

SELFWEALTH LIMITED

ACN 154 324 428
(ASX code: SWF)

NOTICE OF 2020 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:
Thursday, 22 October 2020

Time of Meeting:
11 am (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via <https://agmlive.link/SWF20>. Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A to this Notice of Meeting and Explanatory Memorandum. Shareholders are encouraged to review this Virtual Meeting Online Guide before the Meeting.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, **no hard copy** of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

SELFWEALTH LIMITED

ACN 154 324 428

Notice of Annual General Meeting

Notice is given that an annual general meeting of the members of SelfWealth Limited ACN 154 324 428 (**Company**) to be held virtually via <https://agmlive.link/SWF20> on **Thursday, 22 October 2020** at **11 am** (Melbourne time) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting.

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Meeting by clicking on the following link: www.linkmarketservices.com.au

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. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing the Notice of General Meeting (**Notice**), the Company intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Agenda

Financial statements and reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2020.

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020 be adopted."

*Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company

Resolution 2: Election of Mr Tam Vu

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

"That pursuant to the Company's Constitution and for all other purposes, Mr Tam Vu having been duly appointed to the Board on 4 February 2020 to fill a casual vacancy retires as a Non-Executive Director of the Company being eligible and having submitted himself for election, be appointed as a Non-Executive Director of the Company."

Resolution 3: Re-election of Mr John O'Shaughnessy

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

"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the re-election of Mr John O'Shaughnessy as a Non-Executive Director of the Company, who pursuant to clause 13 of the Company's Constitution is retiring by rotation and being eligible offers himself for re-election."

Resolution 4: Issue of 1,000,000 Shares to Director Mr Robert Edgley

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Mr Robert Edgley (a director of the Company) or nominee and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Resolution 5: Issue of 750,000 Shares to Director Mr Robert Edgley

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Shares to Mr Robert Edgley (a director of the Company) or nominee and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6: Adoption of Performance Rights Plan

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

"That Shareholders approve the adoption of the Company's Performance Rights Plan for the purposes of ASX Listing Rules 7.1 and 7.2 Exception 13(b); sections 200B and 200E of the Corporations Act 2001 and generally for all other purposes substantially in the form annexed in Annexure B of the Explanatory Memorandum which accompanies this Notice of Meeting."

Resolution 7: Ratification of prior issue of placement Shares issued to professional and sophisticated investors

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

"That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 21,428,572 Shares in the capital of the Company to professional and sophisticated investors on 16 March 2020 at \$0.14 per Share, as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."

Resolution 8: Approval of increased placement capacity

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

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in the capacity of the Company to issue 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 stated in the Explanatory Memorandum which accompanies this Notice of Meeting."

Resolution 9: Approval to amend the Constitution

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

"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the members of the Company approve the amendment of Rule 27 of the Company's Constitution relating to restricted securities as laid before the Meeting - a copy of which is available for inspection at the registered office of the Company (during normal business hours)."

By order of the Board

A handwritten signature in black ink, appearing to be 'P. Hains', written over a horizontal line.

Phillip Hains
Company Secretary
22 September 2020

VOTING ENTITLEMENT NOTICE

1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7pm on 20 October 2020. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

2. Voting at the meeting

You may vote by participating in the virtual Meeting or by appointing an attorney or corporate representative to participate in the virtual Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice or by appointing a proxy online.

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A. Shareholders are encouraged to review this guide before the Meeting.

(a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

(b) Voting in person virtually

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Meeting to be held at 11am (Melbourne time) on Thursday, 22 October 2020 by clicking on the following link: <https://agmlive.link/SWF20>

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the virtual Meeting should log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain an electronic voting card.

(c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate.

Proxies participating in the virtual Meeting will receive an email from the Share Registry prior to the Meeting containing details of their proxy number which they will need to use for the online registration process. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain an electronic voting card.

Completed Proxy Forms must be delivered to the Share Registry by 11am (Melbourne time) on Tuesday, 20 October 2020 in any of the following ways:

- (i) **By mail** in the enclosed reply-paid envelope (or the self-addressed envelope, for Shareholders whose registered address is outside Australia) provided to the Share Registry:

SelfWealth Limited

C/- Link Market Services Limited
Locked Bag A14

- (ii) **By fax** to the Share Registry on +61 2 9287 0309
- (iii) **Online** if you wish to appoint your proxy online, you should do so by visiting www.linkmarketservices.com.au by following the instructions on that website. Online appointments of proxies must be done by 11am (Melbourne time) on Tuesday, 20 October, 2020.
- (iv) **By Hand:**

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138;

or

Level 12, 680 George Street, Sydney NSW 2000.

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling +61 1300 554 474.

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman will act as proxy.

You are entitled to appoint up to two proxies to participate in 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 you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

(d) Undirected proxies

If a Shareholder nominates the chairman of the Meeting as that Shareholder's proxy, the person acting as chairman of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chairman intends to vote undirected proxies of which the chair is appointed as proxy in favour of the resolutions.

(e) Voting by attorney

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 11am (Melbourne time) on 20 October 2020 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Sienna Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from logging in online and participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

(f) Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 11am (Melbourne time) on 20 October 2020.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

SELFWEALTH LIMITED

ACN 154 324 42

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held virtually at 11am on Thursday 22 October 2020 (**Meeting**).

In light of the current COVID-19 restrictions, Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Annual General Meeting by clicking on <https://agmlive.link/SWF20> on 22 October 2020 at 11 am (Melbourne time).

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A. Shareholders are encouraged to review this guide before the Meeting.

1. Accounts and Reports

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2020.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Company's website <https://www.selfwealth.com.au>.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2020;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of Remuneration Report

2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2020 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2020 Annual Report can be found on its website at www.selfwealth.com.au/.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2020 Annual General Meeting:

- (c) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2021 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- (d) if the Company's subsequent (i.e. 2021) Remuneration Report also receives a "no vote" at the 2021 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2020 Annual General Meeting will be asked (at that 2021 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

2.2 Board Recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1. The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

2.3 Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast on Resolution 1 by or on behalf of

- (a) a member of the Key Management Personnel or*
- (b) a closely related party of a member of the Key Management Personnel (which includes a spouse, dependent and certain other close family members and companies controlled by the KMP) of those persons.*

each a 'KMP'. However, the Company will not disregard a vote if it is cast by a KMP, not cast on behalf of any KMP, and either:

- (c) the proxy appointing the KMP specifies the way the proxy is to vote on the resolution; or*
- (d) the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*

3. Resolution 2: Election of Mr Tam Vu

3.1 Background

Rule 13.1(d) of the Company's Constitution provides, amongst other things, that a director appointed under Rule 13.1(c) to fill a casual vacancy or as an addition to the Board may only hold office until the next annual general meeting and, if eligible, may offer themselves for election at that meeting.

Mr Tam Vu was appointed a Non-Executive Director of the Company on 4 February 2020. Mr Tam Vu, being eligible, offers himself for election.

Mr. Tam Vu Non-Executive Director (appointed 4 February 2020)	
Experience and expertise	<p>Tam has extensive experience across both the financial services and technology sector and brings over 20 years' experience as a CIO and Managing Director. Tam holds a Bachelor of Science (Hons.) from the University of Adelaide and has held senior executive positions for well-known organisations such as seek.com.au, BP plc, Mars Asia Pacific, and IBM.</p> <p>Tam brings significant skills in strategic planning, technology and innovation and corporate governance. His substantial exposure to audit, risk and compliance having served as an independent member of the Audit, Risk & Compliance Committee at the National Gallery of Victoria. Tam is also currently a member of the Risk and Audit Committee at the Environment Protection Authority Victoria.</p>
Other current directorships	None
Former directorships in last 3 years	GBST Holdings Ltd
Special responsibilities	<p>Chair of the Nomination and Remuneration committee</p> <p>Member of the Audit and Risk committee</p>

3.2 Board Recommendation

The Directors (other than Mr Tam Vu) recommend that Shareholders vote in favour of this Resolution 2.

4. Resolution 3: Re-election of Mr John O'Shaughnessy

4.1 Background

Rule 13.3 of the Company's Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself for re-election.

