

BIRDDOG TECHNOLOGY LIMITED

ACN 653 360 448, ABN 18 653 360 448
(ASX code: BDT)



NOTICE OF 2023 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:
Friday, 24 November 2023

Time of Meeting:
4:00pm (AEDT)

Venue of Meeting:
Meeting will be held virtually

A Proxy Form is enclosed.

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, **no hard copy** of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated unless requested by a Shareholder.

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.

BIRDDOG TECHNOLOGY LIMITED

ACN 653 360 448

Notice of 2023 Annual General Meeting

Notice is given that an annual general meeting of the members of BirdDog Technology Limited ACN 653 360 448 is to be held virtually at **4:00pm (Sydney time) on Friday, 24 November 2023** for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**), as set out below:

Date	24 November 2023
Time	4:00pm (AEDT)
Venue	Virtually

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must attend virtually or validly appoint a proxy in accordance with the Voting Entitlement Notice herein.

The Company will hold the Meeting virtually and intends to conduct a virtual poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting, with the virtual poll being conducted electronically by the Company's share registry: Automic.

The Company is not sending hard copies of the Meeting materials to Shareholders, unless requested by a Shareholder. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://birddog.tv/investor/>.

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.

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic. To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at https://web.automic.com.au/er/public/api/documethankyounts/BCT?fileName=Virtual_Meeting_Sha_reholder_Registration_Voting_Guide_.pdf

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 2023.

Note: This item of ordinary business is for discussion only and is not a resolution. Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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 2023 as set out in the Company's Annual Report for the year ended 30 June 2023 be adopted."

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

*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: Re-election of Joanne Moss

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

"That pursuant to the Company's Constitution and for all other purposes, the Shareholders of the Company approve the re-election of Joanne Moss as a Non-Executive Director of the Company, who pursuant to clause 13.3 of the Company's Constitution is retiring by rotation and being eligible offers herself for re-election."

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

Resolution 3: Re-election of Andrew Baxter

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

"That pursuant to the Company's Constitution and for all other purposes, the Shareholders of the Company approve the re-election of Andrew Baxter as a Non-Executive Director of the Company, who pursuant to clause 13.3 of the Company's Constitution is retiring by rotation and being eligible offers himself for re-election."

Further details in respect of Resolution 3 are set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.


Resolution 4: Approval of increased placement capacity

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

"That pursuant to ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."

Further details in respect of Resolution 4 are set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

By order of the Board


Justin Mouchacca

Company Secretary

24 October 2023

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 7:00pm on Wednesday, 22 November 2023. 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 Meeting or by appointing an attorney or corporate representative to participate in the 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.

(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

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must participate in the Meeting.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the Meeting should attend 15 minutes prior to the time designated for the commencement of the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance is recorded.

(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.

Completed Proxy Forms must be delivered to the Share Registry by 4:00pm (Sydney time) on Wednesday, 22 November 2023 in any of the following ways:

(i) **Online (preferred):** <https://investor.automic.com.au/#/loginsah>

(ii) **By mail:**

BirdDog Technology Limited
C/- Automic Registry Services
GPO Box 5193, Sydney, NSW 2001

(iii) **By Fax:** +61 2 8583 3040

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 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

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 chair 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 Chair 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 Chair 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 Chair 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 4:00pm (Sydney time) on Wednesday, 22 November 2023 (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 Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from 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 4:00pm (Sydney time) on Wednesday, 22 November 2023.

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.

BIRDDOG TECHNOLOGY LIMITED
ACN 644 182 883

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 at 4:00pm (Sydney time) on Friday, 24 November 2023 (**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 2023.

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://birddog.tv/investor/>.

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 2023;
- (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 Independent Auditor's Report;
- (b) the conduct of the audit;
- (c) the 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 2023 Annual Report. It sets out a range of matters relating to the remuneration of Directors and Key Management Personnel 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 2023 Annual Report can be found on its website at <https://birddog.tv/investor/>.

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 2023 Annual General Meeting:

- (a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2024 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
- (b) if the Company's subsequent (i.e. 2024) Remuneration Report also receives a “no vote” at the 2024 Annual General Meeting of at least 25% of the votes cast, then Shareholders will be asked (at that 2024 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.*

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 KMP.*

3. Resolution 2: Re-election of Joanne Moss

3.1 Background

Clause 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 themselves for re-election.

Ms Moss has been a Non-Executive Director since 6 September 2021. Ms Moss, is retiring by rotation and being eligible, offers herself for re-election.

Ms Joanne Moss <i>Non-Executive Director</i>	
Experience and expertise	<p>Joanne is currently a partner at national law firm, Gadens, and has current relevant experience as an independent Non-Executive Director and committee chair in technologically disruptive companies.</p> <p>During the financial year ended 30 June 2023, Joanne was the independent Non-Executive Chair of LBT Innovations Ltd (ASX:LBT), which she subsequently resigned from on 2 July 2023. Joanne also resigned as Non-Executive Director of Ellume Limited on 31 August 2022.</p> <p>Joanne was previously Chief Legal and Corporate Affairs Officer at Pizza Hut Australia. Prior to that, Joanne was a corporate adviser and dispute resolution lawyer at law firm, Norton Rose Fulbright Australia.</p> <p>Joanne holds an LLB (1st Class Honours), LLM (Distinction) and Cert Chinese Laws & Legal Systems. She has undertaken U.S. directorship training through the NACD. She was formerly a member of Global Leaders in Law and the ACC GC 100.</p> <p>Joanne was appointed as an independent Director and the Board considers that Joanne is free from any relationship that could materially interfere with the independent exercise of her judgement.</p>
Other current directorships	None
Former listed directorships in last 3 years	Independent Non-executive Chair of LBT Innovations Ltd (ASX:LBT), resigned 2 July 2023
Special responsibilities	Member of the Nomination and Remuneration Committee and Chair of the Audit and Risk Committee

3.1 Board Recommendation

The Board (other than Ms Moss) recommends that Shareholders vote in favour of Resolution 2. The Chairman intends to exercise all undirected proxies in favour of Resolution 2.

