



GOCONNECT LIMITED

INFORMATION MEMORANDUM

THIS INFORMATION MEMORANDUM IS DATED 30 September 2021

This Information Memorandum is not a Prospectus or an Offer Information Statement.

IMPORTANT NOTICES

Issuer and Date

This Information Memorandum (“**IM**”) is issued in relation to an application for a Direct Entry listing by GoConnect Limited (ACN 089 240 353) (“**GoConnect**” or “**Company**”) on the National Stock Exchange of Australia (“**NSX**”).

This Information Memorandum is dated and is effective as of 30 September 2021 and was lodged with **NSX** on 10 December 2021.

No Capital Raising Statement

GoConnect has not raised any capital for the three months before the date of listing on the NSX and does not need to, nor plan to raise any capital in the three months after the date of the Company’s successful listing on the NSX.

Electronic Information Memorandum

You may download a copy of this Information Memorandum at http://www.goconnect.com.au/press_releases.shtml. You may only access the electronic version of this Information Memorandum if the document is accessed within Australia.

Performance

No person is authorised to make representations concerning the performance or future performance of the business other than what is contained in this Information Memorandum. Any information that is not contained in this Information Memorandum may not be relied upon as a representation made by the Company, its representatives, agents, or affiliated parties.

Except as required by law and only to the extent required, no person named in this Information Memorandum nor any other person, guarantees the performance of GoConnect.

Photographs and Diagrams

Photographs and diagrams used in this Information Memorandum that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown in them endorses this Information Memorandum or its contents or that the assets shown in them are owned by GoConnect. Diagrams and maps used in this Information Memorandum are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables are based on the information available at the Information Memorandum Date.

Disclaimer and Forward-Looking Statement

This Information Memorandum contains information relating to the past performance of the Company. Past performance is not indicative of future performance.

This Information Memorandum contains forward-looking statements, which can be identified by the use of forward-looking terminology, including, without limitation, the terms “will”, “may”, “believes”, “indicates”, “seeks”, “estimates”, “anticipates”, “expects”, “predicts”, “intends”, “plans”, “goals”, “targets”, “aims”, “outlook”, “guidance”, “forecasts”, “probability”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. Investors should note that these statements may be affected by varying factors which could cause actual results to deviate from anticipated results.

This Information Memorandum uses market data and third-party estimates and projections. There is no guarantee that any of the third-party estimates or projections contained in this Information Memorandum will be achieved. The Company has not independently verified this information.

The Directors cannot and do not give any assurance that the results, performance, or achievements expressed or implied by the forward-looking statements contained in this Information Memorandum will actually occur and readers are cautioned not to place undue reliance on these forward-looking statements. The Company has no intention of updating or revising forward-looking statements, or publishing prospective financial information in the future, regardless of whether new information, future events, or any other factors affect the information contained in this Information Memorandum, except where required by law.

This Information Memorandum, including the industry overview in Section 2, uses market data and third-party forecasts and projections. GoConnect has obtained significant portions of this information from market research prepared by third parties. There is no assurance that any of the forecasts contained in the reports, surveys, and research of such third parties that are referred to in this Information Memorandum will be achieved. GoConnect has not independently verified this information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors set out in Section 6.

Application has been made for listing on the NSX of the existing issued securities ("Existing Shares") of the Company. Listing of the Existing Shares on the NSX is in no way an indication of the merits of the Company or the securities. NSX takes no responsibility for the contents of this document and makes no representation as to its accuracy or completeness and expressly disclaims any liability for any loss however arising from or in reliance upon any part of the contents of this document.

Financial Year Periods

All references to FYE2018, FYE2019 and FYE2020 and FYE2021 appearing in this Information Memorandum are to be the financial years ended 30 June 2018, 30 June 2019, 30 June 2020 and 30 June 2021.

All financial amounts contained in this Information Memorandum are expressed in Australian currency, unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Information Memorandum are due to rounding.

Currency

Unless otherwise noted in this Information Memorandum, all references to "\$", "AUD", or dollars are to Australian Dollars.

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KEY STATISTICS

Indicative Price Post Listing	\$0.007
Total shares held by existing shareholders	1,018,014,133
Total Number of Options	92,000,000*
Market Capitalisation at the Indicative Price	\$7,126,099 **

*Figure includes 70 million options approved by shareholders in previous AGMs vested and issued on 1 February 2021.

**The market cap of \$7.1 million attributed to GoConnect was based on the last traded price of 0.7 cent on the ASX in early October 2016 prior to the suspension of trading of the Company's shares.

FINANCIAL INFORMATION SUMMARY

	FYE2021	FYE2020	FYE2019	FYE2018
EBIT	\$132,797	\$7,034	(\$227,479)	\$1,300,533
Net Profit Before Tax	\$132,797	\$7,034	(\$227,479)	\$1,300,533
Net Profit After Tax	\$132,797	\$7,034	(\$227,479)	\$1,300,533

Corporate Directory

Board of Directors			
Name	Designation	Residency	Profession
Richard Li	Executive Chairman	Australian	Business Owner
Kevin Wong	Executive Director	Australian	Business Owner
Yan Kin Philip Chan	Non-Executive Director	Hong Kong	Business Owner

Company Secretary
Pong Waichun 1st Floor, 237 East Boundary Road, Bentleigh East VIC 3165
Legal Representation (Australia)
Neo Legal Level 20/15 William St, Melbourne VIC 3000
Auditor (Australia)
RSM Australia Partners Level 21, 55 Collins Street, Melbourne VIC 3000
Registered Office (Australia)
1st Floor, 237 East Boundary Road, Bentleigh East VIC 3165
Share Registry
Automic Group Deutsche Bank, Tower Level 5/126 Phillip Street, Sydney NSW 2000
Bank
National Australia Bank

Chairman's letter

Dear Investors,

On behalf of the Directors of GoConnect Limited (ACN 089 240 353) ("**GoConnect**" or the "**Company**"), it gives me great pleasure to introduce you to the Company.

GoConnect's operations have commenced in 1999 and has been an early mover in the businesses it operates. GoConnect recognised the potential of digital media early and has come a long way in the media communications technology industry throughout the past 20 years – from developing its own patented media delivery technology ("**GoTrek**") to launching the first video broadcasting technology m-Vision on the first-generation of Windows Mobile smartphone.

GoConnect's corporate mission is to invest in businesses that will contribute to the health of the global environment and humanity at large. Apart from the digital media sector, GoConnect identified an opportunity in the Clean Meats sector as a fast-growing industry, particularly plant-based meats which will help fulfil the Company's mission. To capture this broad market opportunity, GoConnect co-founded Go Green Holdings Ltd ("**Go Green Holdings or Go Green**") in 2015, now with 43.8% ownership, and currently constitutes GoConnect's primary source of revenue. Go Green markets, brands, and plans, to distribute clean plant-based ready to serve meals to Asian countries.

GoConnect has witnessed strong revenue growth in plant-based food products driven by the increased consumer awareness and preference for plant-based food and protein, especially amidst the Coronavirus outbreak. To further capitalise on GoConnect's strengths in marketing and branding, as well as its Greater China and Asian relationships, Go Green Holdings established its subsidiary, Natures Food Company Ltd ("**Natures Food Company**"), to market, brand, and wholesale distribute plant-based products for several producers from the United States of America and Taiwan, initially targeting the Greater China market. Go Green Holdings has also established a wholly owned subsidiary Natures Inspired Food Services Pty Ltd ("**Natures Inspired**") to market and retail online ready to serve plant-based meals.

In line with its corporate mission, in early 2020, Go Green Holdings has also co-founded Covirix Medical Pty Ltd ("**Covirix Medical**") with a team of healthcare, biotech, and pharmaceutical professionals to repurpose antiviral and develop anti-inflammatory drugs for treatment of Covid-19. A number of antiviral and anti-inflammatory drug candidates have been identified by the Covirix Medical team who are moving forward to commercialise these drug candidates within the next two years. With the Covid pandemic in India causing a decline of its healthcare system and the Delta variant fast becoming a dominant global strain, Covirix Medical has decided that India will be the first market to clinically trial its repurposed antiviral drug.

The Board holds firm belief that the listing of GoConnect on the NSX, will provide the Company with a unique and highly visible platform to present significant improvements made by the Company since it last traded on the ASX. The Board believes that GoConnect is well-positioned to capture, drive, and contribute to significant growth in the plant-based food, social media communications, and antiviral drug development through Go Green Holdings.

This Information Memorandum contains detailed information about the Company, the industries in which GoConnect operates, and its operational and financial performance. As with other businesses, GoConnect is subject to a range of risks, all of which are detailed in Sections 4 and 6. It is important that you read this Information Memorandum carefully and in its entirety before making your investment decision.

Yours faithfully

Richard Li

Executive Chairman

Investment Overview

Subject	Details	Section(s)
1.1 General		
Who is the issuer of this Information Memorandum?	<ul style="list-style-type: none"> GoConnect Limited (ACN 089 240 353), a company duly incorporated in Victoria, Australia. 	2.1
What is the purpose of this Information Memorandum?	<ul style="list-style-type: none"> This Information Memorandum is issued in connection with GoConnect's application for a Direct Entry listing of its Shares on NSX. 	7.2
1.2 Key Information		
What is GoConnect?	<ul style="list-style-type: none"> GoConnect commenced its business in 1999 as a pioneer in new media technology development and online media content distribution. GoConnect maintains a presence as a digital media company with its own media delivery Internet Protocol Television platform ("IPTV") – uctv.fm. 	2.1
What does GoConnect do?	<ul style="list-style-type: none"> GoConnect acts as an investment company facilitating the development and co-founding of businesses that can leverage on its marketing expertise and global business relationships. The Company holds 43.8% of Go Green Holdings which it co-founded, generating revenue from dividends and activities related to its interest in Go Green Holdings. The Company and Go Green Holdings are collectively referred to as the Group. GoConnect contributes to the active management of Go Green Holdings. GoConnect is also involved directly in the development and operating of an IPTV media platform – uctv.fm. 	2.1, 2.2, 2.3
Where does GoConnect operate?	<ul style="list-style-type: none"> GoConnect operates its primary business activity in Victoria, Australia. 	2.2
How does GoConnect generate its revenue?	<ul style="list-style-type: none"> GoConnect's current source of revenue is generated from trading activities related to its equity interest in Go Green Holdings and expected Go Green Holdings' dividends. 	2.3
What are GoConnect's significant costs?	<ul style="list-style-type: none"> Key expenditure items for GoConnect include: <ul style="list-style-type: none"> Employee expenses Business development expenses Network communication expenses Rental expenses Audit fees Share registry fees 	2.4

- Legal fees
- Marketing expenses
- Tax

How does GoConnect make key decisions?	<ul style="list-style-type: none"> • GoConnect's key decisions are made by the Company's Board of Directors. • All key decisions will follow the corporate governance procedures and policies set out by the Company. 	5.1, 5.4
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What sectors does GoConnect operate in?	<ul style="list-style-type: none"> • Digital media communications, investments, and business development. 	1.1, 1.2
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1.3 Key Strengths

Broad international reach and diverse business network	<ul style="list-style-type: none"> • Over the past 20 years of operations, GoConnect has developed a solid and resourceful business network base, which comprises of shareholders, business partners, and related business relationships around the world. 	4.1
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Investment in multiple rapidly growing industries	<ul style="list-style-type: none"> • GoConnect has co-founded and established businesses with early mover advantages in the following high growth industries: <ul style="list-style-type: none"> ○ Clean Meat – distribution of plant-based food products ○ Immersive technology – development of Augmented Reality communications technology ○ Repurposing antiviral and developing anti-inflammatory drugs for treatment of Covid-19 	4.2, 1.1, 1.2, 2.3
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Highly experienced board executives and management team	<ul style="list-style-type: none"> • GoConnect's board executives and management team consist of a blend of talent, which offers GoConnect tremendous insights and capabilities to create demand, and fulfil the business objectives in a scalable, profitable, and sustainable manner. 	4.3, 6.1
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High barrier to entry	<ul style="list-style-type: none"> • GoConnect invests in and co-founds businesses that operate in industries with a high barrier to entry to remain contentious and ahead of its competitors. 	4.4
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1.4 Key Risks

Reliance on Go Green Holdings	<ul style="list-style-type: none"> • GoConnect's revenue will be generated by trading in equity of, expected dividends from Go Green Holdings, and other business activities related to Go Green Holdings. Any adverse impact on Go Green Holdings' operations and financial performance may adversely affect GoConnect's financial position. 	5.1
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Reduction in demand	<ul style="list-style-type: none"> • Consumers dietary preferences may vary resulting in decreased demand of plant-based food products distributed by Go Green Holdings, which may adversely affect GoConnect's financial performance. 	5.4
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Dependence on suppliers	<ul style="list-style-type: none"> Go Green Holdings' profit margins will be dependent on the suppliers' prices and its ability to negotiate profitable wholesale prices with existing and potential suppliers. 	5.5
Brand and Reputation	<ul style="list-style-type: none"> Go Green Holdings and Natures Food Company are co-branding with their product suppliers and will be subject to the brand and reputational risk of their suppliers. Go Green Holdings share price and revenue generation may be somewhat affected by Hollywood celebrity Chris Pang's product and brand endorsements. Chris Pang's popularity may have an adverse effect on the Company's shareholding and revenue generation in the event his brand image is negatively affected, or he does not continue to excel in retail popularity. 	5.6 2.3
Key Personnel	<ul style="list-style-type: none"> GoConnect has a small team of key personnel and must continue to maintain an attractive working environment and competitive level of remuneration for the team. 	5.7

1.5 Key Financial Information

	Year Ended	Year Ended	Year Ended	Year Ended	3
	30 June 2021	30 June 2020	30 June 2019	30 June 2018	
Revenue/other Income	\$287,000	\$334,782	\$80,000	\$1,603,558	
Assets*	\$211,011	\$24,987	\$214	\$250	
Liabilities	\$3,032,611	\$2,979,384	\$3,011,642	\$3,114,199	

*Go Green Holdings financial accounts are equity accounted by the Company. Hence, assets do not include any value for the Company's 96,376,148 shares or 43.8% interest in Go Green Holdings.

