

NETLINKZ LIMITED

ACN 141 509 426

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**General Meeting to be held at Gillis Delaney Level 40 161
Castlereagh Street Sydney NSW on 11 April 2023 at 12
pm (AEST).**

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

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Netlinkz Limited ACN 141 509 426 (**Company**) will be held at Gillis Delaney Level 40 161 Castlereagh Street Sydney NSW on 11 April 2023 at 12 pm (Australian Eastern Standard Time).

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

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

BUSINESS OF THE MEETING

AGENDA

1. Resolution 1 – Ratification of prior issue of Shares to Regal Funds Management Pty Ltd

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 107,400,000 Shares to Regal Funds Management Pty Ltd on behalf of certain of its investment funds on the terms described in the Explanatory Statement be approved and ratified.”

2. Resolution 2 – Ratification of the prior issue of Shares to Regal Funds Management Pty Ltd

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 88,678,431 Shares to Regal Funds Management Pty Ltd on behalf of certain of its investment funds on the terms described in the Explanatory Statement be approved and ratified.”

3. Resolution 4 – Ratification of prior issue of Shares to Regal Funds Management Pty Ltd

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 261,437,909 Shares to Regal Funds Management Pty Ltd on the terms described in the Explanatory Statement be approved and ratified.”

4. Resolution 4 – Approval to issue shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 300,000,000 shares, on the terms and conditions set out in the explanatory statement.”

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

VOTING EXCLUSION STATEMENTS FOR RESOLUTIONS 1 TO 3 (INCLUSIVE)

The Company will disregard any votes cast in favour of Resolutions 1 to 3 by or on behalf of:

- (a) Regal Funds Management Pty Limited or its nominee; or
- (b) an associate of Regal Funds Management Pty Limited or its nominee.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING EXCLUSION STATEMENTS FOR RESOLUTION 4

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

- (a) Any person who may participate in the offer; or
- (b) Any of their respective associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notes

Eligibility to Vote

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to attend and vote at the Meeting.

The Board has determined that the registered holders of Shares at 7.00 pm (AEST) on 9 April 2023 will be taken to be holders of Shares for the purposes of the Meeting and, accordingly, will be entitled to attend and vote at the Meeting.

Voting by Person

In addition to being given to Shareholders in accordance with the Constitution, this Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.netlinkz.com

Voting by Proxy

An eligible Shareholder can vote in person at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy does not need to be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 12 pm (AEST) on 9 April 2023, being not later than 48 hours before the commencement of the Meeting.

Undirected Proxies

The chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions above).

Voting by Corporate Representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

Voting by Attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Resolutions

All items of business involving a vote by Shareholders require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders present and entitled to vote on the resolution..

Your Proxy Form is enclosed with this Notice of Meeting.

If you have any queries on how to cast your votes then call the Share Registry on +61 3 9415 4000 during normal business hours

Enquiries

Shareholders may contact the Company Secretary, Guy Robertson, on +61 407 983 270 if they have any queries in respect of the matters set out in these documents.

Proxy return (Please refer to the following proxy return instructions on the enclosed proxy form)

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor
Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

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

Custodian Voting

For Intermediary Online subscribers only (custodians)
please visit www.intermediaryonline.com to submit your
voting intentions.

By Order of the Board of Directors

Guy Robertson
Company Secretary

Dated: 6 March 2023

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1.1 Background to Resolutions 1 to 3

In an ASX announcement dated 1 August 2022 Netlinkz advised that it had secured a \$20.5 million Equity Placement Facility.

The key terms of the Facility Agreement are as follows:

- **Total amount available under the Facility Agreement:** A\$20,500,000
- **Investor:** Regal Funds Management Limited ACN 107 576 821 as trustee for certain of its investment funds
- **Maturity Date:** 36 months from date of the Facility Agreement.
- **Drawdown Request:** Drawdown Request must be made in increments of A\$1,000,000 (except that the final Drawdown Request, which is to be made once A\$20,000,000 has been drawn-down, is to be made in increments of A\$500,000), with a drawdown period which is 22 trading days after the date of the relevant Drawdown Request (**Drawdown Period**) and only one Drawdown Request possible in any one Drawdown Period.
- **Equity placements:** Funding the subject of a Drawdown Request will be provided by way of a Placement of Shares. Funding must be provided by the Investor no later than the Settlement Date. Shares issued under the Placement will rank equally with all existing Shares on issue in the Company with effect from their date of issue.
- **Price per Share:** For each Placement, Shares will be issued at an issue price per Share which is the lower of:
 - a volume weighted average price based on the sale of Shares on ASX during the 10 trading days prior to a Settlement Date; and
 - the closing price of a Share as traded on ASX on the trading day prior to a Settlement Date,
 less a discount of 7%.
- **Issue of reserve Shares:** the Company may, in certain circumstances and subject to the requirements of the *Corporations Act 2001* (Cth), the ASX Listing Rules and the Facility Agreement, issue such number of Shares (**Reserve Shares**) to the Investor to enable the Investor to satisfy the full amount of a Drawdown Request.