Mr John O'Shaughnessy was elected as the Company's Non-Executive Director on 29 November 2017, being eligible, offers himself for re-election.

Mr John O'Shaughnessy <i>Non-Executive Director</i>	
Experience and expertise	<p>John is an experienced company director and has more than 30 years' experience as a CEO or senior executive in the financial services sector. He is currently director of Alpha Vista Financial Services Holdings Limited and has served as chair of Forticode Limited, a member of the Macquarie University Faculty of Science and Engineering Advisory Council; director of Centrepont Alliance Limited (ASX: CAF); and as chair of the University of Adelaide's International Centre for Financial Services Advisory Board.</p> <p>John holds a Master of Business Administration from the Macquarie University Graduate School of Management and has qualified as a Fellow of the Governance Institute of Australia and a Fellow of the Financial Services Institute of Australasia.</p>
Other current directorships	None
Former directorships in last 3 years	Centrepont Alliance Limited (ASX: CAF), until 27 November 2017
Special responsibilities	Chair of the audit and risk committee Member of the remuneration and nomination committee

4.1 Board Recommendation

The Directors (other than John O'Shaughnessy) recommend that Shareholders vote in favour of this Resolution 3.

5. Resolution 4: Issue of 1,000,000 Shares to Director Mr Robert Edgley

5.1 Background

As announced by the Company on 15 May 2020, as part of Mr Robert Edgley's appointment as Managing Director of the Company, the Company agreed as part of Mr Edgley's employment contract to a one-off issue of 1,000,000 ordinary shares in the capital of the Company to Mr Robert Edgley as part of his employment remuneration subject to shareholder approval at the Company's next Annual General Meeting. Mr Edgley had been in the role of acting Chief Executive Officer since 26 November 2019.

The Board had resolved (subject to shareholder approval) to award Mr Robert Edgley (or his nominee) 1,000,000 Shares for no subscription price to address the difference between a CEO salary and what Mr Robert Edgley was being paid as a Director whilst he was in the acting CEO role. In particular, the Company at that time was conscious of preserving existing cash reserves and as such agreed to compensate Mr Robert Edgley in Shares (subject to shareholder approval). The Company is now seeking Shareholder approval to approve the one-off issue of the 1,000,000 Shares to Mr Robert Edgley.

5.2 ASX Regulatory Requirements

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company. If shareholder approval is received pursuant to this resolution, approval is not required under Listing Rule 7.1.

5.3 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued

Mr Robert Edgley (or his nominee), a director and therefore a related party of the Company to which ASX Listing Rule 10.11.1 applies.

- (b) The number and class of securities to be issued

1,000,000 fully paid ordinary shares.

- (c) The date by which the entity will issue the securities

No later than 1 month after the date of this Meeting.

- (d) The issue price of the securities and a statement of the terms of the issue

The Shares are to be issued as part of Mr Robert Edgley's remuneration package (as a one off allotment of Shares). No cash will be provided for the Shares.

- (e) The intended use of the funds raised

No cash funds will be raised from the issue of the Shares to Mr Robert Edgley.

- (f) Is the issue remuneration for a director

Yes. The total remuneration package of Mr Robert Edgley is as follows:

- Salary: \$300,000 cash per annum inclusive of superannuation.*
- Performance based bonus: STIs & LTIs based on criteria established by the Board.*

- *Issue of shares: 1,000,000 ordinary shares in the capital of SelfWealth Limited subject to the prior approval of Shareholders at the next Annual General Meeting.*
- *Termination period: 3 months' notice period*

5.4 Voting exclusion statement

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or.*
- (b) any associates of those persons.*

However, the Company need not disregard a vote cast on Resolution 4 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- (d) 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*
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and*
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

5.5 Recommendation

The Directors of the Company (other than Mr Robert Edgley, who abstains due to his interest in the resolution) unanimously recommend that Shareholders vote in favour of Resolution 4.

6. Resolution 5: Issue of 750,000 Shares to Director Mr Robert Edgley

6.1 Background

As noted above and in addition to the one off issue of 1,000,000 Shares to Mr Robert Edgley (or his nominee), Mr Robert Edgley's employment contract provides the

potential issue of shares pursuant to the Company's short term incentive program (**STI Scheme**).

Mr Robert Edgley's entitlement to a short term incentive for the 2019/2020 financial year is 750,000 ordinary shares in the capital of the Company which is issue (at no cash consideration) is subject to the achievement of relevant target performances.

The relevant performance targets include continuing market share growth and achieving associated KPI's , a successful capital raise, minimising the impact on Covid-19 on the business and continuing to build effective relationships with key suppliers.

Accordingly, the Board has resolved that Mr Robert Edgley has met all his performance targets and as a result agreed to issue (subject to Shareholder approval), 750,000 Shares to Mr Robert Edgley as part of his remuneration.

6.2 ASX Regulatory Requirements

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company. If shareholder approval is received pursuant to this resolution, approval is not required under Listing Rule 7.1.

6.3 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued

Mr Robert Edgley (or his nominee), a director and therefore a related party of the Company to which ASX Listing Rule 10.11.1 applies.

- (b) The number and class of securities to be issued

750,000 fully paid ordinary shares

- (c) The date by which the entity will issue the securities

No later than 1 month after the date of this Meeting.

- (d) The issue price of the securities and a statement of the terms of the issue

The shares are to be issued for no cash consideration as part of the Company's short term incentive program and forms part of the director's remuneration package for the 2019/2020 financial year.

- (e) The intended use of the funds raised

As noted above, no funds are to be received as the Shares are to be issued as part of Mr Robert Edgley's remuneration package.

- (f) Is the issue remuneration for a director

Yes. The Shares are issued pursuant to the terms of Mr Robert Edgley's CEO employment contract which has been summarised in section 5.3(f) of this Notice.

6.4 Voting exclusion statement

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or.*
- (b) any associates of those persons.*

However, the Company need not disregard a vote cast on Resolution 5 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- (d) 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*
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and*
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

6.5 Recommendation

The Directors of the Company (other than Mr Robert Edgley, who abstains due to his interest in the resolution) unanimously recommend that Shareholders vote in favour of Resolution 5.

7. Resolution 6: Adoption of Performance Rights Plan

7.1 Background

To foster an ownership culture within the Company and to motivate, employees, senior management and Directors to achieve performance targets of the Company, the Board resolved to adopt a Performance Rights Plan on the terms set out in Annexure B to this Explanatory Memorandum (**Performance Rights Plan**). The Board remains committed to incentivising and retaining the Company's directors and other personnel in a manner which promotes alignment of their interests with shareholder interests, whilst at the same time offering eligible participants market-competitive remuneration arrangements.

At the same time, the Company desires to maintain maximum ability to raise capital in accordance with ASX Listing Rule 7.1 without seeking prior shareholder approval. Accordingly, the Company is seeking Shareholder approval to adopt the Performance Rights Plan for the purposes of ASX Listing Rule 7.2 Exception 13.

7.2 Key features of the Performance Rights Plan

As noted above, the Performance Rights Plan will allow the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders.

