,

**NOMINATION OF AUDITOR**

We, Camac Investments Pty Ltd, nominate Pitcher Partners in accordance with section 328B(1) of the Corporations Act to fill the office of auditor of the Company.

Yours faithfully,



Campbell McComb  
Director

AVC

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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Monday, 22 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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

XX

I/We being a member/s of Auctus Investment Group Limited hereby appoint



the Chairman  
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Auctus Investment Group Limited to be held as a virtual meeting on Wednesday, 24 November 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7, 8, 9 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7, 8, 9 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7, 8, 9 and 11 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			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval to Issue Options to Mr Michael Hynes (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Ms Christine Christian as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Brian Delaney as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval to increase the Company's Non-Executive Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Mr Bradley C. Harrison as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Adoption of Incentive Option and Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval to Issue Options to Mr Campbell McComb (or his nominee)	<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

AVC

2 8 1 9 6 2 A



Computershare