- **Cap on issue of Shares under the Facility Agreement:** The maximum number of Shares which may be issued under the Facility Agreement is 440,000,000 Shares (approximately representing the Company's available placement capacity under ASX Listing Rule 7.1 as at the date of entry into the Facility Agreement).
- **Termination:** Either party may terminate the Facility Agreement in certain circumstances (such as breach of an obligation owed by the party under the Facility Agreement or insolvency of a party) on 14 days written notice to the other party.
- **Undertakings:** the Company has agreed that during the term of the Facility Agreement and other than in respect of an entitlement offer or a share purchase plan, it will not solicit, negotiate, or enter into any equity financing arrangements during the period commencing on the date of a Drawdown Request Form and ending 10 Trading Days after the issuance of Drawdown Shares unless it has first obtained the Investor's consent to do so.
- **Representations and warranties:** Standard representations and warranties have been provided by the parties in the Facility Agreement.

Netlinkz has made two drawdowns under the facility, however as the provision of funds was accelerated the discount rate was amended from 7% to 10%.

The details of these drawdowns are outlined in ASX announcements dated 14 December 2022, 30 December 2022 and 22 February 2023, and below.

Resolution 1: Ratification of prior issue of 107,400,000 Shares

1.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, except with the prior approval of shareholders.

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

Resolution 1 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the 12 months from the date of issue.

To this end, Resolution 1 seeks Shareholder approval for the prior issue of 107,400,000 Shares for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 1 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

1.3 Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 3 in accordance with Listing Rule 7.5:

- (a) The name of the persons to whom the entity issued the securities
The Shares were issued to Regal Funds Management Pty on behalf of certain of its investment funds.
- (b) The number and class of securities the entity issued
107,400,000 Shares
- (c) The date of issue of the securities
The Shares were issued on 13 December 2022.
- (d) The price or other consideration the entity has received for the issue
The Shares were issued at a price of \$0.0153 per share
- (e) The purpose of the issue, including the intended use of any funds raised by the issue
The funds were used to fund the acquisition of Starlink Satellite units from SpaceX as part of its Global Reseller Agreement and for working capital.
- (f) A summary of any other material terms of the agreement under which the securities were issued
See background outlined 1.1 above.
- (g) Voting Exclusion Statement
A voting exclusion statement for Resolution 1 is included in the Notice.

1.4 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 1, as this will allow the Company to raise further capital under its Listing Rule 7.1 and 7.1A capacity.

Resolution 2: Ratification of prior issue of 88,678,431 Shares

2.1 ASX Listing Rule Requirements

Please see section 1.2 of this Explanatory Statement for a summary of Listing Rules 7.1 and 7.4.

Resolution 2 seeks Shareholder approval for the prior issue of 88,678,431 Shares for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 2 is not passed, the issue of Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

2.2 Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 2 in accordance with Listing Rule 7.5:

- (a) The name of the persons to whom the entity issued the securities
The Shares were issued to Regal Funds Management Pty Ltd on behalf of certain of its investment funds.
- (b) The number and class of securities the entity issued
88,678,431 Shares
- (c) The date of issue of the securities
The Shares were issued on 30 December 2022.
- (d) The price or other consideration the entity has received for the issue
The Shares were issued at a price of \$0.0153 per share
- (e) The purpose of the issue, including the intended use of any funds raised by the issue
The funds were used to fund the acquisition of Starlink Satellite units from SpaceX as part of its Global Reseller Agreement and for working capital.
- (f) A summary of any other material terms of the agreement under which the securities were issued
As outlined in 1.1 above
- (g) Voting Exclusion Statement
A voting exclusion statement for Resolution 2 is included in the Notice.

2.3 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 2, as this will allow the Company to raise further capital under its Listing Rule 7.1 and 7.1A capacity.

Resolution 3: Ratification of prior issue of 261,437,909 Shares

3.1 ASX Listing Rule Requirements

Please see section 1.2 of this Explanatory Statement for a summary of Listing Rules 7.1 and 7.4.