1.6 Key People

Directors	<ul style="list-style-type: none"> Richard Li Kevin Wong Yan Kin Philip Chan 	6.1
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Key Shareholders	6.2(b)
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Name	Shares
SSI NOMINEES PTY LTD	173,490,163
LEET INVESTMENTS PTY LIMITED	68,811,367
BNP PARIBAS NOMINEES PTY LTD	43,234,700

1.7 Miscellaneous

Where can I find out more information about this Information Memorandum?

- The Information Memorandum can also be viewed on the Company's website located at http://www.goconnect.com.au/press_releases.shtml. 7, 8.1
- Additional information on the Company can be found via this link: <http://www.goconnect.com.au/>

1.8 Subsidiaries Overview

Companies the GoConnect has material control over

- Go Green Holdings – Go Green Holdings is a limited company incorporated in Hong Kong. It was first established as an agricultural brand marketing company in 2015 to target the rapid economic growth expected in the region of southwest China. It acts as a holding company for various assets. 2.3

Subsidiaries of GoGreen Holdings

- Natures Food Company Limited – The Company indirectly owns 39.42% of Natures Food Company Limited via its ownership in Go Green Holdings. 2.3
- Natures Inspired Food Services Pty Ltd – The Company indirectly owns 43.8% of Natures Food Company Limited via its ownership in Go Green Holdings.
- Covirix Medial Pty Ltd – The Company indirectly owns 10.95% of Covirix Medical via its ownership in Go Green Holdings.

Industry and Investment Overview

1.1 Immersive Technology, a business of Go Green Holdings: Augmented Reality

Augmented reality, often abbreviated as AR, is a type of immersive technology that merges the virtual and physical worlds, creating an illusion that holographic content is a part of the physical world around the users. It gives the users an immersive experience of a real-world environment whilst interacting with digital contents through mobile phones, computers, and in the near future, Smart Glasses.

Augmented reality is described as the bridge that connects technologies to the human brain at a very personal and intimate level.¹ AR technology entered the market in the 19th century and is known as the evolution of virtual reality (“VR”), interest in which was largely sparked by Facebook’s acquiring of virtual reality start-up company Oculus VR Inc in 2014.

The announcement set off a wave of investments in hardware, software, and content developments in immersive technology around the world, which also led to the development of mixed reality by Microsoft using its HoloLens technology, as well as the massively successful AR mobile game Pokémon Go that allows users to interact with their immediate surroundings via a virtual map.

As consumers become increasingly dependent on technology and mobile devices, the adoption and demand for AR technology will continue to accelerate and drive the market forward.

1.2 Clean Meats Sector, a business of Go Green Holdings: Plant-based Food Products

For the past few decades, the world has witnessed numerous revolutions in communications technology, electric vehicles, and data storage and distribution. With changing times and increasing concern regarding environmental sustainability, the endangerment of animal species,, and human dietary health, the concept of animal slaughter and consumption is under increasing scrutiny, which seems as though it will continue through coming generations.

Studies have shown that such concerns around health and the environment have led to an upsurge in the demand for clean meat and plant-based substitutes for protein.² According to Food Frontier, plant-based meat is currently an emerging sector in Australia, generating approximately \$150 million in Australian retail sales and around \$30 million in manufacturing.³ The plant-based meat sector is projected to generate almost \$3 billion in retail sales provided that the current moderate growth trajectory continues.⁴

According to the United Nation’s Intergovernmental Panel on Climate Change, consumers’ shift to plant-based diets is seen as an effective means to fight against climate change.⁵ Furthermore, recent state government data demonstrates that the beef industry in Australia is closely linked

¹ Rainer Navarro, Augmented Reality: The Future Looks Bright! (2016, *Journal of California Law Enforcement*) 50(4).

² Daniel L Rosenfield and Anthony L Burrow, Vegetarian on purpose: Understanding the motivations of plant-based dieters (2017, Elsevier) 116.

³ Sam Lawrence and Thomas King, Meat the Alternative: Australia’s \$3 Billion Dollar Opportunity (Food 2019, Frontier).

⁴ Ibid.

⁵ Arneth Almut, Fatima Denton and Aziz Elbehri et al, 2019: Framing and Context. In: Climate Change and Land: an IPCC special report on climate change, desertification, land degradation, sustainable land management, food security, and greenhouse gas fluxes in terrestrial ecosystems (2019, Intergovernmental Panel on Climate Change).

to over 93 percent of deforestation in the areas surrounding the Great Barrier Reef (adversely affecting the marine habitat within the reef).⁶ This clearly illustrates the need for a more environmentally sustainable option to replace animal meat with plant proteins. Distribution of plant-based meat products is likely to expand with the growth of manufacturing activity in the plant-based meat sector. This is made more likely with the possibility of Australian states introducing attractive incentives to encourage and retain this particular industry, which may further value-add to plant-based food production initiatives.⁷

Alternatives to animal meat as a protein source have existed for a millennia and originated in China.⁸ In the new millennium, there has been a spike in awareness about the health and sustainability implications of consumer diets, which contributed to the growing demand for alternatives to conventional meat.⁹ The new generation of conventional meat substitutes – plant-based meat products, are now available in many major grocery stores in Australia and are now targeting not just vegetarian and vegan consumers, but also the growing cohort of omnivorous consumers and ‘flexitarians’, who consume plant-based meals due to their consciousness of the impacts of conventional meat on the environment and their health.¹⁰

Studies have shown an overarching trend whereby populations of most developed countries follow a Western diet, which is characterised by higher intakes of processed and livestock meat whereas populations in developing countries such as China adhere to a predominantly plant-based diet.¹¹ However, the world is now seeing a shift in the consumers’ dietary patterns as people around the world become increasingly health and environmentally conscious.

In May 2019, US-listed Beyond Meat’s IPO on the NASDAQ resulted in a first day closing price 163% above its IPO price, making it the best performing first-day IPO of a major US company in nearly two decades.¹² Furthermore, it is widely reported that Beyond Meat and another US agribusiness giant, Cargill Ltd, have set foot into the Chinese market, gradually introducing plant-based foods to the Chinese consumers.¹³ Evidently, the Chinese market represents an attractive opportunity. Simultaneously, it is also one of the most widely targeted countries for these businesses’ strategic long-term growth especially in the plant-based meat sector.

1.3 An investment of Go Green Holdings: Antiviral and anti-inflammatory treatment for Covid-19

Late in 2019, the world was awakened to the Covid-19 pandemic, the first pandemic since the Spanish Flu pandemic of 1918 to 1921 which reportedly infected 500 million people or about a third of the then global population, with 50 million deaths.

Sars-CoV2, responsible for the COVID-19 pandemic, is a coronavirus closely related to SARS (**Severe Acute Respiratory Syndrome**) in 2003 and MERS (**Middle East respiratory syndrome**) in 2012.

⁶ Wilderness Society (Australia), what’s driving deforestation and land clearing in QLD? (2019)

⁷ Sam Lawrence, above n 3.

⁸ Ministry of Culture and Tourism (China), Tofu culture in China (2011).

⁹ Sam Lawrence, above n 3.

¹⁰ Ibid.

¹¹ Jingjing He, Xin Shen and Aiping Fang et al, Association between predominantly plant-based diets and iron status in Chinese adults: a cross-sectional analysis (2016, *British Journal of Nutrition*) 116.

¹² Tina Bellon and Bharath Manjesh, Beyond Meat’s share price more than doubles in vegan burger maker’s IPO (2019, Reuters).

¹³ Farah Master, Asia pivots toward plants for protein as coronavirus stirs meat safety fears (2020, Reuters).

Coronaviruses are very common and are the cause of 25-30% of the common cold. It is a zoonotic virus that lives mostly in bats and infects man usually through an intermediary host. One of its characteristics is that it mutates frequently. Mostly this is inconsequential and means that this year's cold is a different virus to next year's.

Occasionally, a spontaneous mutation can give the virus a pathogenic quality e.g., SARS, MERS and now COVID-19. The virus continuously mutates and whilst many of these mutations are of no consequence, some are more infective such as the variants from the UK, South Africa, Brazil, California and India. These new variants have a survival advantage, tend to spread more readily, are more pathogenic and soon become ubiquitous.

Both the m-RNA (Pfizer and Moderna) and adenoviral vector vaccines (Oxford Astra Zeneca, Sputnik, and J&J) are built specifically to block entry of the virus from entering the human lung cell. They fit like a key in a lock and are specific for the viral spike protein. Now the lock has changed, and the key no longer fits.

As the virus mutates, the spike proteins evolve not to be recognized and can escape being blocked by the antibodies produced by previous infection or by the current vaccines as seen in Brazil and more recently in India where the double and triple mutant strains are causing a decline to their healthcare system with no protection from the vaccines are being used locally. Wider spread of the Delta variant is unlikely to be contained with ease and heralding further catastrophic infective surges in this ongoing global pandemic.

In early 2020, Go Green Holdings was invited to co-found COVIRIX Medical Pty Ltd (COVIRIX) by a team of Australian healthcare and biotechnology professionals who have recognized the strong business development expertise of Go Green Holdings' management and its established business relationships in Asia.

COVIRIX has set out to identify and repurpose small antiviral molecules that kill all the currently relevant strains of the virus, stop clinical illness, and stop transmission. This prevention of viral replication will limit the potential of further harmful mutations.

COVIRIX is repurposing drugs that are approved and in clinical use for other diseases that cause side effects in high enough dose when delivered by oral intake but to be virucidal as inhalation products. We can thereby deliver a high dose straight to the target cells at the site of infection and avoid any side effects. The drugs are active at a fundamental level of viral replication and will not be blocked by variant mutations.

The COVIRIX team, together with strategic alliances with hospitals, health authorities and major industry participants, believe they can bring this transformative treatment to clinical usage within months at this time of existential crisis.

1.4 uctv.fm: A business of GoConnect: video distribution platform

GoConnect established uctv.fm as an online multi-channel video distribution platform. Uctv.fm is accessible online via the desktop or smartphone. GoConnect is planning to relaunch The Business Show, <http://www.uctv.fm/categories/36-the-business-show>, as an income generating business targeting small cap listed companies as clients. Small cap listed companies would welcome the opportunity to promote themselves by way of a professionally conducted interview. GoConnect has conducted a number of these interviews successfully. With the popularity of video platforms such as Zoom and Microsoft Teams, future interviews on The Business Show can be conducted on these platforms.

Company Overview

2.1 Overview

GoConnect has been established since August 1999 as a media communications company. GoConnect prides itself as a forward-thinking organisation. Since 1999 and until 2015 when it co-founded Go Green Holdings, its core business specialised in the online delivery of interactive audio and video contents via its unique and proprietary technology.

The Company has been operating under substantially the same management since 2011. In particular, Richard Li (current Executive Chairman) has been a Director of the Company since incorporation in 1999, and Kevin Wong (current Director) and Philip Chan (current non-Executive director) have both been directors of the Company since 2015 and 2007 respectively.