A non-exhaustive summary of the key features of the Performance Rights Plan is as follows:

Features	Terms
Participants	All employees including executive and non-executive Directors to be eligible but it is at the discretion of the Board to decide to whom to make offers.
Instruments	<p>Rights (derivatives as may be settled in Shares or cash).</p> <p>Three types of "rights" to be provided for:</p> <ul style="list-style-type: none"> • "Performance Rights" which vest on achievement of company performance goals: • "Service Rights" which vest when specified periods of service are completed: and • "Restricted Rights" which are vested at grant.
Limit under the Performance Rights Plan	A 5% limit on all issued under the Performance Rights Plan applies over a rolling 3 years.
Grant frequency	Annual.
Performance Measurement Period	Subject to the Board's discretion, 3 years commencing at beginning of financial year in which "rights" are granted.
Rights Valuation	$\text{Value of Right} = \text{Share Price} - (\text{Annual Dividend} \times \text{Years in Performance Measurement Period})$ <p>The "Share Price" means the volume weighted average share price at which the Company's shares were traded on the ASX over the ten (10) trading days prior to the date for which the calculation is made.</p>
Annual Grant Calculation	<p>Formula as follows:</p> $\text{Number to be Granted (Rights)} = \frac{\text{Participant's Fixed Pay} \times \text{Target LTI \%} \times \text{Tranche Weighting}}{\text{Target Vesting \%} \div \text{Right Value}}$

Weightings of Performance Metrics	Only one tranche will be granted initially to each participant so the initial weighting will be 100%.
Board Discretion	Board retains the discretion to vary vesting if considered appropriate to do so in the circumstances.
Disposal Restrictions	<p>The Performance Rights Plan contains disposal restrictions reflecting the insider trading provisions of the Corporations Act and the Company's share trading policy.</p> <p>If at the time the Shares are acquired by a Participant they are restricted from dealing/disposal under the terms specified in the invitation, the Company's trading policy or legal provisions (e.g. insider trading provisions of the Corporations Act) then the Shares will be "Restricted Shares" which means that they cannot be sold until dealing in such securities by the Participant is no longer subject to such restrictions. The Restricted Shares will be held by the Trustee of the SelfWealth Employee Share Trust for the period that disposal restrictions apply.</p>

A copy of the Performance Rights Plan is attached as Annexure B to this Explanatory Memorandum.

7.3 Termination benefits under the Performance Rights Plan

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution and in accordance with the special provisions of s 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Performance Rights Plan allows the Board, in its discretion to vary or amend the terms of the Performance Rights Plan, which may include an amendment to allow an acceleration of vesting of share entitlements on a retirement, which could constitute a benefit otherwise prohibited under Section 200B. In order to give the Board flexibility to exercise its discretions under the Performance Rights Plan to the extent that an acceleration of vesting could be regarded as providing a person a benefit in connection with that person's retirement from an office or position of employment (**Employment Retirement Benefit**), shareholder approval for the purposes of sections 200B and 200E of the Corporations Act is being sought.

For a section 200B benefit to be allowed, section 200E requires that this Notice of Meeting provide shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

- (a) Value of termination benefits

The Board has not determined that it will exercise discretion to grant any Employment Retirement Benefits. In the circumstances of a possible Employment Retirement Benefit, the value of the benefits that the Board may give under the Performance Rights Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all).

Specifically, the value of an Employment Retirement Benefits will depend on a number of factors, including the Company's share price at the time.

(b) Further Voting restrictions

Insofar as Resolution 6 could relate to the provision of an Employment Retirement Benefit, in accordance with section 200E(2A) of the Corporations Act, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company (or any related body corporate), or an associate of that person. However, a person is entitled to cast a vote if:

- (i) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- (ii) it is not cast on behalf of the retiree or an associate of that person.

As at the date of this Notice, the Board has not identified any particular person to receive a benefit in connection with that person's retirement from a managerial or executive office in the Company. As such, no existing Shareholders shall be excluded from voting on Resolution 6.

7.4 ASX Listing Rules

As noted above, Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing Rule 7.2 exception 13 provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than three years before the relevant date of issue of the securities.

The Performance Rights Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2 and this Resolution 6 seeks shareholder approval for the Plan to meet the 3 year approval requirement.

The Company intends that any issue of securities under the Performance Rights Plan does not detract from the Company's Listing Rule 7.1 15% entitlement. Accordingly, it is seeking shareholder approval of the Performance Rights Plan in order for the Company to be able to issue shares pursuant to the Performance Rights Plan (**Performance Rights**) and have those securities qualify under exception 13 to Listing Rule 7.2.

7.5 Information required for Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) requires the information detailed in sections (a), (b) and (c) below to be provided to members for approval under this resolution:

(a) Performance Rights Plan Summary

A copy of the Performance Rights Plan has been included in Annexure B to the Explanatory Memorandum.

(b) Shares already issued

The Company has not yet issued any Performance Rights under the Performance Rights Plan.

(c) Maximum number of shares issued under the Performance Rights Plan

The maximum number of shares issued under the Performance Rights Plan will not exceed 9,993,754 Shares (based on the total share capital of the Company as at the date of this Notice of 199,875,082 Shares).

The aggregate number of Shares which may be issued pursuant to the Performance Rights Plan shall not at any time exceed 5% of the total number of issued Shares.

(d) Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the employee incentive scheme; or*
- (b) any associates of that person.*

However, the Company need not disregard a vote cast on Resolution 6 if it is cast by or on behalf of:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- (d) 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*
- (e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and*
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

7.1 Recommendation

As the Directors are excluded from voting upon this Resolution pursuant to the ASX Listing Rules, the Directors will not make a recommendation to shareholders with respect to vote in relation to this Resolution 6.

8. Resolution 7 - Ratification of prior issue of placement Shares issued to professional and sophisticated Investors

8.1 Background

As announced on 16 March 2020, the Company issued 21,428,572 Shares to a number of sophisticated and wholesale investors.

The issue of the Shares was within the Company's current capacity under ASX Listing Rules 7.1 and 7.1A, however the Company is now seeking shareholder ratification and approval for the issue of these Shares to the extent the Company utilised its capacity under ASX Listing Rule 7.1.

Resolution 7, if passed, will enable the Company to retain the flexibility to issue the same number of equity securities (as the securities the subject of this resolution) within the next 12 months without the requirement to obtain prior shareholder approval for that number of equity securities.

8.2 Regulatory requirements

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- (a) The names of the allottees (or the basis on which the allottees were identified or selected):

Wholesale and sophisticated investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by BW Equities Pty Ltd.

- (b) The number and class of securities the entity issued or agreed to issue:

21,428,572 fully paid ordinary shares have been issued pursuant to the Company's 15% entitlement under ASX Listing Rule 7.1.

- (c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

The Shares are fully paid ordinary shares.

- (d) The date or dates on which the securities were or are to be issued:

16 March 2020

- (e) The issue price or other consideration the Company has received or will receive for the issue of the securities:

\$0.14 per Share

- (f) The purpose of the issue, including the use or intended use of the funds raised by the issue:

As announced on 9 March 2020, the funds raised from the placement will be used to build on and maintain pace of the strong growth in the business, by reinvesting in customer acquisition, new products initiatives and to continue its investment in platform technology

- (g) The summary of the material terms of the agreement:

The Shares were not issued pursuant to an agreement.

- (h) Voting Exclusion Statement

Voting exclusion

ASX Listing Rules - The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) any associates of those persons.

However, the Company need not disregard a vote cast on Resolution 7 if it is cast by or on behalf of:

(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(d) 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

(e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

8.3 Recommendation

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 7.

9. Resolution 8: Approval of increased placement capacity

9.1 Placement capacity

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, 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. This Resolution 8 seeks approval to allow the Board the flexibility to issue additional Shares if it so decided. The Board may decide not to issue any Shares pursuant to this Resolution 8.

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 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.

9.2 Description of Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (**Placement Securities**) 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 on issue one class of equity securities, being ordinary shares (**Shares**).

Resolution 8 is a special resolution and therefore 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).

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 Placement Securities calculated in accordance with the formula in Listing Rule 7.1A.2.

The effect of Resolution 8 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without using any of the Company's 15% placement capacity under Listing Rule 7.1.

9.3 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) Period for which approval will be valid

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; or
- (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), or such longer period if allowed by ASX

(10% Placement Period).

(b) Minimum issue price

If any Placement Securities are issued, the minimum price the Placement Securities will be issued for cash consideration which is not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

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

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

(c) Purposes for which Placement Securities may be issued

The Company may seek to issue the Placement Securities as cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Placement Securities.

(d) Effect on existing (non-participating) Shareholders

If Resolution 8 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the Annual General Meeting; and
- (ii) the Placement 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 or the Placement Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The below table is included for illustrative purposes and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 14 September 2020 and the current number of Shares for variable "A" (above) calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares 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
- (ii) Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) 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.
- (iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Placement Securities under the 10% Placement Facility consists only of Shares.
- (vi) The issue price is \$0.645, being the closing price of the Shares on ASX on 14 September 2020.