Resolution 3 seeks Shareholder approval for the prior issue of 261,437,909 Shares for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue of Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 3 is not passed, the issue of Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

3.2 Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 3 in accordance with Listing Rule 7.5:

- (a) The name of the persons to whom the entity issued the securities

The Shares were issued to Regal Funds Management Pty Ltd on behalf of certain of its investment funds.

- (b) The number and class of securities the entity issued
261,437,909 Shares
- (c) The date of issue of the securities
The Shares were issued on 22 February 2023.
- (d) The price or other consideration the entity has received for the issue
The Shares were issued at a price of \$0.0153 per share
- (e) The purpose of the issue, including the intended use of any funds raised by the issue
The funds were used to fund the acquisition of Starlink Satellite units from SpaceX as part of its Global Reseller Agreement and for working capital.
- (f) A summary of any other material terms of the agreement under which the securities were issued
As outlined in 1.1 above
- (g) Voting Exclusion Statement
A voting exclusion statement for Resolution 3 is included in the Notice.

3.3 Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 3, as this will allow the Company to raise further capital under its Listing Rule 7.1 and 7.1A capacity.

4 RESOLUTION 4 - APPROVAL TO ISSUE UP TO 300,000,000 SHARES UNDER A PLACEMENT

4.1 Introduction

The Company proposes to undertake a Placement to issue up to 300,000,000 Shares to sophisticated and institutional investors, who are not related parties, to raise funds to enable the Company to provide the working capital required as part of the business expansion associated with its Global Reseller Agreement with SpaceX (see ASX announcement dated 23 November 2022 "Netlinkz Enters Global Reseller Agreement with SpaceX").

Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the allotment and issue of up to 300,000,000 Shares.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, except with the prior approval of shareholders.

If Resolution 4 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 4 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

4.3 Information required by Listing Rule 7.3

The following information is provided in accordance with ASX Listing Rule 7.3:

- (a) The securities will be issued to sophisticated and institutional investors, who are not related parties of the Company. The investors will be selected on the basis of their ability to provide funding to the Company.
- (b) The maximum number of equity securities the entity is to issue: up to 300,000,000 Shares.
- (c) The securities to be issued will be fully paid ordinary shares of the Company.
- (d) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The issue price of the securities: the Shares will be issued at a price that is at least 80% of the volume weighted average market price (VWAP) for Shares over the last five days on which sales in Shares were recorded before the day on which the issue will be made.
- (f) The issue will be made under the Placement to raise capital for the expansion of business associated with the Global Reseller Agreement with SpaceX.
- (g) There are no other material terms in relation to the Placement. As and when the Placement is confirmed, the Company will make relevant announcements to the market.
- (h) A voting exclusion statement is included in the Notice.

4.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will allow the Company to issue Shares to raise necessary funds to continue with its exploration programme and to meet the Company's working capital requirements whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$	means Australian dollars.
Associate	means a party so described by section 10 – 17 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691 or the securities market operated by it, as the context requires.
Board	means the Company's board of Directors.
Chairman or Chair	means the person appointed to chair the Meeting or any part of the Meeting.
Constitution	means the existing constitution of the Company.
Company or Netlinkz	means Netlinkz Limited ACN 141 509 426.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Security	has the meaning given to that term in the Listing Rules.
Explanatory Statement	means this explanatory statement forming part of the Notice of General Meeting.
Listing Rules or ASX Listing Rules	means the listing rules of ASX.
Meeting or General Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice of General Meeting or Notice	means the Notice of General Meeting, including this Explanatory Statement.
Related Parties	has the meaning given to that term in items 11 and 12 of the Explanatory Statement.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Computershare Limited.
Shareholder	means a registered holder of at least one Share.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

NET

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

Netlinkz Limited General Meeting

The Netlinkz Limited General Meeting will be held on Tuesday, 11 April 2023 at 12:00pm (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 12:00pm (AEST) on Sunday, 9 April 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Gillis Delaney, Level 40, 161, Castlereagh Street, Sydney NSW

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Netlinkz

ABN 55 141 509 426

NET

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEST) on Sunday, 9 April 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

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

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Netlinkz Limited to be held at Gillis Delaney, Level 40, 151 Castlereagh Street, Sydney, NSW 2000 on 11 April 2023 at 12:00pm (AEST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares to Regal Funds Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of the prior issue of Shares to Regal Funds Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the prior issue of Shares to Regal Funds Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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