In 2000, GoConnect pioneered the distribution of media contents over Internet Protocol networks with its own patented media delivery technology – GoTrek. Upon witnessing the successful launch of GoTrek, GoConnect partnered with Microsoft to develop the GoTrek derivative for smartphones, m-Vision, which went live in 2003. GoTrek and m-Vision quickly became the unique media delivery platforms that delivered broadcast-quality, interactive audio, and video content to fixed line, and Microsoft Windows Mobile smartphones. Within one year of launch, both GoTrek and m-Vision attracted users and viewers from around the world, placing GoConnect in a global early mover advantage in the digital media and communications sector.

In 2010, GoConnect merged with Undercover and PLW Entertainment, which brought GoConnect's premium IPTV music channel on uctv.fm to life. The music channel was initially set to roll out to Australia, New Zealand, and a number of Asian countries. Shortly after the debut of uctv.fm, GoConnect secured a deal with LG in which uctv.fm was made available through a range of LG internet-enabled Smart TV. A similar deal was also secured with Sony to distribute uctv.fm to Sony Bravia Smart TVs.

GoConnect's long-term strategy is to think global and look ahead of the current trend in identifying business and investment opportunities. GoConnect is constantly improving its operations and on the lookout for strategic partnerships and business opportunities to earn equity stakes in businesses that can leverage on its strengths in media communications, branding, business development, and marketing expertise, as well as its extensive business relationships.

In the past 20 years, by leveraging on its strengths in media communications technology development, marketing, and branding, GoConnect has established new businesses in its own right, as well as co-founded businesses to create enterprise value for GoConnect. Since 2015, GoConnect has transformed itself to an active investment company developing businesses that can leverage on the Company's expertise and long experience in communications technology and marketing. The Company has been able to generate revenue to finance its operation and the operation of its co-founded high-growth businesses by marginally offering its equity in these businesses to professional investors, without the need to tap its own shareholders for equity funding.

GoConnect has demonstrated the following financial track record and has generated in the past 5 financial years, the following profit / (loss):

	FYE2021	FYE2020	FYE2019	FYE2018	FYE2017
Net Profit (loss) After Tax	\$132,797	\$7,034	(\$227,479)	\$1,300,533	\$337,557

Since 2015, GoConnect has also realised roughly \$3.87 million from the sale of 1.6% of its own shareholding in Go Green Holdings to independent professional and offshore investors. Apart from operating in the media and communications sector, GoConnect identified two major emerging industries – Clean Meat and Augmented Reality, as industries that present the potential of immense growth over the next few decades. In 2015, GoConnect co-founded Go Green Holdings with the objective to capture market share in marketing agricultural branded products in China. In the past three (3) years, this objective has evolved to the Clean Meat (plant-based products) industry, as well as to initiate the development of Augmented Reality communications technology to enable development of an AR social media marketing platform.

Since early 2020, with the Covid-19 pandemic raging globally, it has become a top priority of Go Green Holdings to invest significant time and human resources towards developing the business of COVIRIX. The urgency of discovering and delivering effective therapeutic treatments to the global population affected by the Covid-19 pandemic should not be underestimated.

2.2 Business Model / Corporate Structure

GoConnect carries out its business operations in Victoria, Australia.

GoConnect's current primary business activity focuses on identifying business, partnership, and investment opportunities. The Company has a major investment in Go Green Holdings at present.

The Company applies its expertise in business development, media communications, marketing, and branding, to found and/or co-found businesses which the Company or Go Green Holdings will hold either a majority or minority stake in as investments. To generate trading revenue, the Company disposes of minor stakes in such investments to generate revenue for the Company. Revenue generated also helps to finance the Company as well as the operating activities of these investments. As the operating activities of these investments commence generating reasonable revenue in their own right, the Company and Go Green Holdings will receive dividends from these investments.

A detailed Group Corporate Structure is included below, which explains the relevant shareholdings and ownership interest of GoConnect's co-founded businesses and subsidiaries.

GoConnect owns 43.8%* of Go Green Holdings. GoConnect contributes to the active management of Go Green Holdings. A substantial amount of the Company's revenue is generated from and related to its interest in Go Green Holdings. As an investment company, the Company's strategy is to maintain a significant stake in businesses it invests in but will dispose of sufficient equity in such businesses from time to time, to generate trading revenue so the Group can be self-financed. In addition to generating trading revenue from sale of equity in Go Green Holdings, GoConnect expects to start receiving dividends from its investment in Go Green Holdings from the current year.

GoConnect does not attribute a book value in its balance sheet to its interest in Go Green Holdings conforming to the Australian Accounting Standards on Equity Accounting. GoConnect equity accounts its Go Green Holdings asset, and accordingly, cannot at the same time record an investment value for this asset unless any of the shares have been sold to independent third

parties. The proceeds from disposal of Go Green Holdings shares are accounted as ordinary revenue upon sale.

GoConnect Group Corporate Structure



*SSI Nominees Pty Ltd (ACN 006 724 956) is Trustee for the 43.8% of GGH shares (96,376,148 shares) beneficially owned by GoConnect. Ordinary shares of Go Green Holdings are held in SSI Nominees Pty Ltd in trust for GoConnect Ltd.

Go Green Holdings Ltd has not issued any other share class other than Ordinary Shares. The balance of Go Green Holdings issued capital are held as to 45.45% by co-founder Sino Securities International China Ltd, 1.65% by over 115 professional and offshore investors who invested \$3.87 million, and 9.1% held by Senior Management Share Plan. GoConnect is represented on the board of Go Green holdings by Richard Li as one of its 3 directors.

2.3 Go Green Holdings Overview

Go Green Holdings is a limited company incorporated in Hong Kong. It was first established as an agricultural brand marketing company in 2015 to target the rapid economic growth expected in southwest China region. Since 2018, Go Green Holdings expanded its scope of business by engaging in the following operations:

- development of Augmented Reality communications technology, and
- incorporation of Go Green Holdings' subsidiary, Natures Food Company as a B2B wholesale distributor of plant-based meat products, and
- Incorporation of Natures Inspired Food Services Pty Ltd as a B2C business retailing online ready-to-serve plant-based meals, and
- Co-founded Covirix medical Pty Ltd with an initial 25% interest specialising in repurposing

antiviral and developing anti-inflammatory drugs to treat Covid-19 infections.

With GoConnect's over 20 years of experience in IPTV media content distribution, communications technology, marketing, and business development, Go Green Holdings can leverage on GoConnect's strengths and resources effectively. GoConnect's wealth of business connections within a diversified portfolio of industries enabled Go Green Holdings to keep apprised of global opportunities to collaborate with companies that offer products and services complementary to and in favour of Go Green Holdings' operations.

Go Green Holdings' current branding and marketing strategies are supported by its brand ambassador, Chris Pang, who is an Australian Chinese Hollywood celebrity, the star in the movie Crazy Rich Asians and Charlie's Angels. By leveraging on Chris Pang's fame and popularity amongst the international and in particular, Asian audiences, it will enable Go Green Holdings to generate steady income through product endorsement activities, as well as to create uniquely branded products that appeal to the Asian market. In the financial year ended 30 June 2019, Go Green Holdings secured the first major endorsement deal for Chris Pang with an Augmented Reality advertising platform, Zukaz, an Australian based business. Income generated from this endorsement deal was in the form of a digital token, Zucoins, issued by Zukaz.

On 28 September 2018, Go Green Holdings entered into an exclusive representation agreement with Australian Chinese Hollywood celebrity, Chris Pang for Go Green Holdings to represent him in securing product endorsement and brand ambassadorship sales. Go Green Holdings would earn a royalty from these sales. Two major deals have been secured and completed, earning Go Green Holdings royalty income and contributed to the revenue of Go Green Holdings in 2020 financial year.

Apart from distributing plant-based food products, Go Green Holdings is also seeking to establish itself as the leading company that offers social media platform that incorporates AR communications technology. Go Green Holdings is in the process of development of its social network platform and AR chat mobile application. Upon implementation of the AR communications technology, it will be utilised to support the branding activities of Natures Food Company and Natures Inspired to reach a greater global user base.

Go Green Holdings Ltd currently owns and operates five (5) key businesses:

- Natures Food Company Ltd (90%),
- Natures Inspired Food Services Pty Ltd (100%),
- GoARChat Ltd (to be incorporated 80%).
- Covirix Medical Pty Ltd (25%)
- Chris Pang representation

Natures Food Company Ltd

Go Green Holdings has leveraged upon the founding shareholders' strengths and resources in media communications and business connections to establish Natures Food Company Ltd with Chris Pang. Go Green Holdings currently holds 90% of ownership interest in Natures Food Company, whereas Chris Pang holds 10% shareholding and serves as the brand ambassador of Natures Food Company.

Natures Food Company positions itself as a company that distributes environmentally friendly and ethical plant-based meat products. It was established to capture an early market share of

the Clean Meat industry that is rapidly emerging to replace the traditional animal farming and slaughtered meat industries.

The initial target markets of Natures Food Company consist of Greater China, South Korea, Taiwan, Sri Lanka, Indian sub-continent, and Australia. In addition, Natures Food Company has also formalized its business relationships with a number of plant-based meat producers by entering into partnership agreements with US-based company, Better Meat Co, and Taiwan's Nature's Friend Ltd, and Hung Yang Foods Company Ltd, which is a global leading textured plant protein ingredients and plant-based food producer.

Natures Food Company currently represents over 130 plant-based food products from its supplier partners.

Natures Inspired Food Services Pty Ltd

Go Green Holdings has partnered with its Taiwan plant-based meat supplier Nature's Friend Ltd to develop a range of ready to serve plant-based meals for online retailing firstly to the Taipei market. Further Information regarding Natures Inspired can be found at <http://tmp.naturesinspired.com/>

GoARChat Ltd (to be incorporated)

Go Green Holdings has partnered with US-based 8th Mass Medium LLC to establish GoARChat Ltd and will hold 80% of business ownership interest upon its incorporation.

Upon incorporation, GoARChat will be a company that focuses on the development and building of a social media platform, namely GoARChat that incorporates AR communications features. GoARChat is intended to pioneer a 3D holographic and AR communications mobile application, which will enable users to appear in 3D holograms on smartphones and smart glasses in each other's environment whilst communicating with one another. GoARChat will also enable group chat and broadcasting features, bringing communications and interactions between users to another level. To enable a successful launch of GoARChat with a critical mass user base, the application will need to work efficiently on smart phones with dual front facing cameras operating in a 5G network. These technical issues are expected to be resolved by mid-2022 with the next generation of smart phones and when 5G network deployment becomes ubiquitous globally. Accordingly, the launch of GoARChat is expected to be after mid-2022.

COVIRIX Medical Pty Ltd

Please note COVIRIX is a newly established company and is a long-term investment that has very low prospects of generating revenue for the Company within the next 3 years.

Go Green holdings co-founded COVIRIX Medical <http://www.covirix.com/> together with a team of professionals with complementary expertise and deep experience in healthcare, biotech, drug development, synthesis and testing, and investment banking. The Company was incorporated in March 2020 with a mission to repurpose antiviral and develop anti-inflammatory drugs for treatment of COVID-19. Collectively the COVIRIX team has over 200 years of relevant industry experience.

COVIRIX believes it can successfully repurpose pharmaceutical drugs. Firstly, with proven anti-viral efficacy against the SARS-CoV-2 virus. Secondly, with adjunctive anti-inflammatory properties. Finally, through delivery via oral and intranasal inhalation routes as highly targeted treatment options against the current Covid pandemic.

Provisional PCT patent filing for 12 drug candidates was completed on 25 August 2021.

Publication of the patent application and grant are not expected for some months, nor will the granting of the patent be guaranteed. COVIRIX's objective is to firstly deliver drugs clinically approved for other disease applications to be trialled in Nepal and India with Covid patients to

help combat the Covid pandemic that is engulfing Nepal and India. Discussions are in progress with a major offshore company that specialises in inhalable therapeutic drug delivery technology for a partnership in the clinical trials.

Chris Pang representation

On 28 September 2018, Go Green Holdings entered into an exclusive representation agreement with Australian Chinese Hollywood celebrity Chris Pang for Go Green Holdings to represent him in securing product endorsement and brand ambassadorship sales. Go Green Holdings would earn a royalty from these sales. Two major deals have been secured and completed, earning Go Green Holdings royalty income and contributing to the revenue of Go Green Holdings in 2020 financial year. Additional income is expected to be generated from this activity in the 2022 financial year. In particular, Go Green Holdings has shared in the fee generated paid through a crypto token known as Zucoins. This fee has not been brought to the account of Go Green Holdings and will not be accounted for until realized into cash. As advised by Zucoins LLP, Zucoins has contracted with a major crypto exchange Bittrex Exchange to list Zucoins which listing is expected before the end of 2021. A number of virtual wallets have been delivered to a pilot group of Zucoins holders who are testing the wallets for their peer-to-peer transfer functions. It is expected that testing will be completed in October 2021 so that all holders will then receive their wallets ahead of listing and commencement of trading of Zucoins before the end of 2021.