Variable 'A' in Listing Rule 7.1A.2		\$0.323 50% decrease in Issue Price	\$0.645 Issue Price	\$0.970 50% increase in Issue Price
Current Variable A 199,875,082 Shares	10% Voting Dilution	19,987,508 Shares	19,987,508 Shares	19,987,508 Shares
	Funds raised	\$6,455,965	\$12,891,943	\$19,337,914
50 % increase in current Variable A 299,812,623 Shares	10% Voting Dilution	29,981,262 Shares	29,981,262 Shares	29,981,262 Shares
	Funds raised	\$9,683,948	\$19,337,914	\$29,006,871
100% increase in current Variable A 399,750,164 Shares	10% Voting Dilution	39,975,016 Shares	39,975,016 Shares	39,975,016 Shares
	Funds raised	\$12,911,930	\$25,783,886	\$38,675,828

(e) Company's share allocation policy

The Company's share 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 Placement Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, issues in which existing security holders can participate;
- (ii) the effect of the issue of the Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) 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 of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Information under ASX Listing Rule 7.3A.6

The Company has not issued or agreed to issue any securities under Listing Rule 7.1A.2 during the 12 months prior to the date of this Meeting.

9.4 Recommendation

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 9.

10. Resolution 9: Approval to amend the Constitution

10.1 Background

Resolution 9 proposes the amendment of the Company's Constitution by amending the existing Rule 27 (dealing with restricted securities) as laid before the Meeting - a copy of which is available for inspection at the registered office of the Company (during normal business hours).

Pursuant to section 136(2) of the Corporations Act, the Company may only modify its Constitution by special resolution.

In summary, the amendments to Rule 27 of the Constitution allow the Company to comply with ASX Listing Rule 15.12 should the ASX impose mandatory escrow on any of the Company's issued securities. In particular, Listing Rule 15.12 expressly requires the constitution of a Listed entity which has any restricted securities on issue to provide for each of the following:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and
- (e) if a holder of restricted securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder

will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

10.2 Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 9.

11. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting / AGM means the annual general meeting of the Company to be held virtually at 11am on Thursday, 22 October 2020 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Company means SelfWealth Limited ACN 154 324 428.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel or KMP means the key personnel as disclosed in the Remuneration Report, being Robert Edgley and Andrew Dick

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Share Registry means Link Market Services Limited.

Shareholder means a holder of a Share.



Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

A registration form for LINK Group. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. Below these fields is a checkbox for "I have read and accept the Terms & Conditions" and a large orange button labeled "REGISTER AND WATCH AGM". A small text at the bottom indicates a Help Number: 1800 999 363.

Step 1

Open your web browser and go to <https://agmlive.link/SWF20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

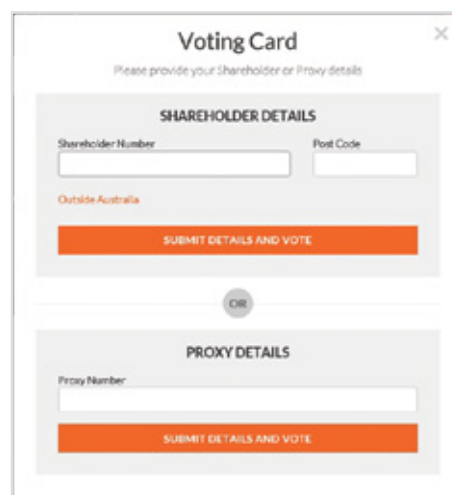
- On the left – a live audiocast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

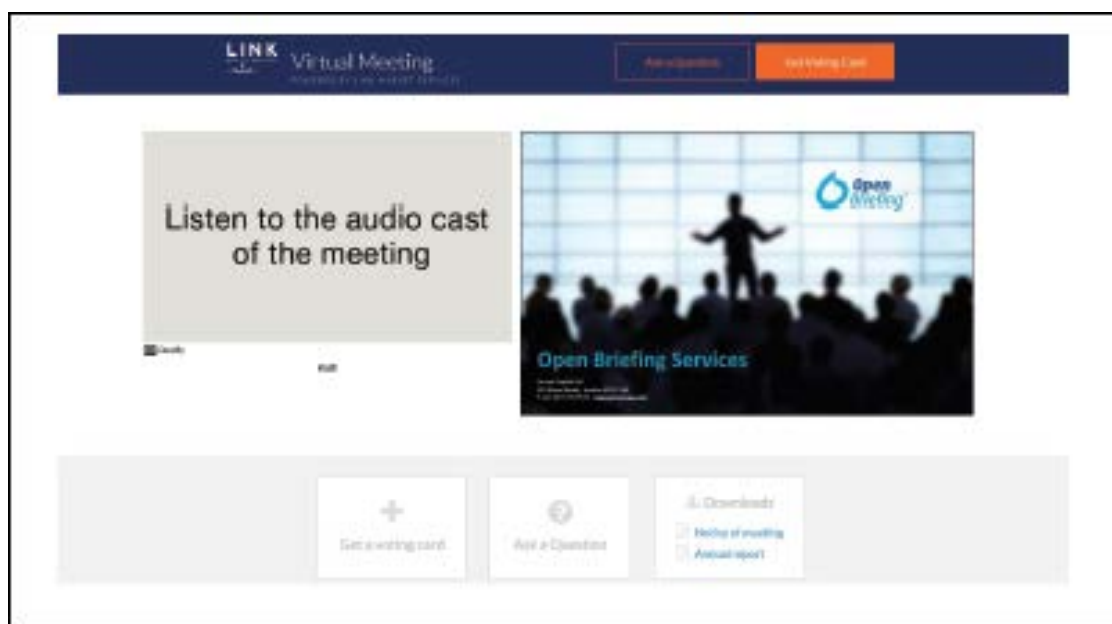
A "Voting Card" form with a close button (X) in the top right corner. It prompts the user to "Please provide your Shareholder or Proxy details". The form is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section includes fields for "Shareholder Number" and "Post Code", with a link for "Outside Australia". The "PROXY DETAILS" section includes a "Proxy Number" field. Both sections have an orange "SUBMIT DETAILS AND VOTE" button.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

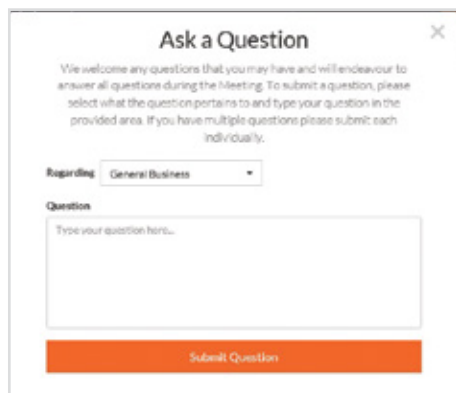
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



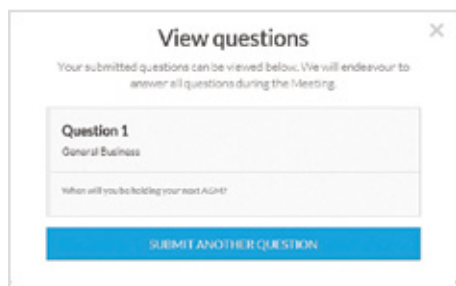
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz



SelfWealth Limited

Rights Plan Rules

Cover notes regarding this Plan (not to be taken as part of the Rules):

- It is based on “indeterminate” Rights which may be settled in cash (a kind of derivative), therefore the Rights are not considered “securities” by ASIC and Corporations Act s708 relief is not available. ASIC Class Order 14/1000 must be relied upon, and the Company must notify ASIC when it first relies upon it in relation to this plan,
- The **Rights are NOT exercised automatically**, to increase the likelihood that desirable taxing points can be achieved regardless of whether or not the Company is paying dividends. A Participant must submit an Exercise Notice in order to exercise vested Rights,
- Non-executive Directors are eligible to become Participants.
- In response to the receipt of an Invitation, a potential Participant will make an Application for Rights, which is subject to Board consideration and approval, such that all grants may be made on the same date after Applications are received,
- Both market purchases, and new issues of Shares, may be used to settle Rights on exercise,
- **Continued service for the whole of the Measurement Period is not a default requirement.** However, malus/clawback/good behaviour bond features apply at all times, including following cessation of employment (addresses joining a competitor),
- **An Exercise Price can be specified for a Right to create an option type instrument**, however it will be a cashless exercise option or share appreciation right, which is less dilutive and simpler to exercise,
- If grants are to be made to a director, and shareholder approval is not obtained, the Plan specifies on-market purchases will apply, so as to ensure compliance with the ASX Listing Rules,
- Major corporate actions are addressed including delisting, major return of capital and demerger,
- Exercise Restrictions can be attached to Rights to defer the earliest exercise point following vesting (a form of deferral, particularly useful if malus/clawback is a priority),
- Specified Disposal Restrictions can be attached to Shares that result from exercise (another form of deferral, less useful for malus/clawback),
- The plan is designed not to give rise to a termination benefit, by default, by avoiding vesting triggered by termination, though this may be overridden by discretion,
- Due to the use of indeterminate Rights, Australian Participants are unlikely to be subject to a requirement to pay tax on the market value of a Share at the date of termination until Rights have been exercised, and
- The Rights Plan can be used for a range of purposes, including but not limited to:
 - Long Term Variable Remuneration using Performance Rights,
 - Retention grants to employees below the senior executive level using Service Rights, or
 - Deferring Short Term Variable Remuneration using Service Rights or Restricted Rights.