4. Resolution 3: Re-election of Andrew Baxter

4.1 Background

Clause 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 themselves for re-election.

Mr Baxter has been a Non-Executive Director since 6 September 2021. Mr Baxter, is retiring by rotation and being eligible, offers himself for re-election.

Mr Andrew Baxter <i>Non-Executive Director</i>	
Experience and expertise	<p>Andrew has 25+ years' experience in the Marketing and Communications industry, previously serving as Executive Chairman and CEO of Publicis Communications, as well as CEO of Ogilvy.</p> <p>Andrew is the independent Chair of Australian Pork, and a Non-Executive Director at Foresters Financial and GrowthOps. Andrew currently serves as a Senior Advisor at BGH Capital, the Adjunct Professor of Marketing at the University of Sydney, and previously as Senior Advisor to KPMG's Customer, Brand and Marketing Advisory business. Andrew was previously the CEO of two of the country's largest communications agencies, Publicis, and Ogilvy.</p> <p>Andrew has also held several significant Board and Chair roles, including at Deakin Business School, Lord Mayor's Charitable Foundation, Catch Group, NBL, Sydney Symphony Orchestra and OzHarvest.</p> <p>Andrew is a Fellow of the Australian Marketing Institute, a Fellow of the Australian Institute of Company Directors, and holds a Bachelor of Business (Marketing) from Monash University.</p> <p>Andrew was appointed as an independent Director and the Board considers that Andrew is free from any relationship that could materially interfere with the independent exercise of his judgement.</p>
Other current directorships	None
Former directorships in last 3 years	None
Special responsibilities	Chair of the Nomination and Remuneration Committee and member of the Audit and Risk Committee

4.2 Board Recommendation

The Board (other than Mr Baxter) recommends that Shareholders vote in favour of Resolution 3. The Chairman intends to exercise all undirected proxies in favour of Resolution 3.

5. Resolution 4: Approval of increased placement capacity

5.1 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 ASX Listing Rule 7.1. Resolution 4 seeks approval to allow the Board the flexibility to issue additional Shares if it so decides.

An eligible entity for the purposes of ASX 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 seeks Shareholder approval by way of a special resolution to have additional placement capacity 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 ASX Listing Rule 7.1A.2.

If Resolution 4 is not approved, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit under ASX Listing Rule 7.1.

5.2 Description of ASX Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (**Placement Securities**) must be in an existing quoted class of equity securities of the Company and issued for cash consideration. The Company, as at the date of the Notice, has on issue one class of equity securities, being ordinary shares (**Shares**).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Sshareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The effect of Resolution 4 will be to allow the Company to issue Placement Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) without using any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

5.3 Specific information required by ASX Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

(a) Period for which approval will be valid

Approval under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earliest 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 ASX 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 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.

(c) Purposes for which Placement Securities may be issued

Funds raised from the issue of Placement Securities may be used to acquire new assets and or other investments, or as cash for general working capital purposes.

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

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

If Resolution 4 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' economic and 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 lower on the date of the issue of the Placement Securities than on the date of approval under ASX Listing Rule 7.1A; 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, 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 only and shows the potential dilution of existing Shareholders calculated in accordance with the formula in ASX 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 ASX 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 100% 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 ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (v) The issue of Placement Securities under the 10% Placement Facility consists only of Shares.
- (vi) The issue price is \$0.125, being the closing price of the Shares on ASX on 23 October 2023.

Variable 'A' in ASX Listing Rule 7.1A.2		\$0.0625 50% decrease in Issue Price	\$0.125 Issue Price	\$0.25 100% increase in Issue Price
Current Variable A 195,684,426 Shares	10% Voting Dilution	19,568,443 Shares	19,568,443 Shares	19,568,443 Shares
	Funds raised	\$1,223,027	\$2,446,055	\$4,892,110
50 % increase in current Variable A 293,526,639 Shares	10% Voting Dilution	29,352,664 Shares	29,352,664 Shares	29,352,664 Shares
	Funds raised	\$1,834,541	\$3,669,082	\$7,338,165
100% increase in current Variable A 391,368,852 Shares	10% Voting Dilution	39,136,885 Shares	39,136,885 Shares	39,136,885 Shares
	Funds raised	\$2,446,055	\$4,892,110	\$9,784,221

(e) Company's share allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of 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 previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2022 Annual General Meeting, and has not issued or agreed to issue any Placement Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this Meeting.

5.4 Recommendation

The Board of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of Resolution 4. The Chairman intends to exercise all undirected proxies in favour of Resolution 4.

6. Further information

The Board is 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 Board 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 4:00pm on Friday, 24 November 2023 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 BirdDog Technology Limited ACN 653 360 448.

Constitution means the constitution of the Company.

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.

Equity Securities means the ordinary fully paid shares on offer in the Company.

Key Management Personnel or KMP means personnel disclosed in the Remuneration Report, being Executive Directors, Non-Executive Directors and senior executives.

Meeting means the annual general meeting subject to this Notice.

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

Placement Securities means the 10% Placement Facility under ASX Listing Rule 7.1A.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2023 as set out in the Company's Annual Report for the year ended 30 June 2023.

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 Automic Registry Services.

Shareholder means a holder of a Share.



BirdDog Technology Limited | ABN 18 653 360 448

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **4.00pm (AEDT) on Wednesday, 22 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