2.4 Key Costs

Key Cost	Description	Expenses
Employee Salary	<p>A significant proportion of GoConnect's key expenditures relate to its employees.</p> <p>GoConnect has a small team of key personnel and must continue to maintain an attractive working environment and competitive level of remuneration to maintain employee retention.</p>	See Section 4.4
Business Development Expenses	GoConnect incurs business development costs in founding and co-founding businesses in its own right or in partnership with third parties.	
Network Communication Expenses	GoConnect incurs telecommunications expenses for its own business operations and in connection with hosting of GoConnect's IPTV platform.	
Rental Expenses	Expenses payable in connection with GoConnect's business premise rental.	
Audit Fees	Fees payable in connection with the engagement of an external auditor for the provision of audit services in order to ensure compliance with accounting and regulatory standards.	
Share Registry Fees	Fees payable in connection with share registry maintenance services in order to ensure appropriate and secure maintenance of the ownership records of GoConnect's securities.	
Legal Fees	Fees payable in connection with the retainer of legal advisor for the provision of ongoing professional legal and advisory services.	

Marketing Expenses	Marketing expenses for GoConnect and its associates including Go Green Holdings and its subsidiaries.	
Tax	GoConnect has significant tax losses of over \$40 million, but taxes are payable in respect of GST and employee PAYG.	

FINANCIAL INFORMATION

3.1 Introduction

The financial information for GoConnect contained in Section 4 includes:

- historical consolidated statement of profit or loss and other comprehensive income for the financial years ended 30 June 2018, 30 June 2019, 30 June 2020 and 30 June 2021.
- historical consolidated statement of financial positions as at 30 June 2018, 30 June 2019, 30 June 2020 and 30 June 2021;
- historical consolidated statement of changes in equity for the financial years ended 30 June 2018, 30 June 2019, 30 June 2020 and 30 June 2021; and
- historical consolidated statement of cash flows for the financial years ended 30 June 2018, 30 June 2019, 30 June 2020 and 30 June 2021. (Together, "Historical Financial Information of GoConnect")

The Financial Information has been audited by RSM Australia Partners. The Financial Information presented in this Section 4 should be read in conjunction with the risk factors set out in Section 6 and other information contained in this Information Memorandum.

All amounts disclosed in Section 4 are presented in Australian dollars, unless stated otherwise.

For further financial information, please see Annexure A and Annexure B of this document.

3.2 Working Capital

The Company has not issued any equity capital for the past three months prior to listing on NSX, nor does the Company intend to issue additional equity capital for the three months after its listing on NSX.

The Company holds cash and credit facility and generated revenue that will be sufficient to cover the Company's operational expenditure for at least 12 months. The Company may sell additional Go Green Holdings shares to generate revenue during the current financial year.

The Company has not increased its issued capital of fully paid ordinary shares since July 2019 when 2.5 million options to fully paid ordinary shares were exercised for cash at 2 cents per option to convert to fully paid ordinary shares by independent investors. The Company does not expect to increase its existing issued securities (fully paid ordinary shares and options to fully paid ordinary shares) for the purpose of raising capital within 3 months after listing on the NSX. Directors of the Company may exercise options already granted to them to convert to ordinary shares after listing on the NSX

3.3 No Prospective Financial Forecast

This Information Memorandum does not contain any prospective financial forecast or projection on GoConnect's future financial performance. However, this Information Memorandum includes, or may include forward-looking statements that are based on the assumptions and expectations in relation to GoConnect's present and future business strategies and environment in which the Company will operate in the future.

3.4 Historical Financial Information of GoConnect

HISTORICAL CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 30 June 2021	Year ended 30 June 2020	Year ended 30 June 2019	Year ended 30 June 2018
	\$	\$	\$	\$
Revenue	267,000	216,950	80,000	1,603,558
Other income	20,000	117,832	-	-
Virtual internet service network operating costs	-3,968	-2,546	-2,133	-2,045
Employee benefits expense	-142,000	-145,900	-105,800	-69,600
Office rent expense/ Depreciation expense	-19,030	-26,139	-39,208	-38,203
Other expenses	-47,012	-39,040	-17,066	-34,831
Share registry expenses	-5,361	-34,205	-38,729	-32,328
Professional fees	-45,412	-45,957	-36,470	-83,492
Travelling expenses	-9	-7,185	-5,783	-8,910
Foreign currency exchange gain/ - loss	108,589	-26,776	-62,290	-33,616
Profit / (Loss) before income tax	132,797	7,034	-227,479	1,300,533
Income tax (expense)/benefit	-	-	-	-
Profit / (Loss) for the period	132,797	7,034	-227,479	1,300,533
Other comprehensive income	-	-	-	-
Total comprehensive profit / loss for the period	132,797	7,034	-227,479	1,300,533
Profit / (Loss) attributable to:				
Member of the parent entity	132,797	7,034	-227,479	1,300,533
Non-controlling interest	-	-	-	-
Total comprehensive profit / loss attributable to:				
Member of the parent entity	132,797	7,034	-227,479	1,300,533
Non-controlling interest	-	-	-	-
Profit / (Loss) per share	Cents	Cents	Cents	Cents
From continuing operations:				
Basic profit/(loss) per share	0.013	0.0007	-0.022	0.13
Diluted profit/(loss) per share	0.013	0.0007	-0.022	0.13

HISTORICAL CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	as at 30 June 2021	as at 30 June 2020	as at 30 June 2019	as at 30 June 2018
	\$	\$	\$	\$
ASSETS				
Current assets				
Cash and cash equivalents	88,264	9,701	214	250
Trade and other receivables	30,768	15,286	214	250
Total current assets*	119,032	24,987	214	250
Non-current assets				
Investments in associate **	-	-	-	-
Right of use asset	91,979	-	-	-
Total non-current assets	91,979	24,987	-	-
Total assets	211,011	24,987	214	250
LIABILITIES				
Current liabilities				
Trade and other payables	1,531,660	1,551,936	1,540,575	1,651,589
Lease liability	16,440	-	-	-
Total current liabilities	1,548,100	1,551,936	1,540,575	1,651,589
Non-current liabilities				
Trade and other payables	244,300	244,300	244,300	-
Borrowings	1,160,648	1,183,148	1,226,767	1,462,610
Lease liability	79,563	-	-	-
Total non-current liabilities	1,484,511	1,427,448	1,471,067	1,462,610
Total liabilities*	3,032,611	2,979,384	3,011,642	3,114,199
Net assets (liabilities)	-2,821,600	-2,954,397	-3,011,428	-3,113,949
EQUITY				
Issued capital	45,821,170	45,821,170	45,771,170	45,441,170
Reserves	445,035	445,035	445,035	772,000
Accumulated losses	-49,087,805	-49,220,602	-49,227,634	-49,327,119
Total equity***	-2,821,600	-2,954,397	-3,011,428	-3,113,949

***Assets and Liabilities**

The Company owns the following Internet domains: goconnect.com.au, goconnect.net, uctv.fm, undercovermusicnews.com, gogreenholdingsltd.com, naturesfoodcompany.com, naturesinspired.com, naturesinspired.com.au, soundcheck.com.au, goarchat.com, covirix.com, and 43.8% of Go Green Holdings.

The assets and liabilities of GoConnect must be viewed in the context of its significant holding of realisable shares in Go Green Holdings, which has not been attributed an accounting book value in accordance with Australian Accounting Standards. Since late 2015 to date, the Company has realised \$3.87 million from the sale of 1.65% of its own shareholding in Go Green Holdings to independent professional and offshore investors. The average price received was \$1.07 per share. \$267,000 of Go Green Holdings shares were sold to independent professional and offshore investors since the beginning of 2021. This additional sale revenue will be included in the results of financial year ending 30 June 2021.

Despite not attributing a value to its current equity interest in Go Green Holdings shares, GoConnect had net external liabilities of \$336,768 as at 31 December 2020 and \$332,596 as at 30 June 2021. Net external liabilities exclude the following from total liabilities: liabilities that have been settled by GoConnect with a non-associate creditor; and liabilities owed to associates: directors and a related party of the Company (i.e Sino Investment Services Pty Ltd of which Richard Li is the sole director). The Company plans to extinguish all net external liabilities within the next 12 months from revenue generated. Revenue is expected to be generated largely from expected dividends to be received from Go Green Holdings. Majority of current liabilities have already been discharged by agreement with the creditor and are expected to be removed from the accounts for year ending 30 June 2022.

****Investments in associate**

The Company holds an investment in Go Green Holdings Ltd of 96,376,148 shares, representing 43.77% of the issued capital. Under AASB 128, a company that holds 20% or more of an investment is deemed to have significant influence and as such is accounted for using the equity method. Investments in associates are carried in the statement of financial position at cost plus changes in the Company's share of net assets of the associate. The Company's share of losses exceeds its interest in Go Green Holdings and thus the investment is held at \$0.

Whilst the Company's investment in Go Green Holdings Ltd is disclosed at a nil balance, the Director's note that the most recent sale of Go Green Holdings shares received by the Company was for 270,500 number of shares at \$269,000 completed post 31 December 2020 and up to the date of this report.

SUMMARISED FINANCIAL INFORMATION OF ASSOCIATE – GO GREEN HOLDINGS LTD

	as at 30 June 2021 A\$	as at 30 June 2020* A\$	as at 30 June 2019* A\$	as at 30 June 2018* A\$
Summarised statement of financial position				
Current assets	34	38	114	297
Non-current assets	103	113	110	104
Total assets	137	151	224	401
Current liabilities	377,095	394,318	217,195	194,153
Total liabilities	354,133	377,095	217,195	194,153
Net assets (liabilities)	(376,958)	(394,167)	(216,971)	(193,752)

Summarised statement of profit or loss and other comprehensive income

Revenue	-	101,716		
Expenses	(17,837)	(272,505)	(11,752)	(12,847)
Loss before income tax	(17,837)	(170,789)	(11,752)	(12,847)
Other comprehensive income	-	-	-	-
Total comprehensive loss	(17,837)	(170,789)	(11,752)	(12,847)

<i>as at 30</i>	<i>as at 30</i>	<i>as at 30</i>	<i>as at 30</i>
<i>June 2021*</i>	<i>June 2020*</i>	<i>June 2019*</i>	<i>June 2018*</i>
A\$	A\$	A\$	A\$

Reconciliation of the Group's carrying amount

Opening carrying amount	-	-	-	-
Comprehensive loss for the period#	-	-	-	-
Closing carrying amount	-	-	-	-

*Audited financial information.

#Under AASB 128, The Company's share of losses exceeds its opening carrying interest amount interest in Go Green Holdings, thus share of losses is not included in the reconciliation.

*****Going Concern**

GoConnect decided to reduce its sale of Go Green Holdings shares in 2019 financial year as GoConnect expected Go Green Holdings to commence generation of revenue in the second half of the calendar year in 2019 which was what eventuated. This resulted in a loss for the 2019 financial year. Go Green Holdings has also been successful in the 2019 financial year in securing supplies of more than 130 products from a number of plant-based meat producers, two in Taiwan and one in the US. This was done to ready the Company to commence generation of plant-based meat sales revenue. GoConnect's auditors, have consistently and annually concluded an unqualified opinion for GoConnect's financial accounts in the context of Going Concern. Despite the reference to **Material Uncertainty related to Going Concern** in the audit report, the audit report clearly states that: "Our opinion is not modified in respect of this matter."

The Company's annual operating expenditure is approximately \$200,000. Currently, the Company has about \$88,000 in cash at bank. The Company is confident that it will be able to pay yearly operational costs via the existing cash, credit facility available, and additional revenue that will be generated. The Company has realised additional cash proceeds, post 31 December 2020 and up to the date of this report of \$269,000 from sale of GGH shares.

GoConnect has been able to draw upon the support of its shareholders and in particular, Sino Investment Services Pty Ltd has provided a credit facility of \$2 million which was drawn down as to \$1,160,648 as at 30 June 2021. In the event GoConnect requires working capital, the Company may draw up to \$ 839,352 which is more than sufficient to satisfy the Company's current annual working capital requirements. GoConnect has no issue with going concern.