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SelfWealth Limited Rights Plan

1 Purpose

- 1.1 This SelfWealth Limited Rights Plan (the Plan) is governed by these Rules.
- 1.2 The purposes of the Plan are to:
 - (a) enable the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders,
 - (b) create alignment between the interests of Participants and Shareholders,
 - (c) enable the Company to compete effectively for the calibre of talent required for it to be successful,
 - (d) ensure that Participants have commonly shared goals, and
 - (e) assist Participants to become Shareholders.

2 Interpretation

- 2.1 Unless the context otherwise requires:
 - (a) headings and subheadings are for convenience only and shall not affect interpretation except for specific cross-references,
 - (b) words denoting the singular shall include the plural, and the converse also applies,
 - (c) words denoting any gender include all genders,
 - (d) any reference to a party to any agreement or document includes its successors and permitted assigns and substitutes by way of assignment or novation, and
 - (e) any reference to any agreement or document includes that agreement or document as amended at any time.
- 2.2 The capitalised words used in these Rules have the meaning ascribed to them in Rule 43 Dictionary.

3 Administration

This Plan will be administered by the Board, but it may delegate responsibility to a committee of the Board in relation to all Participants or to the Managing Director in relation to other Participants. The Board is authorised, subject to the provisions of these Rules, to establish such guidelines for the administration of the Plan as are deemed appropriate, and to make determinations under the Plan as may be deemed necessary or advisable from time to time. Such determinations shall be conclusive and binding on all Participants.

4 Eligibility

All Eligible Persons are eligible to receive Invitations.

5 Invitations

- 5.1 The Plan will operate through a series of Invitations. The Board will in its absolute discretion determine those Eligible Persons who will receive Invitations.
- 5.2 Subject to compliance with the Listing Rules, the Corporations Act and the Company's Constitution, the Board may make Invitations at such times and to such Eligible Persons as it determines in its discretion.

- 5.3 Each Invitation may contain terms and conditions that vary between Invitations. The variable terms and conditions that apply to a grant of Rights under the Plan are to be determined by the Board and included in the Invitation.
- 5.4 Details to be contained in an Invitation will include each of the following to the extent applicable to the intended features of a particular Invitation and the type of Rights that are the subject of the invitation (Performance Rights, Service Rights, and/or Restricted Rights):
- (a) the name of the Eligible Person,
 - (b) the date of the Invitation,
 - (c) the number of each type of Right in each Tranche, that may be applied for,
 - (d) the price of the Rights which will be nil, unless otherwise determined by the Board,
 - (e) the Exercise Price which will be nil, unless otherwise determined by the Board,
 - (f) the Term of Rights in each Tranche, which may be up to 15 years,
 - (g) the Vesting Conditions which are to apply to Service and/or Performance Rights, as may be applicable to each Tranche,
 - (h) the Measurement Period applicable to each Tranche, in the case of Performance and Service Rights,
 - (i) the Vesting Date or how the Vesting Date will be determined,
 - (j) in respect of unvested Service Rights held at the date of termination of employment whether they will lapse or vest or may be retained for possible vesting at a later date,
 - (k) the Specified Disposal Restrictions period for Shares that may be acquired on exercise of vested Rights,
 - (l) Exercise Restrictions, if any, that may apply,
 - (m) whether any Shares to be provided to a Participant on exercise of Rights that are the subject of an Invitation must be acquired by on-market purchase or otherwise,
 - (n) other terms and conditions that the Board determines to include, and
 - (o) how to apply for Rights that are the subject of the Invitation, including the name of the person to whom the Application should be sent and the Application Period.
- 5.5 The receipt of an Invitation or Invitations under the Plan does not guarantee nor confer any entitlement to receive any other Invitation under the Plan.

6 Application for Rights

The form of Application and the Application Period shall be determined by the Board in its discretion from time to time. In submitting an Application, the Eligible Person will be agreeing to be bound by these Rules and the terms of the Invitation.

7 Granting of Rights

- 7.1 The Board will consider valid Applications that are made in response to Invitations and determine whether or not to accept them.
- 7.2 In respect of accepted Applications, the Board will use reasonable endeavours to grant the Rights within 30 days of the end of the Application Period, unless otherwise determined by the Board.

- 7.3 Participants will be advised in writing when Rights have been granted and the date of the grant, via a Grant Notice.

8 Participants

- 8.1 Eligible Persons whose Applications have been accepted and have been granted Rights will be referred to as Participants in the Plan.
- 8.2 They will remain Participants until all Rights they have been granted have either lapsed or been exercised and both any risk of forfeiture and disposal restrictions applicable to the Shares acquired by exercising the Rights have ceased to apply.

9 Rights May Not Be Disposed of or Transferred or Encumbered

Rights may not be disposed of or transferred or otherwise dealt with (including for purposes of this Rule, encumbered or made subject to any interest in favour of any other person) and will lapse immediately on purported disposal, transfer or dealing unless the transfer is effected by operation of law on death or legal incapacity to the Participant's legal personal representative.

10 Measurement Periods

- 10.1 The Measurement Period applicable to each Tranche of Performance Rights will be three years unless otherwise specified in the Invitation. The Measurement Periods for Performance Rights will relate to periods when performance conditions must be satisfied for them to vest.
- 10.2 The Measurement Period applicable to each Tranche of Service Rights will be specified in the Invitation. The Measurement Periods for Service Rights will relate to periods when service conditions must be satisfied for them to vest.
- 10.3 Measurement Periods for grants of Performance and Service Rights will commence on the first day of the financial year in which the grant is made unless otherwise determined by the Board and specified in the Invitation.

11 Vesting Conditions

- 11.1 Vesting Conditions may relate to:
- a) performance of the Company or an aspect of the Company's operations or the performance of the Participant, or
 - b) continued service of the Participant with the Group, or
 - c) any combination of the foregoing determined by the Board for each Tranche.
- 11.2 Vesting Conditions, if applicable, must be specified in the Invitation, along with the relationship between various potential levels of performance and levels of vesting that may occur.
- 11.3 Performance conditions may vary between different Invitations and between different Tranches of Rights specified in an Invitation.

12 Vesting of Performance Rights

- 12.1 Following the end of the Measurement Period, the Board will determine for each Tranche of Performance Rights to which the Measurement Period applies, and which have not previously lapsed or vested, the extent to which it has vested, if at all, and notify Participants in a Vesting Notice of both the extent of vesting and the Vesting Date.

- 12.2 Prior to the end of a Measurement Period the Board may determine that some or all of the Performance Rights held by a Participant will vest in which case the Board will notify Participants in a Vesting Notice of both the extent of vesting and the Vesting Date. In such circumstances the Board also has absolute discretion to determine that Exercise Restrictions (if any) are lifted, and that some or all of any remaining unvested Performance Rights will be forfeited in which case the Board shall notify Participants in writing, in a form determined by the Board in its absolute discretion.