HISTORICAL CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital Ordinary	Accumulated Losses	Consolidated Group Option Reserve	Asset Revaluation Reserve	Non- controlling interests	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2017	45,441,170	(50,627,652)	772,000	-	-	(4,414,482)
Profit for the year	-	1,300,533	-	-	-	1,300,533
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	1,300,533	-	-	-	1,300,533
Transactions with owners, recorded directly in equity						
Total transactions with owners	-	-	-	-	-	-
Balance at 30 June 2018	45,441,170	(49,327,119)	772,000	-	-	(3,113,949)
Balance at 1 July 2018	45,441,170	(49,327,119)	772,000	-	-	(3,113,949)
Loss for the year	-	(227,479)	-	-	-	(227,479)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	(227,479)	-	-	-	(227,479)
Transactions with owners, recorded directly in equity						
Share issued	330,000	-	-	-	-	330,000
Transfers between reserves	-	326,965	(326,965)	-	-	-
Total transactions with owners	330,000	326,965	(326,965)	-	-	330,000
Balance at 30 June 2019	45,771,170	(49,227,633)	445,035	-	-	(3,011,428)
Balance at 1 July 2019	45,771,170	(49,227,633)	445,035	-	-	(3,011,428)
Profit for the period	-	7,034	-	-	-	7,034
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	7,034	-	-	-	7,034
Transactions with owners, recorded directly in equity						
Share issued	50,000	-	-	-	-	50,000
Total transactions with owners	50,000	-	-	-	-	50,000
Balance at 30 June 2020	45,821,170	(49,220,602)	445,035	-	-	(2,954,397)

	Consolidated Group					
	Share Capital Ordinary	Accumulated Losses	Option Reserve	Asset Revaluation Reserve	Non- controlling interests	Total
Balance at 1 July 2020	45,821,170	(49,220,602)	445,035	-	-	(2,954,397)
	-	132,797	-	-	-	132,797
Profit for the period						
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	132,797	-	-	-	132,797
Transactions with owners, recorded directly in equity	-	-	-	-	-	-
Share issued						
Total transactions with owners	-	-	-	-	-	-
Balance at 30 June 2021	45,821,170	(49,087,805)	445,035	-	-	(2,821,600)

HISTORICAL CONSOLIDATED STATEMENT OF CASH FLOWS

	Year ended 30 June 2021	Year ended 30 June 2020	Year ended 30 June 2019	Year ended 30 June 2018
Cash flows from operating activities				
Cash flows from operating activities	\$	\$	\$	\$
Proceeds from sale of equity investments	267,000	216,950	80,000	249,450
Other cash received	20,000	117,832		
Payments to suppliers and employees	-185,937	-331,675	-212,886	-629,589
Net cash used in operating activities	101,063	3,107	-132,886	-380,139
Cash flows from financing activities				
Proceeds from issues of shares	-	50,000	138,200	-
Proceeds/(repayment) from borrowings	-22,500	-43,620	-5,350	376,364
Net cash (used in)/provided by financing activities	-22,500	6,380	132,850	376,364
Net increase (decrease) in cash held	78,563	9,487	-36	-3,775
Cash at beginning of financial year	9,701	214	250	4,025

Cash at end of financial year	88,264	9,701	214	250
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**TOP 20 SHAREHOLDERS MOVEMENT SUMMARY TABLE FROM 1 JULY 2018
TO 30 SEPTEMBER 2021**

No	Holder/Group Name	Closing Balance	Movement	Class of securities
1	SSI NOMINEES PTY LTD	173,490,163	10,085,000	ORDINARY FULLY PAID SHARES
2	LEET INVESTMENTS PTY LIMITED	68,811,367	-	ORDINARY FULLY PAID SHARES
3	BNP PARIBAS NOMINEES PTY LTD	43,234,700	43,234,700	ORDINARY FULLY PAID SHARES
4	LEET INVESTMENTS PTY LIMITED <SUPERANNUATION FUND A/C>	41,700,000	-	ORDINARY FULLY PAID SHARES
5	GENERAL & PRIVATE FUNDS MANAGEMENT PTY LTD	26,750,000	-	ORDINARY FULLY PAID SHARES
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	21,748,653	-	ORDINARY FULLY PAID SHARES
7	MR HO TONG KHOO	21,500,000	-	ORDINARY FULLY PAID SHARES
8	MR KEITH KNOWLES	18,883,846	495,000	ORDINARY FULLY PAID SHARES
9	MR ANTONIO MINUZZO	12,390,523	12,390,523	ORDINARY FULLY PAID SHARES
10	B & M LAWS SUPER FUND PTY LTD <B & M LAWS SUPER FUND A/C>	11,900,000	11,900,000	ORDINARY FULLY PAID SHARES
11	MR NIKOLAI SHIROBOKOV & MRS SVETLANA SHIROBOKOV	11,500,000	-	ORDINARY FULLY PAID SHARES
12	SYRAX INVESTMENTS PTY LTD	11,500,000	-	ORDINARY FULLY PAID SHARES
13	RONAY INVESTMENTS PTY LTD	10,995,805	-	ORDINARY FULLY PAID SHARES
14	ALCARDO INVESTMENTS LIMITED <STYLED 102501 A/C>	10,950,000	-	ORDINARY FULLY PAID SHARES
15	MR HAROLD LAVER & MRS MAUREEN LAVER <H LAVER SUPER FUND A/C>	10,258,052	-	ORDINARY FULLY PAID SHARES

16	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	10,156,296	(43,381,286)	ORDINARY FULLY PAID SHARES
17	MR DAVID HEMMING	10,000,000	-	ORDINARY FULLY PAID SHARES
18	BOURSE SECURITIES PTY LTD	9,960,000	-	ORDINARY FULLY PAID SHARES
19	LIM & TAN SECURITIES PTE LTD <LIM & TAN CLIENT A/C>	8,999,500	-	ORDINARY FULLY PAID SHARES
20	LWP TECHNOLOGIES LTD <INVESTMENT PORTFOLIO A/C>	8,500,000	-	ORDINARY FULLY PAID SHARES

3.5 Notes to the Historical Financial Information

The consolidated financial statements as provided in Section 4.4 represent those of GoConnect Limited and controlled entities ('Consolidated Group' or 'Group').

For detailed information regarding Notes to the Historical Financial Information, please refer to

- **Annexure A – Annual Report for the year ended 30 June 2019; and**
- **Annexure B – Annual Report for the year ended 30 June 2020.**
- **Annexure C – Annual Report for the year ended 30 June 2021.**

KEY STRENGTHS

GoConnect believes that the following strengths position the Company to generate significant growth and pursue its business objectives.

4.1 Broad National and International Reach

GoConnect has developed a solid and highly diversified business network attributable to the industries it operates in. Go Green Holdings has benefitted significantly from the diverse business connections of GoConnect and its trusted partners, allowing it to leverage on the network effectively and explore global opportunities to collaborate with companies that offer complementary products and services.

4.2 Investment in Multiple Rapidly Growing Industries

GoConnect has co-founded Go Green Holdings, a company that operates with early mover advantages in the following high-growth industries:

Industries	Summary
Clean Meat	<p>Go Green Holdings currently holds 90% of business ownership of its subsidiary Natures Food Company and 100% of Natures Inspired which were established to capture a significant share of the Clean Meat industry, in particularly in the plant-based meat sector.</p> <p>Natures Food Company is a B2B marketing, branding, and distribution company. It has established strong liaison with numerous production companies in US, Australia, and Taiwan to market and brand their Clean Meat products and distribute to the target markets initially China.</p> <p>Natures Inspired is a B2C ready to serve plant-based meals online retailer with the initial market planned for Taipei.</p> <p>For more detailed information in relation to the Clean Meat industry, please refer to Section 2.2 of Industry Overview.</p>
Immersive technology	<p>Go Green Holdings initiated the development of Augmented Reality (AR) communication technology since 2016. Upon witnessing the immense growth of social media and AR technology industries over the years, Go Green Holdings has co-founded a business to be incorporated – GoARChat, which will be developing an AR social networking platform as well as its enabling hologram chat technology.</p> <p>For more detailed information in relation to the AR industry, please refer to Section 2.1 of Industry Overview.</p>

4.3 Highly Experienced Board Executives and Management Team

GoConnect's experienced senior executive team is led by Executive Chairman, Richard Li, who is the co-founder of GoConnect.

GoConnect's Chief Technology Officer, Kevin Wong, has over 20 years' experience in the Information Technology industry and has been a board member of GoConnect since 2015.

GoConnect's Non-Executive Director, Philip Chan, has over 40 years of experience in the media and entertainment industry and brings in a wealth of senior management and marketing experience.

4.4 High Barriers to Entry

The industries in which GoConnect invested in are characterised by constant innovation and accordingly high barriers to entry.

The plant-based meat sector is seeing exponential growth with a number of traditional food supply chains joining the plant-based meat trend, taking the niche product mainstream. Go Green Holdings' subsidiary company, Natures Food Company, has partnered with multiple plant-based meat producers from different countries and participates in the commercialisation and distribution of their products.

Key Risks

The below list of risk factors should not be taken as an exhaustive list of the risks faced by GoConnect or by investors of GoConnect. The below factors, and others not specifically referred to below, may materially affect the financial performance of GoConnect and the value of its shares. The shares to be listed carry no guarantee in respect of profitability, dividends, return on capital or the price at which they may be traded on the NSX. Furthermore, there is no guarantee that the shares will remain continuously quoted on the NSX, which could impact the ability of prospective shareholders to sell their shares.

Potential investors should consult their professional advisors before deciding whether to trade in the Company's shares.

5.1 Reliance on Go Green Holdings

Though no accounting value is recorded in GoConnect's financial statements, the Company holds in reality a high percentage of its enterprise value in Go Green Holdings with a relatively high level of exposure to the sectors that Go Green Holdings operates in. This may cause the value of GoConnect's shares to be affected by any single adverse economic, political, or regulatory event in relation Go Green Holdings' operations. Currently, the Company's revenue is generated by activities related to and expected dividends to be distributed by Go Green Holdings. Any adverse impact on Go Green Holdings' operations and financial performances may cause GoConnect's financial position to be affected.

5.2 Lack of Control over Investments

GoConnect controls 43.8% of Go Green Holdings. The Company does not hold the majority shareholding in Go Green Holdings, nor does it have absolute control of the Board. Thus, GoConnect may not be able to influence the decisions of Go Green Holdings.

5.3 Reduction in Demand

There is no guarantee that there will not be a loss of appeal and popularity for Go Green's distributed plant-based meat products due to changing dietary preferences of consumers. Economic conditions may also have an adverse impact on overall demand for plant-based meat products, with consumers opting for cheaper alternatives of protein. Furthermore, GoConnect cannot provide assurance that the demand for plant-based meat products will not be substituted by other meat alternatives.

5.4 Dependence on Suppliers

Go Green's plant-based food business operations are heavily dependent on its suppliers. Therefore, Go Green's profit margins will be dependent on the prices quoted by its suppliers as well as Go Green's ability to negotiate profitable wholesale prices with its existing and potential suppliers. GoConnect cannot provide assurance that Go Green will maintain its profit margins consistently, nor can it guarantee that there will not be any supply disruptions under any unforeseen circumstances.

However, to mitigate the risk of losing profitable source of supplies, Go Green has engaged a multitude of suppliers to ensure dependencies are well-balanced and that demand fluctuations are manageable.

5.5 Maintenance of Brand and Reputation

Events outside of GoConnect's control may adversely affect the Company's brand and reputation. Such events include, but are not limited to:

- A reputational crisis relating to Go Green, Natures Food Company and Natures Inspired's business operations or its key personnel, resulting in the loss of brand value and market opportunities;
- A food safety incident and associated financial loss relating to the plant-based meat products distributed, co-branded and marketed by Go Green Holdings' Natures Food Company and Natures Inspired;
- A widespread loss of consumer faith in the Clean Meat sector, in particularly plant-based meat products.

5.6 Dependence on Key Personnel and Employees

GoConnect attributes a significant amount of its success to its key personnel and management team. Failure to appropriately recruit or retain key personnel and employees for the Group may adversely affect GoConnect's ability to develop and implement its business strategies.

The loss of key management personnel, any delay in their replacement, or increase in the costs of retaining high-performing key personnel and employees, may result in materially adverse consequences for the Company's future operating and financial performance.

5.7 Political and Regulatory Risk

Like all other business entities, changes in political, economic and regulatory conditions in Australia and other countries that the Company and its associates operate in could materially and adversely affect the financial and business prospects of GoConnect, the Group, and the markets of its end products.

Amongst the political and economic prospects of GoConnect, regulatory uncertainties and changes in political leadership, expropriation, nationalisation, re-negotiation or nullification of existing sales orders and contracts, changes in interest rates and methods of taxation and currency exchange rates may adversely affect the financial performance of the Company and the Group.

5.8 Litigation Risk

There is a risk that GoConnect could be involved in future litigation that relates to operational activities, key personnel, key contracts, and employment claims. In the event GoConnect is exposed to these risks, business expenses would increase, consumer confidence may be adversely affected which may impact share price and financial performance of the Company.

5.9 Share Price Fluctuation

The shares that are quoted on the National Stock Exchange may increase or decrease in price. There is no guarantee or assurance that shares will trade above the indicated initial price post listing, even if GoConnect's earnings increase.

Factors which may affect the share price include economic conditions, exchange rates, inflation rates, interest rates, legislation, regulation, inclusion or removal of market indices, the nature of markets in which GoConnect and the Group operate and general operational and business risks.

5.10 No Guarantee of Dividends

There is no guarantee that dividends will be paid on shares in the future. Dividend pay-outs will be governed by GoConnect's dividend policy.

5.11 Trading in Shares may be Illiquid

There can be no guarantee that an active market in GoConnect shares will develop. There may be relatively few buyers or sellers of the shares on the NSX at any time. This may increase the volatility of the market price of the shares. It may also affect the ability for individuals to sell their shares on the market. This may result in shareholders receiving a market price for their shares that is less or more than the price they paid. Shareholders may not be able to redeem their investment promptly in the event that shares become illiquid due to market or economic events.

5.12 Control Implications of the Shareholding Structure

The Company has no controlling shareholder but instead it has a diverse shareholder structure with the single largest shareholder holding about 17% of the Company. Accordingly, the Company may be vulnerable to takeovers.

5.13 Risk of Shareholder dilution

In the future, GoConnect may elect to issue shares to engage in fundraising for various reasons. GoConnect will need to comply with 6.25 (1) of the NSX Listing Rules which permits up to 15 per cent of its total share capital to be issued within a 12-month period without shareholder approval.

5.14 Brand Endorsement Risk

Go Green Holdings' share price and revenue generation may be somewhat affected by Hollywood celebrity Chris Pang's product and brand endorsements. Chris Pang's popularity may have an adverse effect on the Company's shareholding and revenue generation in the event his brand image is negatively affected, or he does not continue to excel in retail popularity.

5.15 Patent Risk

There is no Guarantee that COVIRIX will successfully obtain a patent. This may adversely affect the share price of the Company and future revenue generation.

5.16 Coronavirus (COVID-19)

Government restrictions placed due to COVID-19 and the world economic conditions caused by COVID-19 may adversely affect GoConnect's financial performance.

In times of economic uncertainty, the general population may opt for cheaper

alternatives for protein to ensure sustainable living. However, there is also a mitigating trend where consumers are shifting towards plant-based meat or non-meat proteins driven by widespread health consciousness.

Key People, Interests and Benefits

6.1 Board of Directors

The Directors bring to the Board a breadth of expertise and skills, including industry and business knowledge, financial management skills and corporate governance experience.

The profiles of the directors of GoConnect are as follows:

RICHARD LI

Managing Director | Executive Chairman

Richard assumed the role of a director at GoConnect since 1999. He brings a wealth of experience in investment research and advisory service, equity fund management, stock broking and executive level management of ASX listed companies since the 1980s.

Richard has over 40 years of significant industry experience leading organisations and developing businesses. His experience has been gained by working with businesses in establishing the strategic direction, executing business strategies, discovering business opportunities, and transforming operations. Richard has a diverse career encompassing executive management, leadership, digital technology, marketing and branding, governance, operations, distribution, and project management.

Over the past 40 years, Richard has been appointed to various director and chairman positions across various industries. His other current directorships include Go Green Holdings Ltd, Natures Food Company Ltd, Natures Inspired Food Services Pty Ltd, Covirix Medical Pty Ltd, Sino Investment Services Pty Ltd, and Sino Securities International Pty Ltd.

KEVIN WONG

Executive Director

Kevin has been appointed as a Board member since 2015. He has over 20 years of experience in the Information Technology industry.

Kevin initially joined GoConnect in as one of the high-achieving core developers of GoConnect's patented technology, GoTrek, which serves to power GoConnect's Internet Protocol Television ("IPTV") service. GoTrek technology was the key to making GoConnect the pioneer in IPTV when it first went live in 2000. His passion and ambition quickly led him to become the Head of Operations at GoConnect and eventually his role today as the Executive Director and Chief Technology Officer.

Kevin has a multifaceted skill set, which has allowed him to be involved in a variety of high-level projects. He dedicates his time and resources to solely building GoConnect's technical operations and is not currently appointed as director of any other organisations.

YAN KIN PHILIP CHAN

Non-Executive Director

Philip has been appointed as a Board member since 2007. He is also the Chief Content Production Officer of Go Green Holdings. He has over 40 years of experience in the entertainment industry and is widely known as a Hong Kong actor and film director.

Prior to GoConnect, Philip held senior executive and marketing positions at several commercial conglomerates in Hong Kong including Capital Artist Company, Metro Broadcasts Limited, Mandarin Films, and Emperor Motion Pictures. He was also successful in establishing a chain of Planet Hollywood restaurants and in promoting concerts and marketing events in Southeast Asia. He is also a director of his company, Endless Idea Management (Hong Kong) Limited.

6.2 Shareholders Information

The shareholders information set out below was applicable as at 30 September 2021.

a. Distribution of Equity Securities

Analysis of numbers of equity security holders by size of holding:

Class of equity security (Ordinary Shares)	
	Shares
1 – 1,000	46
1,001 – 5,000	29
5,001 – 10,000	196
10,001 – 100,000	460
100,001 and over	528

b. Equity Securities Holders

The names of the top twenty (20) largest shareholders of GoConnect are listed below:

No	Name	No. of Shares Held	%
1	SSI NOMINEES PTY LTD	173,490,163	17.04%
2	LEET INVESTMENTS PTY LIMITED	68,811,367	6.76%
3	BNP PARIBAS NOMINEES PTY LTD	43,234,700	4.25%
4	LEET INVESTMENTS PTY LIMITED <SUPERANNUATION FUND A/C>	41,700,000	4.10%
5	GENERAL & PRIVATE FUNDS MANAGEMENT PTY LTD	26,750,000	2.63%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	21,748,653	2.14%
7	MR HO TONG KHOO	21,500,000	2.11%
8	MR KEITH KNOWLES	18,883,846	1.86%

9	MR ANTONIO MINUZZO	12,390,523	1.22%
10	B & M LAWS SUPER FUND PTY LTD <B & M LAWS SUPER FUND A/C>	11,900,000	1.17%
11	MR NIKOLAI SHIROBOKOV & MRS SVETLANA SHIROBOKOV	11,500,000	1.13%
12	SYRAX INVESTMENTS PTY LTD	11,500,000	1.13%
13	RONAY INVESTMENTS PTY LTD	10,995,805	1.08%
14	ALCARDO INVESTMENTS LIMITED <STYLED 102501 A/C>	10,950,000	1.08%
15	MR HAROLD LAVER & MRS MAUREEN LAVER <H LAVER SUPER FUND A/C>	10,258,052	1.01%
16	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	10,156,296	1.00%
17	MR DAVID HEMMING	10,000,000	0.98%
18	BOURSE SECURITIES PTY LTD	9,960,000	0.98%
19	LIM & TAN SECURITIES PTE LTD <LIM & TAN CLIENT A/C>	8,999,500	0.88%
20	LWP TECHNOLOGIES LTD <INVESTMENT PORTFOLIO A/C>	8,500,000	0.84%
TOTAL ORDINARY SHARES		543,228,905	53.36%

c. Substantial Securities Holders

Substantial shareholders of GoConnect are set out below:

No	Name	No. of Shares Held	%
1	SSI NOMINEES PTY LTD	173,490,163	17.04%
2	LEET INVESTMENTS PTY LIMITED	68,811,367	6.76%
3	BNP PARIBAS NOMINEES PTY LTD	43,234,700	4.25%

d. Other Unquoted Equity Securities

Details of unquoted equity securities of GoConnect are set out below:

Name	No. of Shares	No. of Holders
Options issued*	92,000,000	4

*Figure includes 70 million options approved by shareholders in previous AGMs vested and issued on 1 February 2021.

6.3 Interests and Benefits

Pursuant to the table below, the Directors are entitled to receive the following remuneration and hold the following interest in shares and options:

Director	Remuneration	Number of Shares	Options Held
Richard Li	\$20,000	10 million*	<ul style="list-style-type: none">• 20 million exercisable at 2 cents expiring 20 November 2022 *• 40 million exercisable at 2 cents expiring 1 February 2026 *
Kevin Wong	\$20,000	Nil	<ul style="list-style-type: none">• 1 million exercisable at 2 cents expiring 20 November 2022• 14 million exercisable at 2 cents expiring 1 February 2026
Yan Kin Philip Chan	\$35,000	Nil	<ul style="list-style-type: none">• 2 million exercisable at 2 cents expiring 1 February 2026

(*Held by Sino Investment Services Pty Ltd of which Richard Li is sole director)

Deed of Access, Insurance, and Indemnity for Directors

GoConnect will enter into Deeds of Access, Insurance, and Indemnity with each Director which contain rights of access to certain books and records of GoConnect for a period of seven (7) years after the Director ceases to hold any office as an officer of the Company or a subsidiary of the Company. The seven (7) year period can be extended where certain proceedings or investigations commence before the seven (7) year expires.

Indemnification

Pursuant to the Constitution, GoConnect is required to indemnify all Directors and Secretaries, past and present, against all liabilities allowed under law. Under the Deed of Access, Insurance and Indemnity, GoConnect indemnifies parties against all liabilities to another person that may arise from their position as an officer of GoConnect or its subsidiaries or any other entity to which a party to this Deed has been appointed as a nominee director at GoConnect's request, to the extent permitted by law. The deed stipulates that GoConnect will meet the full amount of any such liabilities, including reasonable legal costs and expenses.

Insurance

Pursuant to the Deed of Access, Insurance and Indemnity and the Constitution, GoConnect will arrange and maintain Directors' and Officers' insurance for its Directors to the extent permitted by law. Under the Deed, GoConnect must obtain such insurance during each Director's period of office and for a period of seven years after a Director ceases to hold office. This seven-year period can be extended where certain proceedings or investigations commence before the seven (7) year period expires.

Other Information

The Company must also reimburse Directors for all reasonable travel and other expenses incurred in connection with the business of the Company.

Subject to the Corporations Act and Constitution, non-executive Directors may be paid such additional remuneration or benefits as the Board decides is appropriate where a Director performs extra or special services.

There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

6.4 Corporate governance

GoConnect Limited ("**Company**") is committed to upholding high standards of corporate governance and holds a strong belief that good corporate governance helps ensure the future success of the Company, adds value for its stakeholders and promotes investors' confidence.

The Board of Directors acknowledges its responsibility to have oversight of overall corporate governance of the Company. It has adopted the ASX Corporate Governance Principles and Recommendations (4th Edition) ("**Recommendation**") in structuring the Company's corporate governance charters and policies appropriately.

Adoption of ASX Corporate governance Principles and Recommendations

To the extent applicable, the Company has adopted the Corporate governance Principles and Recommendations (4th Edition) as published by the ASX Corporate governance Council.

The Company has adopted these principles to promote investor confidence. Please note the principles outlined are only guidelines and are not binding on the Company's actions or performance.

The key principles have been outlined below:

1. Lay solid foundation for management and oversight;
2. Structure the Board to be effective and add value;
3. Acting ethically and responsibly;
4. Safeguard the integrity of corporate reports;
5. Make timely and balanced disclosure;

6. Respect the rights of security holders;
7. Recognise and manage risk; and

Remunerate fairly and responsibly.

The relevant materials can be found on the Corporate Governance page of the Company's website and should be read in conjunction with the below statement.

Recommendation	Compliance by GoConnect Limited
Principle 1 – Lay solid foundations for management and oversight A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.	
Recommendation 1.1 <u>A listed entity should have and disclose a board charter setting out:</u> <u>(a) the respective roles and responsibilities of its board and management; and</u> (b) those matters expressly reserved to the board and those delegated to management.	Board Charter The Company <u>will</u> adopt a formal Board Charter effective as <u>at the date of listing</u> . The Board Charter governs the overall operations of the Board and sets out detailed information in relation to the role, responsibilities, composition, structure, performance review of the Board, as well as its relationship with management. The respective roles and responsibilities of the relevant Committees, each Director, the Executive Chairman, and Company Secretary are further articulated in the Charter. The Charter also confirms the definition of director's independence and duties, as well as the directors' access to professional advice within the terms of the Constitution. In following the Recommendation, the Board currently has three established Committees to assist the Board in exercising its authority and carrying out its duties: (a) Audit Committee – see Principle 8 (b) Remuneration Committee – see Principle 4 Each Committee has adopted its own Committee Charter, which serve as a form of reference and guidance in respect of each of their own operating procedures. A copy of the Board Charter is available on the Company's website.
Recommendation 1.2 <u>A listed entity should:</u> <u>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</u> (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Appointment of Directors The Company has implemented guidelines and policies in place for the appointment and selection of the Directors, whereby the Board assumes the responsibility to undertake appropriate background checks and independence assessment prior to the appointment of a nominated director. The Board acknowledges its responsibility to ensure that appropriate checks are made at the time of and as part of the recruitment process, having regard to their skills, experience and expertise, in order to maintain the integrity of the Board.