13 Board Discretion Regarding Vesting of Performance Rights

- 13.1 The Board retains discretion to increase or decrease, including to nil, the extent of vesting in relation to each Tranche of Performance Rights if it forms the view that it is appropriate to do so given the circumstances that prevailed during the Measurement Period. In exercising this discretion, the Board shall take into account, amongst other factors it considers relevant, Company performance from the perspective of Shareholders over the relevant Measurement Period.
- 13.2 Before exercising its discretion under this Rule, the Board may seek advice from an independent advisor as to whether the discretion should be exercised and if so then the alternative extent of vesting that should be considered by the Board.

14 Vesting of Service Rights

- 14.1 Following the end of the Measurement Period, the Board will determine for each Tranche of Service Rights to which the Measurement Period applies and which have not previously lapsed, the extent to which it has vested, if at all, and notify Participants in writing of the vesting and the Vesting Date.
- 14.2 Prior to the end of a Measurement Period the Board may determine that some or all of the Service Rights held by a Participant will vest in which case the Board will notify Participants in a Vesting Notice of both the extent of vesting and the Vesting Date. In such circumstances the Board also has absolute discretion to determine that Exercise Restrictions (if any) are lifted, and that some or all of any remaining unvested Service Rights will be forfeited in which case the Board shall notify Participants in writing, in a form determined by the Board in its absolute discretion.

15 Vesting of Restricted Rights

Restricted Rights are fully vested at the Grant Date, therefore the Grant Notice and the Vesting Notice may be combined i.e. the Grant Date is also the Vesting Date for Restricted Rights.

16 Lapsing of Rights

Rights will lapse automatically on the earlier of:

- a) For unvested Rights when there is no opportunity for them to vest at a later date, or
- b) The end of the Term of the Right.

17 Exercise of Rights and Exercise Restrictions

- 17.1 An Invitation may specify an Exercise Restriction which is a period during which Rights may not be exercised, and any attempt to do so will be considered void, subject to the early release of Exercise Restrictions as provided for in these Rules
- 17.2 Restricted Rights are subject to an Exercise Restriction for 90 days following the Grant Date, unless a longer period is determined by the Board and specified in the Invitation.

- 17.3 Rights may be exercised at any time between the latter to occur of the Vesting Date or the elapsing of the Exercise Restriction (if applicable) and the end of their Term, by the Participant submitting an Exercise Notice.
- 17.4 An Exercise Notice will be in the form determined by the Board from time to time, and provided to the Participant with a Vesting Notice.
- 17.5 On exercise of Rights the Board will determine in its absolute discretion whether to settle the Exercised Rights Value in whole Shares (including Restricted Shares) with any residual amount being forfeited, a cash payment to the Participant or a combination of whole Shares and a cash payment to the Participant. The Board will advise the Participant in writing of the result of its determination, in the Settlement Notice.
- 17.6 To the extent that the Exercised Rights Value is to be provided in Shares, the Board will in its discretion, either:
- (a) issue Shares to the Participant, or
 - (b) arrange for Shares to be acquired for the benefit of Participants by the trustee of the EST. The Company or another Group Company will contribute such funds as are needed from time to time to the EST trustee to enable the EST trustee to acquire Shares and the trustee shall apply those funds to acquire Shares by:
 - i. market purchase, or
 - ii. subscription to a new issueas directed by the Board.
- 17.7 To the extent that the Exercised Rights Value is to be paid in cash it will be paid via payroll less any legally required withholdings such as PAYG tax.
- 17.8 The Board may in its absolute discretion waive the remaining portion of the Exercise Restriction period.

18 Disposal Restriction Attached to Shares

- 18.1 All Shares acquired by Participants or held by the trustee of the EST for the benefit of Participants as a consequence of the exercise of Rights are initially Restricted Shares, and shall be subject to a disposal restriction being that such Shares may not be sold or disposed of in any way until their sale would not breach either:
- (a) the Company's share trading policy, or
 - (b) Division 3 of Part 7.10 of the Corporations Act
- following expiry of the Specified Disposal Restriction, if any, applicable to the Restricted Shares.
- 18.2 Any attempt by a Participant to deal in or dispose of Restricted Shares will result in forfeiture of the Restricted Shares by the Participant, and the Board may require the Participant to facilitate a transfer of forfeited Restricted Shares to another party nominated by the Board, for nil consideration.
- 18.3 In cases of severe and demonstrable hardship the Board may in its absolute discretion waive the remaining portion of the Specified Disposal Restriction period.
- 18.4 If Shares subject to Specified Disposal Restrictions are held in the name of the Participant then the Company shall impose a CHES holding lock to ensure that the disposal restrictions are complied with.
- 18.5 On the first occasion following the cessation of Specified Disposal Restrictions, if any, when Shares may be sold without breaching the Company's share trading policy the Board will advise the Participant in writing of the date of that occasion. A Cessation of

Disposal Restrictions Notice will be used for this purpose. However, if sale of the Shares may not be undertaken due to Division 3 of Part 7.10 of the Corporations Act (insider trading restriction provisions) then the effective date of the Cessation of Disposal Restrictions Notice will be taken to be delayed until the next point in time when sales of Shares may occur without breaching either the Company's share trading policy or Division 3 of Part 7.10 of the Corporations Act (insider trading restriction provisions).

19 Disposal Restrictions and Exercise Restrictions Release at Taxing Point During Employment

- 19.1 In the event that a taxing point arises in relation to vested but unexercised Rights that are subject to Exercise Restrictions held by a Participant that is employed by the Group i.e. during their employment, the Exercise Restrictions will cease to apply to 50% of such Rights, unless otherwise determined by the Board.
- 19.2 In the event that a taxing point arises in relation to Restricted Shares subject to Specified Disposal Restrictions for a Participant that is employed by the Group i.e. during their employment, then Specified Disposal Restrictions (and associated CHES holding locks if applicable) will cease to apply to 50% of such Shares.

20 Fraud, Gross Misconduct, Etc.

In the event that the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Group, the Participant will forfeit all unvested Rights.

21 Board Discretion to Prevent Inappropriate Benefits

The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date if allowing the unvested Rights to be retained by the Participant may, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include but are not limited to:

- (a) if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board,
- (b) if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders,
- (c) if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company,
- (d) if the Board forms the view that Participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety,
- (e) if a Participant joins a competitor (unless otherwise determined by the Board),
- (f) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information.

22 No Hedging

Participants must not enter into an arrangement with anyone if it would have the effect of limiting their exposure to risk in relation to Rights (vested or unvested) or Restricted Shares.

23 Bonus Issues, Rights Issues and Capital Reorganisation

- 23.1 In cases of bonus share issues by the Company the number of Rights held by a Participant shall be increased by the same number as the number of bonus shares that would have been received by the Participants had the Rights been fully paid ordinary shares in the Company, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply.
- 23.2 In the case of general rights issues to Shareholders there will be no adjustment to the Rights. However, the Board may consider issuing options to Participants:
- (a) of a number up to the number of Shares to which the Participant would have been entitled had the Rights been Shares, and
 - (b) the Exercise Price of such options will be equal to the amount payable by Shareholders to exercise a right to acquire a Share.
- 23.3 In the case of an issue of rights to other than to Shareholders there will be no adjustment to the Rights.
- 23.4 In the case of other capital reconstructions, the Board may make such adjustments to the Rights as it considers appropriate with a view to ensuring that holders of Rights are neither advantaged nor disadvantaged.
- 23.5 This rule is subject to the application of the Listing Rules.