<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p><u>Letter of Appointment</u></p> <p>Each Director and senior executive are party to a written appointment agreement with the Company whereby the non-executive Directors have executed a letter of appointment; and the executive Directors and senior executives have entered into service and/or employment contracts.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Role of a Company Secretary</p> <p>The Company Secretary is accountable directly to the Board, through the Chairman, and plays a crucial role in all matters relating to ensuring the proper functioning of the Board.</p> <p>Under the Company's Board Charter, the Board assumes responsibility over the appointment, review and where appropriate, the removal of the Company Secretary.</p>
<p>Recommendation 1.5</p> <p><u>A listed entity should:</u></p> <p><u>(a) have and disclose a diversity policy;</u></p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>Diversity Policy</p> <p>GoConnect is a forward thinking and dynamic organisation that holds its people in the highest esteem and considers them great assets of the Company.</p> <p>In enforcing a culture that promotes workplace diversity, the Company adopted a Diversity Policy effective as at the date of listing, which sets out the measurable objectives, initiatives, strategies, and guidelines for achieving gender diversity within the organization.</p> <p>The workforce of the Company comprises of professionals with diverse skills and experiences, which allows the Company to access different perspectives and ideas and benefiting from all available talent.</p> <p>However, due to the small number of employees on the Board, the objectives of the diversity policy including cultural and gender diversity could not be met.</p> <p>The Executives are responsible for the implementation and execution of this Policy whilst the Company Secretary is responsible for the administration aspect of this Policy. Ultimately, the Board holds overarching accountability for this Policy.</p>

<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period</p>	<p>Board Performance Review</p> <p>According to the Company's Board Charter, the Board is required to conduct a formal evaluation of performance of the Board and each Director when standing for re-election. The purpose of this process is to ensure that the Board is functioning effectively to allow ongoing success of the Company.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>Senior Executive Performance Review</p> <p>According to the Company's Board Charter, the Chairman of the Board is required to conduct a formal evaluation of performance of the senior executives as well as reviewing individual remuneration levels for executives.</p>
<p>Principle 2 – Structure the Board to add value</p> <p>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>	
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Board Skills Matrix</p> <p>The Board is committed to enhance investors' confidence and increase the accountability of the Board, by appointing a Board of Directors with an appropriate range of skillsets and expertise, having regard to the strategies stipulated in the Diversity Policy, to ensure that the appointed Directors possess the competency to deal with current and emerging issues within the Company's operations.</p> <p>The Board has a Board Skills Matrix in place and is committed to reviewing the Matrix regularly to identify any gaps and to develop the Matrix as the organization evolves.</p> <p>In summary, the Matrix consists of three parts:</p> <ul style="list-style-type: none"> • Part A: Collective Skills (Governance and Industry skills) • Part B: Personal Attributes and Behavioral Qualities • Part C: Diversity and Non-Skills Based Criteria
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in</p>	<p>Directors' Independence</p> <p>The Board is committed to conducting ongoing assessment and annual formal reviews of each Director's independence.</p> <p>The purpose of this process is to ensure that such independent director operates and performs its duties that clearly align with the interests of the Company and has the capacity to bring an independent judgement to bear on issues before the Board.</p> <p>All directors have undertaken to promptly inform the Board of any changes in interests that may affect their independence.</p> <p>Presently, Philip Chan is appointed as a non-executive independent director of the Board.</p>

question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	
Recommendation 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	New Directors Induction Directors are required to undergo and participate the induction programs and briefings upon appointment. The Company Secretary is expected to facilitate and make decisions on the mandatory or optional continuing professional development or training arranged for the Directors.
Principle 3 – Instill a culture of acting lawfully, ethically and responsibly A listed entity should instill and continually reinforce a culture across the organization of acting lawfully, ethically and responsibly.	
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Employee Code of Conduct The Company is committed to delivering strong returns while also promoting shareholder and general market confidence in the Company. As at the date of listing, the Company will adopt an Employee Code of Conduct (“Code”), which clearly defines the professional and workplace behavioral standards expected of the Directors, Executives and Employees. The main objectives of the Code are to ensure that: <ul style="list-style-type: none"> (a) High standards of corporate and individual behavior are observed in the context of their employment or engagement with the Company; and (b) Employees are aware of their responsibilities to the Company and always act in an ethical and professional manner; and (c) All persons dealing with the Company can be guided by the stated values and practices set out in the Code. The Code of Conduct is underpinned by other policies and procedures that articulate the expectation to act ethically and responsibly, as well as comply with legislative and regulatory obligations.
Principle 4 – Safeguard integrity of corporate reports A listed entity should have appropriate processes to verify the integrity of its corporate reports.	
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting	Audit Committee Charter The Board has established a Board Audit Committee that assists the Board to discharge its duties in relation to its corporate and financial reporting processes, systems of risk management and internal control, internal and external audit, and compliance. The Audit Committee receives from the Company’s external auditor an annual statement confirming that the conduct of the audit meets required auditing standards. This Recommendation is partially satisfied, as the Committee is chaired by the Executive Chairman, who is not an independent director. The Chair of the Committee has oversight of the Company’s management has a system of internal controls in place to support the mandatory and critical reporting systems, in liaison with the Company’s auditor.

<p>period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Declaration in relation to financial statements</p> <p>The Executive Chairman and the directors of the Company respectively acknowledge their responsibility to provide an annual declaration to assure the Board that the Company's financials are:</p> <ul style="list-style-type: none"> properly maintained; in compliance with the appropriate accounting standards; and accurate and clearly reflect the Company's current financial performance.
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>External Auditor</p> <p>The Company has engaged an external auditor, RSM Australia Partners, to perform the necessary audit and review, as well as preparation of the auditor's report. The effectiveness, performance and independence of the external auditor is reviewed at least annually by the Board.</p>
<p>Principle 5 – Make timely and balanced disclosure</p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Continuous Disclosure Policy</p> <p>The Company's Continuous Disclosure Policy incorporates underpinning principles for communicating with Shareholders, including the intention to provide timely, factual, complete, and balanced information.</p> <p>Importantly, in line with the Company's Constitution, it also reiterates the Board's commitment to continuous disclosure of material matters and significant developments, and the manner in which these will be determined.</p> <p>The Board has processes in place to ensure such issues are recognised and escalated appropriately. The Policy also specifies roles and responsibilities of the Board and management in relation to communication, reporting and disclosure obligations.</p>

	<p>The Company Secretary is charged with monitoring compliance with this Policy on a daily basis.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Accessibility of material market announcements</p> <p>The Policy also addresses authorisations to speak to media or comment publicly. Where material matters are involved, protocols exist to ensure Shareholders are informed.</p> <p>The Company Secretary is to ensure that a copy of all material market announcements is to be circulated to the Board as soon as practicable after its release.</p>
<p>Principle 6 – Respect the rights of shareholders A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</p>	
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Company's Website</p> <p>GoConnect places considerable emphasis on active and effective communication with its shareholders, investors, market participants, customers, employees, stakeholders, and the wider community in general.</p> <p>The Company's website contains an easily accessible Governance landing page. It is the primary platform for investors to access communications and any relevant information, particularly the Company's corporate governance policies and procedures.</p>
<p>Recommendation 6.2</p> <p>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</p>	<p>Investor Relations Program</p> <p>The Company is committed to encourage and promote two-way communication with its investors.</p> <p>In ensuring that the investors are well-informed of all material information relating to the Company, GoConnect has adopted its Investor Relations Program, effective as at 1 March 2021. This specifies the procedures and initiatives needed to create an environment where the investors are given the platform to discuss and make direct enquiries with the Company.</p> <p>This Policy aims to ensure investors/shareholders are able to exercise their constitutional rights and powers effectively, and reflects the Board's commitment to effective communication with them.</p>
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders</p>	<p>Meetings with Investors</p> <p>In addition to the Annual General Meeting, an extensive calendar is maintained that details meetings with and reporting to Shareholders each year. As part of this, the Company may schedule at least one half-day per year for the major shareholders to visit the headquarters. Senior management also meets with Shareholders' representatives regularly. Topics typically include current strategic matters, business performance and forecasts, and emerging risks and opportunities.</p>
<p>Recommendation 6.4</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p> <p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Electronic Communications</p> <p>The Company recognises electronic communication as safe, effective, and convenient means of communication. As such, the Company offers its investors the option to receive information from the Company and its registry electronically.</p> <p>To ensure compliance with the Recommendation, the Chair of the meeting assumes the responsibility to ensure that the shareholders are able to vote physically, electronically or by proxy via poll.</p>

Principle 7 – Recognise and manage risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.	
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Risk Management Framework GoConnect upholds its policy to maintain an awareness of risk and be proactive in its prevention and mitigation measures. The Company recognises that there are many inherent risks, arising from within the organisation, that are controllable and can be eliminated or avoided through active prevention by enforcing a rules-based compliance approach. However, there are external risks that arise from events outside the Company and are beyond its influence or control. To address such issues, the Board has established a Board Audit Committee that assists the Board to discharge its duties in relation to its corporate and financial reporting processes, systems of risk management and internal control, internal and external audit, and compliance. This Recommendation is partially satisfied, as the Committee is chaired by the Executive Chairman, who is not an independent director. The Executive Chairman has oversight of the Company's management has a robust risk management framework and system of internal controls in place to support the mandatory and critical reporting systems.
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Review of Risk Management Framework The Board commits to ensuring the Company effectively manages its strategic, financial, operational, reputational, and emergency risks. The Board also ensures that an effective system of risk management and internal control operates within the Company, and that it regularly monitors the performance of that system. As stated under Recommendation 4.1 and Recommendation 7.1, the Board will liaise with the Audit Committee to ensure there are appropriate processes in place for overseeing the Company's risk management framework.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Internal Audit As part of a comprehensive risk management and internal control system, the Audit Committee is responsible for overseeing the effectiveness of the Company's internal audit function and controls. Under the Audit Committee Charter, the Committee has unrestricted access to all records and information of the Company in carrying out its internal audit duties.
Recommendation 7.4 A listed entity should disclose whether it has any material	Disclosure of Material Risks The Company has disclosed all material risks facing GoConnect in the Information Memorandum. Any existing and potential material risks will

<p>exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>be disclosed to the market in its annual report or elsewhere as appropriate.</p> <p>The Board and the Audit Committee regularly review the current and emerging risks facing the business and monitors the status of plans and controls to manage those risks. The Committee reports at least annually to the Board on the status of risk.</p>
<p>Principle 8 – Remunerate fairly and responsibly A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>	
<p>Recommendation 8.1</p> <p>The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Remuneration Committee Charter</p> <p>The Board has specifically retained responsibility for approving the overarching remuneration framework and employment conditions for the Company.</p> <p>In relation to remuneration, the Remuneration Committee Charter explains the Committee's role as assisting the Board to meet its responsibilities by monitoring and reporting to the Board on the Company's remuneration strategies and related policies that achieve the Company's objectives and comply with the Shareholders expectations. The Committee also ensures remuneration reports are provided to Shareholders as required.</p> <p>Due to the small number of directors available, the Remuneration Committee will be chaired by the Executive Chairman of the Board, who is not an independent director.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Remuneration Policies and Practices</p> <p>The Remuneration Policies and Practices for Non-Executive and Executive Directors addresses the composition of base pay, superannuation guarantees and directors option plans.</p> <p>Under the Remuneration Policy, non-executive Directors receive a fixed fee for service and have no entitlement to any performance-based remuneration. On the other hand, the remuneration packages of the executives include long-term incentive component, whereby the options are not issued based on performance criteria for individuals but are intended to increase goal congruence between the employees and shareholders.</p>

Departure from Recommendations

Recommendation	Description	Departure
2.1	The Board should establish a Nomination Committee.	The Board considers specific personal expertise and industry experience to be important attributes of board members and is mindful of the resources available to the

		<p>Company. Thus, the Board believes that the composition of the Board is appropriate given the size and business development of the Company at the present stage. The Board, however, may consider establishing a Nomination Committee in the future, should the Company's Board expand.</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>GoConnect understands and agrees with the need for a board to compromise a majority of independent directors to ensure fair decision-making protocols. However, currently the majority of the Board of GoConnect are not independent Directors (2 out of 3). Upon growth, GoConnect will endeavor to appoint further independent directors to ensure a more favorable board composition.</p>
2.5	The chair of the board of a listed entity should be an independent director and should not be the same person as the CEO of the entity.	<p>Richard Li, who is an Executive Director of GoConnect and the Executive Chairman of GoConnect and assumes the responsibility of an Executive Officer in the absence of a CEO.</p> <p>GoConnect is aware of the confidence that independence brings to its shareholders and will endeavor to appoint an independent Chairman as soon as reasonably possible.</p>
3.1	The Company should have a Statement of Value.	<p>GoConnect understands and agrees with the requirement to adopt a Statement of Value. Due to the small number of employees, GoConnect has incorporated the Company's values and goals in its Employee Code of Conduct.</p>
3.3	The Company should have and disclose a whistleblower policy.	<p>The Company acknowledges the role of whistle blowers within the organisation. Due to the small number of employees, the requirement for having a Whistle blower Protection Officer and Investigation Officer could not be met.</p> <p>However, any reportable conduct that falls outside the ambit of the Employee Code of Conduct should always be reported directly and promptly to the Company Secretary and/or the Executive Chairman.</p>

3.4	The Company should have and disclose an anti-bribery and corruption policy.	The Company acknowledges the requirement of having an Anti-Bribery and Corruption Policy in place. Due to the small number of employees, the Board deems appropriate to incorporate the anti-bribery and corruption clause into the Employee Code of Conduct.
4.1	The audit committee should have at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and is chaired by an independent director, who is not the chair of the board.	<p>The Company has partially departed from this Recommendation. Due to the small number of directors available, GoConnect has established an audit committee, which is currently chaired by the Executive Chairman of the Board.</p> <p>GoConnect is aware of the confidence independence brings to its shareholders and will endeavor to appoint an independent Chair as soon as reasonably possible.</p>
7.1	The Board should have a committee to oversee risk.	<p>The Company has partially departed from this Recommendation. Due to the small number of directors available, GoConnect has not established a risk committee, specifically designed to oversee risk of the Company.</p> <p>However, the Board of GoConnect is committed to work with the Audit Committee in enforcing and reviewing the Company's risk management framework.</p>
8.1	The remuneration committee should have at least three members, a majority of whom are independent directors, and is chaired by an independent director.	<p>The Company has partially departed from this Recommendation. Due to the small number of directors available, GoConnect's Remuneration Committee is currently chaired by the Executive Chairman of the Board, who is not an independent director.</p> <p>GoConnect is aware of the confidence that independence brings to its shareholders and will endeavor to appoint an independent Chair as soon as reasonably possible.</p>

Details of listing

7.1 NSX Listing

This Information Memorandum is issued in connection with GoConnect's application for a Direct Entry listing of its Shares on NSX.

GoConnect's listing of its Shares on the NSX is in no way an indication of the merits of the Company or its Shares. The fact that NSX may admit GoConnect to the official list is not to be taken in any way as an indication of the merits of GoConnect or its Shares. NSX does not take any responsibility for the contents of this document and makes no representations as to its accuracy or completeness and expressly disclaims any liability for any loss however arising from or in reliance upon any part of the contents of this Information Memorandum.

If the Company is admitted to the Official NSX list, inconsistencies in the Constitution with the Listing Rules will be superseded by the Listing Rules.

7.2 Purpose of the Listing

GoConnect has applied to list its Shares on NSX by way of a Direct Entry listing. The purpose of the Listing is as set out below:

- provide GoConnect with a liquid market for its Shares through listing on NSX;
- provide additional financial flexibility to pursue GoConnect's growth and business opportunities through improved access to capital markets;
- provide GoConnect with increased ability to attract and retain high-achieving employees.

Additional Information

8.1 Electronic Information Memorandum

The Information Memorandum can also be viewed on the Company's website located at http://www.goconnect.com.au/press_releases.shtml.

8.2 Company Tax Status

GoConnect is subject to tax at the Australian corporate tax rate.

8.3 Material Contracts

GoConnect

Material contracts are vital to the Company's business, as such the Directors believe that investors may wish to be informed of these contracts when making a decision as to whether they should invest into the Company. Brief summaries of the contracts have been provided below for information purposes only. The Company does not purport the details of the summaries to be complete or reflective of the actual contractual terms.

a. Director's Indemnity and Insurance

GoConnect will enter into Deeds of Access, Insurance and Indemnity (collectively, "Indemnity Deeds") with each of its current Directors pursuant to the Corporations Act and the Company's Constitution.

The scope of the Indemnity Deeds will cover indemnification of the Directors against certain liabilities to the maximum extent permitted by law and incurred by them whilst acting as a Director of the Company or its subsidiary companies.

The Indemnity Deeds shall insure the Directors against certain risks to which the Directors are exposed to as Director. They will grant each Director right of access to certain records of the Company for a period of seven (7) years from the date the former Director ceases to be a Director of the Company.

GoConnect will pay a premium for a contract ensuring an Officer of the Company or its related body corporate against any liability incurred by the person in that capacity, except a liability arising out of conduct in contravention of the Corporations Act. GoConnect acknowledges its obligation and will endeavour to maintain continuity of indemnity protection for each of the Company's Directors.

b. Credit Facility

Sino Investment Services Pty Ltd ("**Lender**") has stated that they would provide a continuing credit facility of up to \$2,000,000 to the Company ("**Lendee**"). The facility of which will mature on 31 December 2022 with no interest.

As at 30 June 2021, GoConnect has utilised a total of \$1,160,648.

Please note the credit facility is a related party agreement, which may not be treated similarly to a credit facility from a bank.

The purpose of the credit facility is to ensure there is a facility to draw cash in the event the Company faces cash flow problems at any point in time.

c. Go Green Holdings Shares Held in Trust

GoConnect ("**Beneficiary**") holds ownership of shares in Go Green Holdings but not possession. Shares in Go Green Holdings are currently held by SSI Nominees Pty Ltd ("**Nominee**" or "**Trustee**"), beneficially for GoConnect.

The purpose of this contract is to ensure there is a legal binding contract tying the possession of the shares in the Company to ownership.

A Nominee Deed (also referred to as Trust Deed) has been entered into between the Beneficiary and the Trustee on 21 April 2016. The terms of the trust are as follows:

- The Trustee is the registered holder of 100,000,000 fully paid ordinary shares ("**Shares**") in the capital of Go Green Holdings.
- The Trustee declares that it will hold upon trust both the Shares and all dividends and interest accrued on them for the Beneficiary, and agrees to transfer, pay, and deal with the shares and all rights attached, and the dividends and interest payable in respect of the same, in such manner as the Beneficiary shall from time to time direct.
- The Beneficiary has appointed the Trustee as its attorney to execute all deed transfers, and other instruments necessary for transferring the shares and procuring payment of such dividends and other benefits to the Beneficiary at the Beneficiary's discretion.

Go Green Holdings Ltd

- Material contracts include shareholder agreement between Chris Pang and Go Green Holdings. Chris is a shareholder of the Company with 26,600 shares invested ,
- representation agreement between Chris Pang and Go Green Holdings to ensure there is a legally binding agreement pertaining to the terms of Chris' representation,
- agreement between Go Green Holdings and Zukaz LLP,
- agreement between Go Green Holdings, Chris Pang and Zukaz LLP,
- representation agreement between Chris Pang, Jatenergy Ltd, and Go Green Holdings,
- agreement between Natures Food and Better Meat Co,
- agreement between Natures Food and Hung Yang Foods Company,
- agreement between Go Green Holdings and Nature's Friend Ltd,
- agreement between Go Green Holdings and 8th Mass Medium LLC.

Natures Food Company Ltd [incorporated in Hong Kong]

Material contracts entered into with Better Meat Co, Hung Yang Foods Company, and Nature's Friend Ltd.

Natures Inspired Food Services Pty Ltd, incorporated in Australia

Material contract entered into with Nature's Friend Ltd by Go Green Holdings.

Covirix Medical Pty Ltd [incorporated in Australia]

Material contracts entered into with Simon Tucker as Chief Virologist, with Deakin University in respect of the consultancy of Professor David Morton, and with Advanced

Molecular Technologies Pty Ltd in respect of an anti-inflammatory drug licensing binding MOU. A mandate agreement entered into with TD King Capital Ltd of Hong Kong for the raise of pre-IPO capital of up to US\$10 million and the listing of COVIRIX on the Hong Kong Stock Exchange under the biotech sector.

8.4 Legal Proceedings

There is no current nor in the past 3 years any actual or threatened legal proceedings against GoConnect or its subsidiaries. This position is stated pursuant to the knowledge held by the Directors and key Management knowledge.

8.5 Ranking of Shares

As of the date of this Information Memorandum, all shares are of the same class (ordinary shares). Each share holds the same respective liquidation rights, voting right, dividend right and share transfer rights.

8.6 Voting Rights

At a meeting of members each person present or by proxy has one vote on a show of hands or one vote per share, with voting held via a poll. This is subject to any specials rights or restrictions placed.

8.7 Dividend Rights

Any dividend that the Company may declare is payable on all shares in proportion to the amount paid up.

8.8 Variation of Rights

Rights attached to shares may only be varied by consent in writing of the holders of 75 percent of the Shares, or via a special resolution passed in a general meeting.

8.9 Shareholder Liability

As the shares are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

8.10 Transfer of Shares

Subject to the Constitution, Corporations Act, Listing Rules and any other applicable laws, Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the listing Rules require or permit the Company to do so.

8.11 Meetings and Notice

Each shareholder will be entitled to receive notice of, and attend and vote at, the Company's general meetings.

Each shareholder will be entitled to receive all notices, accounts, and other documentation required to be sent to shareholders as per the Constitution, Corporations Act and Listing Rules.

8.12 Continuous Disclosure

Pursuant to Part 1.2A of the Corporations Act the Company will be considered a disclosing entity. The Company will be subject to regular disclosure of any information that it becomes aware of concerning the Company and which a reasonable person would believe to have effect on the material value and price of the securities.

8.13 Appointment of NOMAD

GoConnect will appoint Neo Legal as NOMAD for the purposes of the NSX listing application.

8.14 Governing Law

This Information Memorandum is governed by the laws applicable in Victoria, Australia.

Directors' responsibility statement

This Information Memorandum has been prepared, verified, and approved by all directors of GoConnect, who collectively and individually accept responsibility for all details contained in this Information Memorandum.

The directors further confirm, to the best of their knowledge and belief, that:

- the facts stated and opinions expressed in this Information Memorandum are fair and accurate in all material aspects as at the date of this Information Memorandum.
- there are no material facts or the omission of which, which would make any facts stated and opinions expressed in this Information Memorandum misleading or deceptive to the prospective investors.

Each director has consented to the lodgement of this Information Memorandum with NSX and has not withdrawn that consent and has authorised this Information Memorandum for issue on the date of this Information Memorandum.

Signed for and on behalf of **GoConnect Limited**

Richard Li
Executive Chairman

Glossary

\$	Australian Dollars (AUD), unless otherwise stated.
AASB	The Australian Accounting Standards Board.
ASX	Australian Securities Exchange.
Board or Board of Directors	The board of directors of the Company.
CHESS	Clearing House Electronic Sub Register System. CHESS facilitates the clearing and settlement of trades in shares and provides an electronic sub register for shares in listed companies on the NSX.
Constitution	The constitution of the Company as at the Information Memorandum Date.
Corporations Act	Corporations Act 2001 (Cth).
Directors	Members of the Board.
EBIT	Earnings before interest and taxation.
EBITDA	Earnings before interest, taxation, depreciation, and amortization.
Existing Shareholders	The holders of Existing Shares as at the Information Memorandum Date, <u>30 September 2021</u>
FYE2018	Financial Year ended 30 June 2018.
FYE2019	Financial Year ended 30 June 2019.
FYE2020	Financial Year Ended 30 June 2020.
FYE2021	Financial Year Ended 30 June 2021.
GST	The goods and services tax on goods, services and other items sold or consumed in Australia.
Listing	The expected admission of the Company to the Official List of NSX.
Listing Rules	The listing rules of the National Stock Exchange (NSX).
Management	The executive management team of the Company.
Neo Legal	Australian Legal Practitioners and Legal Advisors of the Company based in Melbourne, Australia.
NSX	National Stock Exchange of Australia.
Official List	The official list of entities that NSX has admitted to and not removed from listing.
Information Memorandum	This document (including the electronic form of this Information Memorandum) and any supplementary or replacement Information Memorandum in relation to this document.
Share Registry	Automic Group (ACN152 260 814).

**Annexure A - Annual Report for the year ended 30
June 2019**

**Annexure B - Annual Report for the year ended 30
June 2020**

**Annexure C - Annual Report for the year ended 30
June 2021**