24 Termination of Employment

- 24.1 If a Participant ceases to be an employee of the Group, then Performance Rights which are not vested will be forfeited in the same proportion as the remainder of the first year of the Measurement Period bears to the full year in respect of each Tranche, unless and to the extent otherwise determined by the Board in its discretion.
- 24.2 Performance Rights that do not lapse at the termination of employment will continue to be held by Participants with a view to testing for vesting at the end of the Measurement Period. The Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed by the Group.
- 24.3 If a Participant ceases to be an employee of the Group, then Service Rights will be dealt with as specified in the relevant Invitation. In respect of Service Rights that are not forfeited at termination, the Board has discretion to determine that any service conditions have been fulfilled at the end of the Measurement Period, regardless of whether or not a Participant remains employed by the Group.
- 24.4 If a Participant has previously ceased to be an employee of the Group then Performance and Service Rights that are exercised after the date of termination will be dealt with pursuant to Rule 17 except that if the market value of a Share at the time of exercise is less than the market value of a Share at the date of the termination then the Exercised Rights Value will be paid in cash, unless otherwise determined by the Board.
- 24.5 If a Participant has previously ceased to be an employee of the Group then any unexercised vested Rights they hold must be exercised no later than 90 days after the first date that all Rights that the Participant holds are fully vested and not subject to Exercise Restrictions. If not exercised the Rights will lapse unless otherwise determined by the Board.
- 24.6 In respect of a Participant that is not an Australian resident, the Invitation may specify alternative treatment of Performance Rights, Service Rights and Restricted Rights in the

case the Participant ceases to be an employee of the Group, including with regards to the treatment of Exercise Restrictions and Disposal Restrictions.

25 Retirement Benefit Limit

Notwithstanding any other provision in these Rules, the Company is not required to provide or procure the provision of any benefit which would result in a breach by the Company of Division 2 of Part 2D.2 of the Corporations Act relating to termination benefits to any Participants who are the holder of an managerial or executive office unless any prior approval required from the Shareholders for the provision of such a benefit has been sought and obtained by the Company.

26 Delisting

Unless otherwise determined by the Board, in the event the Board determines that the Company will be imminently de-listed, whether in the case of a Change of Control or otherwise, the Vesting Conditions attached to the Tranche at the time of the Application will cease to apply and:

- (a) unvested Performance Rights will vest in accordance with the application of the following formula to each unvested Tranche as at a date determined by the Board (Effective Date), noting that negative results will be taken to be nil and vesting cannot exceed 100%:

$$\begin{array}{ccccccc} \text{Number of} & & & & & & \\ \text{Performance} & & & & & & \\ \text{Rights in} & & & & & & \\ \text{Tranche to} & & & & & & \\ \text{Vest} & = & \text{Unvested} & \times & \text{\% of First} & \times & \text{(Share Price at the Effective Date – Share Price} \\ & & \text{Performance} & & \text{Year of} & & \text{at Measurement Period Commencement)} \\ & & \text{Rights in} & & \text{Measurement} & & \\ & & \text{Tranche} & & \text{Period} & & \\ & & & & \text{Elapsed} & & \\ & & & & & & \text{Share Price at Measurement Period} \\ & & & & & & \text{Commencement} \end{array}$$

- (b) any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date,
- (c) any unvested Performance Rights that remain following (a) and (b) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date,
- (d) some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances giving rise to the grant of Service Rights, and any remainder will lapse immediately,
- (e) any unexercised Rights held by a Participant that are subject to an Exercise Restriction will cease to be so restricted on the date that the Board determines in its sole discretion, and
- (f) any Specified Disposal Restrictions will be lifted, including the removal of any Company initiated CHES holding lock.

27 Major Return of Capital to Shareholders or Demerger

In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders;

- (a) unvested Performance and Service Rights will either vest to the extent determined by the Board, with the remainder lapsing, or the Board will adjust the number and

vesting conditions of Performance and Service Rights held so that Participants are neither advantaged nor disadvantaged by the return of capital or demerger, and

- (b) Restricted Rights will cease to be subject to Exercise Restrictions prior to the return of capital or demerger, on the date determined by the Board.

28 Exercise of Rights Granted to a Director without Shareholder Approval

If a grant of Rights to a Director has not received prior approval of the Company's shareholders, then on exercise of such Rights and subject to the Listing Rules any Shares to be provided to the Participant shall be acquired by on-market purchase.

29 Separate Clawback or Malus Policy

While the Company has a separate malus or clawback policy that applies to variable remuneration, and that policy addresses unvested and/or vested Rights and/or Restricted Shares, then in the event of any inconsistency between the Plan Rules and the policy, the latter shall prevail.

30 ASIC Class Order Compliance

Invitations will be made in reliance on ASIC Class Order 14/1000 (or any successor class order) and the Board will take such action or refrain from taking actions so as to remain able to rely on the relief provisions of the Class Order, including notifying ASIC when it first relies on the Class Order and not making grants that may exceed the limit contained in the Class Order.

31 Employee Share Scheme Taxing Provisions to Apply

Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to this Plan including to all Rights granted under the Plan and all Shares that arise from the exercising of Rights.

32 Overseas Transfers

32.1 If a Participant is transferred to work in another country and, as a result of that transfer, the Participant would:

- (a) suffer a tax disadvantage in relation to their Rights (this being demonstrated to the satisfaction of the Board); or
- (b) become subject to restrictions on their ability to deal with the Rights, or to hold or deal in the Shares or the proceeds of the Shares acquired on exercise, because of the security laws or exchange control laws of the country to which he or she is transferred,

then, if the Participant continues to hold an office or employment with the Group, the Board may decide that the Performance or Service Rights will vest on a date it chooses before or after the transfer takes effect, and that Exercise Restrictions and Disposal Restrictions cease to apply. The Rights will vest to the extent determined by the Board and may lapse or not lapse as to the balance as determined at the discretion of the Board.

33 Non-Australian Residents

When a Right is granted under the Plan to a person who is not a resident of Australia, the provisions of the Plan apply subject to such alterations or additions as the Board determines having regard to any applicable or relevant laws, matters of convenience and desirability and

similar factors which may have application to the Participant or to the Company in relation to Rights. Such alterations or additions shall be specified in the Invitation.

34 Board Determinations and Amendment of the Plan

- 34.1 A determination by the Board or a Board committee or a delegate of the Board may be evidenced by minutes of a meeting of the Board or Board committee or a record of a determination by the delegate (as applicable). Any such minute or determination shall be prima facie evidence of the determination in the absence of manifest error.
- 34.2 The Board may at any time by written instrument, or by resolution of the Board, amend or repeal all or any of the provisions of the Rules, including this Rule.
- 34.3 No amendment to or repeal of the Rules is to reduce the existing rights of any Participant in respect of any accepted Application that had commenced prior to the date of the amendment or repeal, other than with the consent of the Participant or where the amendment is introduced primarily:
- (a) for the purpose of complying with or conforming to a present or future State, Territory or Commonwealth legal requirement governing, regulating or effecting the maintenance or operation of the Plan or like plans;
 - (b) to correct any manifest error or mistake;
 - (c) to address possible adverse tax implications for Participants generally or the Company arising from:
 - i. a ruling of any relevant taxation authority;
 - ii. a change to tax legislation or the application or termination of the legislation or any other statute or law (including an official announcement by any relevant taxation or government authority);
 - iii. a change in interpretation of tax legislation by a court of competent jurisdiction or by any relevant taxation authority; or
 - iv. to enable the Company to comply with the Corporations Act or the Listing Rules.

35 Not Exclusive Method of Providing Variable Remuneration

This Plan shall not be an exclusive method of providing variable remuneration for employees of the Company, nor shall it preclude the Company from authorising or approving other forms of variable remuneration.

36 No Right to Continued Employment

Neither the establishment of the Plan nor receipt of an Invitation, nor the approval of an Application, nor the payment of an award nor the vesting of Performance Rights or any other action under the Plan shall be held to confer upon any Participant the right to continue in the employment of the Company or affect any rights the Company may have to terminate the employment of the Participant.

37 Relationship to Other Plans

Participation in the Plan shall not affect or be affected by participation in or payment under any other plan of the Company, except as otherwise determined by the Board.

38 Notices

- 38.1 A notice (meaning for the purposes of this Rule 38, notice, application, permission or other communication) under the Rules or in connection with the Plan may be given in writing, addressed to the person to whom it is given, and is taken to be given and received if sent in accordance with Rules 38.2, 38.3 or 38.4.
- 38.2 For the purposes of Rule 38.1 a notice is duly given and received by the Company or another Company if sent to the Company by pre-paid mail or by facsimile or other electronic communication, to an address at which it is actually received by:
- (a) the person who is, from time to time, designated by the Board as the person to whom the notice should be sent or by whom it should be received, and whose name or title and address are notified to the sender; or
 - (b) if no other person is designated by the Board for this purpose, the secretary of the company.
- 38.3 For the purposes of Rule 38 notice is duly given and received by a company other than a Company if sent to the company:
- (a) by pre-paid mail to its registered office; or
 - (b) by facsimile or other electronic communication to the last known facsimile or other electronic communication address of its registered office.
- 38.4 For the purposes of Rule 38.1 a notice is duly given and received by a natural person (other than a person referred to in Rule 38.1) if sent to:
- (a) the person's last known mailing address or the person's last known facsimile or other electronic communication address; or
 - (b) in the case of a Participant who has not ceased to be an employee of the Company, to the last known mailing, facsimile or other electronic communication address of the place of business at which the person performs the whole or substantially the whole of his or her employment.
- 38.5 A notice given under Rule 38.1 to a person being a natural person (referred to in Rule 38.4), is duly given even if the person is then deceased (and whether or not any Company has notice of his or her death), unless the legal personal representative of the person has established title to this position to the satisfaction of the Company and supplied to the Company an address to which documents should be sent.
- 38.6 A notice sent in accordance with Rule 38.1 is treated as given and received:
- (a) in the case of a notice sent to the Company or another Company, at the time it is actually received by the appropriate person referred to in Rule 38.1;
 - (b) in the case of any other notice sent by prepaid mail, 48 hours after it was put into the post properly stamped; and
 - (c) in the case of any other notice sent by facsimile or other electronic communication, at the time of transmission.

39 Constitution and Listing Rules

The Rules are subject to the Company's constitution and applicable Listing Rules in force from time to time.

40 Attorney

Each Participant, in consideration of a grant of Rights:

- (a) irrevocably appoints the Company and any person nominated from time to time by the Board (each an “attorney”), severally, as the Participant's attorney to complete and execute any document or other agreement to give effect to these Rules and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of giving effect to the provisions of these Rules,
- (b) covenants that the Participant shall ratify and confirm any act or thing done pursuant to this power,
- (c) releases the Company, the Board, each Group Member and each attorney from any liability whatsoever arising from the exercise of the powers conferred by this clause, and
- (d) indemnifies and holds harmless the Company, the Board, each Group Member and the attorney in respect of such liability.

41 Effective Date of these Rules

These rules will be effective from 1 July 2020 and will continue until the Plan is amended or terminated.

42 Governing Law

These Rules are governed by the laws of Victoria, Australia.

43 Dictionary

Unless the context otherwise requires, the following terms and abbreviations have the following meanings.

Application	means the document that must be submitted to apply for Rights under the Plan, as specified in Rule 6 of these Rules, annexed to the Invitation.
Application Period	means the period between the date of the Invitation and the last date on which an Application must be submitted if it is to be considered for acceptance.
ASIC	Australian Securities and Investments Commission
ASX	means ASX Limited ACN 008 624 691 (aka Australian Securities Exchange) or the securities market which it operates, as the context requires.
Board	means the Board of Directors of the Company.
Cessation of Disposal Restrictions Notice	means the notice to a Participant that Specified Disposal Restrictions and disposal restrictions related to the Company's share trading policy have ceased.
Company	means SelfWealth Limited ABN 52 154 324 428

Change of Control	means when the Board advises Participants that one or more persons acting in concert have acquired or are likely to imminently acquire “control” of the Company as defined in section 50AA of the Corporations Act.
CHESS	means the Clearing House Electronic Sub-register System
Corporations Act	means the Corporations Act 2001 (Cth).
Class Order	means Class Order 14/1000 as defined by the Australian Securities and Investments Commission, or any successor Class Order.
Director	means a member of the Board whether in an executive or non-executive capacity.
Effective Date	means a date determined by the Board upon which a decision or determination by the Board takes effect, which may be a past, present or future date, and may be different from the date upon which the event occurs or is recorded.
Eligible Person	means a full time or part-time employee (including executive and non-executive directors), a casual employee of the Group or a contractor to the Group or a person who will prospectively fill one of the foregoing roles.
EST	means the SelfWealth Limited Employee Share Trust or any other employee share trust established to facilitate the operation of this Plan.
Exercise Price	means either the amount, if any, payable or notionally payable as the context requires, to exercise a Right or option.
Exercised Rights Value	means the value determined by applying the following formula as at the date of exercise: $(\text{Share Price} - \text{Exercise Price}) \times \text{Number of Rights Exercised}$
Exercise Notice	means the written advice from the Participant to the Company that they are exercising their Rights under Rule 17.
Exercise Restriction	means a period during which a Participant may not exercise vested Rights; and for Restricted Rights, the Exercise Restriction is as defined in Rule 17.2, and for other Rights is a period specified in an Invitation if applicable.
Grant Notice	means the document issued to a Participant to notify them that a grant of Rights has been made to them, which must include the date of the grant.
Group	means the Company and its Related Bodies Corporate.
Group Company	means any body corporate within the Group.

Invitation	means a communication to an Eligible Person that contains the terms and conditions of the specific invitation to apply for Rights.
Listing Rules	means the Listing Rules of the ASX.
Managing Director	means a Director who simultaneously holds the most senior executive role within the Company.
Measurement Period	means in relation to Performance and Service Rights, the period or periods specified in the Invitation in relation to conditions applying to the vesting of the Rights.
Participant	See Rule 8.
PAYG	means Pay As You Go tax instalment system.
Performance Rights	means Rights which are subject to performance related Vesting Conditions.
Plan	means SelfWealth Limited Rights Plan.
Related Bodies Corporate	has the meaning in section 50 of the Corporations Act.
Restricted Right	means a Right which is fully vested at grant.
Restricted Shares	means shares acquired by exercise of vested Rights and which are subject to disposal restrictions.
Right	unless otherwise determined by the Board and specified in an Invitation, means an entitlement to the value of a Share, less any Exercise Price specified in an Invitation, which may, when a parcel of Rights is exercised, be settled in the form of cash, or whole Shares (including Restricted Shares), as determined by the Board in its discretion.
Rules or Plan Rules	means these Rules that govern the Plan.
Service Rights	means Rights that are subject to service related Vesting Conditions only.
Shareholders	means those persons who hold Shares.
Share Appreciation Right or SAR	means a Right with an Exercise Price greater than nil. For the avoidance of doubt a SAR may be a Performance Right, Service Right or Restricted Right.
Share	means a fully paid ordinary share in the Company.
Settlement Notice	means the written advice from the Board to a Participant indicating how the Exercised Rights Value will be settled.

Share Price	means the volume weighted average share price at which the Company's shares were traded on the ASX over the ten (10) trading days prior to the date for which the calculation is made.
Specified Disposal Restrictions	means the period specified in an Invitation, if any, commencing when a Restricted Share is acquired by exercise of a Right and ending on the first to occur of; the date specified in the Invitation and the 15 th anniversary of the Grant Date.
Tranche	means a group of Rights defined by the fact that each Right in the group has identical terms and features.
Term	means the period between the date of grant of a Right and the date on which it will lapse if not earlier exercised, which will be the 15 th anniversary of the date of grant unless otherwise determined by the Board and specified in an Invitation.
Vesting Notice	means the document issued to a Participant to notify them that Rights have vested, including the date of vesting.
Vested Right	means a Right in respect of which a Vesting Notice has been issued to a Participant.
Vesting Conditions	means conditions that must be satisfied in order for vesting of a Right to occur.
Vesting Date	means the date on which unvested Rights become vested, as specified in a Vesting Notice.
\$	means Australian dollars.

LODGE YOUR VOTE**ONLINE**www.linkmarketservices.com.au**BY MAIL**SelfWealth Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia**BY FAX**

+61 2 9287 0309

**BY HAND**Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000**ALL ENQUIRIES TO**

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (AEDT) on Tuesday, 20 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.



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PROXY FORM

I/We being a member(s) of Selfwealth Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 22 October 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/SWF20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Tam Vu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr John O'Shaughnessy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Issue of 1,000,000 Shares to Director Mr Robert Edgley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Issue of 750,000 Shares to Director Mr Robert Edgley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Adoption of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Ratification of prior issue of placement Shares issued to professional and sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of increased placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

SWF PRX2001N