
MOBECOM LIMITED

ACN 125 688 940

NOTICE OF GENERAL MEETING

TIME: 4 pm (AEST)

DATE: Tuesday 11th May 2021

PLACE: Novus Capital, Level 11, 95 Pitt Street, New South Wales, 2000

This Notice of Meeting should be read in its entirety. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary on 1300 288 664.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a General Meeting of Shareholders of Mobecom Limited (**Company** or **Mobecom**) will be held at the offices of Novus Capital on 11th May 2021, at 4pm (AEST).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the various matters to be considered. The Proxy Form also forms part of this Notice of Meeting.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7pm (AEST) on 7th May 2021.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed/attached Proxy Form and return by the time, and in accordance with the instructions, set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;

- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

A Proxy Form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's shareholders;
- the appointed proxy is not the Chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and

- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

CORPORATE REPRESENTATIVES

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

BUSINESS OF THE MEETING

1. RESOLUTION 1: CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass with or without amendment, the following Resolution as a **special resolution**:

"That, in accordance with section 157(1) of the Corporations Act, and for all other purposes, the Company change its name from "Mobecom Limited" to "Gratiffii Limited."

2. RESOLUTION 2: APPROVAL FOR ISSUE OF SHARES TO MR IAIN DUNSTAN

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Shares at an issue price of \$0.02 per Share to Mr Iain Dunstan on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of Mr Dunstan and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

3. RESOLUTION 3: APPROVAL FOR ISSUE OF SHARES TO MR BRYAN ZEKULICH

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Shares at an issue price of \$0.02 per Share to Mr Bryan Zekulich, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of Mr Zekulich and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

4. RESOLUTION 4: APPROVAL FOR ISSUE OF SHARES TO MR MICHAEL HILL

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,500,000 Shares at an issue price of \$0.02 per Share to Mr Michael Hill on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Hill and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

5. RESOLUTION 5: APPROVAL OF ISSUE OF CONVERTIBLE NOTES TO BOMBORA

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, 10 Convertible Notes at a subscription price of \$150,000 each, be issued to Bombora in satisfaction of the Company's obligations to repay the Bombora Loan on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Bombora or any person who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

6. RESOLUTION 6: APPROVAL FOR ISSUE OF SHARES TO NOVUS CAPITAL

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 12,000,000 Shares at a deemed issue price of \$0.02 per Share to Novus Capital on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Novus Capital and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

7. RESOLUTION 7: APPROVAL FOR PROPOSED ISSUE OF SHARES TO BOMBORA

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 4,000,000 Shares at a deemed issue price of \$0.02 per Share to Bombora on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Bombora and any other person who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

8. RESOLUTION 8: APPROVAL FOR PROPOSED ISSUE OF SHARES TO MR NEIL JOSEPH IN LIEU OF UNPAID DIRECTORS FEES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 5,791,000 Shares at a deemed issue price of \$0.04 per Share in lieu of unpaid Directors fees owed to Mr Neil Joseph by the Company, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Joseph and any other person who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

9. RESOLUTION 9: PROPOSED ISSUE OF PLAN OPTIONS TO MR IAIN DUNSTAN

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the proposed issue of 5,555,104 Plan Options to Mr Iain Dunstan on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Dunstan) who is eligible to participate in the employee incentive scheme and any associate of those persons.

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

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

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

10. RESOLUTION 10: PROPOSED ISSUE OF PLAN OPTIONS TO MR CHRISTOPHER JOSEPH

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the proposed issue of 1,388,776 Plan Options to Mr Christopher Joseph on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Joseph) who is eligible to participate in the employee incentive scheme and any associate of those persons.

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

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

11. RESOLUTION 11: PROPOSED ISSUE OF PLAN OPTIONS TO MR BRYAN ZEKULICH

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the proposed issue of 1,500,000 Plan Options to Mr Bryan Zekulich on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 11 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Zekulich) who is eligible to participate in the employee incentive scheme and any associate of those persons.

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

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

12. RESOLUTION 12: PROPOSED ISSUE OF PLAN OPTIONS TO MR MICHAEL HILL

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the proposed issue of 1,500,000 Plan Options to Mr Michael Hill on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 12 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 (including Mr Hill) who is eligible to participate in the employee incentive scheme and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

13. RESOLUTION 13: APPROVAL FOR ISSUE OF SHARES TO CHRISTOPHER LAWRENCE UPON CONVERSION OF DEBT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 9,000,000 Shares to Christopher Lawrence at a deemed issue price of \$0.027 upon conversion of debt owed by the Company on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 13 by or on behalf of Mr Lawrence and any other person who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

DATED: 9 APRIL 2021

BY ORDER OF THE BOARD

DAVID HWANG

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1: CHANGE OF COMPANY NAME

1.1 Background

Resolution 1 is a special resolution which seeks approval of the Shareholders for the Company to change its name. Subject to the Resolution being passed, the Company proposes to change its name from "Mobecom Limited" to "Gratifii Limited". The change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

The Company wishes to change its name to better reflect the renewed focus on its core loyalty and rewards business having now exited all other non-core businesses.

1.2 Approval under section 157 of the Corporations Act

In accordance with section 157 of the Corporations Act, Shareholder approval by special resolution is required. As a result, 75% of the votes cast by Shareholders present and eligible to vote (in person or by proxy) at the Meeting must be in favour of the Resolution for it to be passed.

Subject to Shareholder approval, the Company will make an application to ASIC for the change of name to "Gratifii Limited". The new name will take effect on the issue of a certificate of registration of change of name by ASIC.

If this Resolution is not passed, the Company's name will not be changed to Gratifii Limited.

If the Resolution is approved by Shareholders, the Company is proposing to seek to change its ASX code to GTI.

1.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2: APPROVAL FOR ISSUE OF SHARES TO MR IAIN DUNSTAN

2.1 Background

Mr Dunstan is the Company's Executive Chairman. In support of the Company's operations and future development Mr Dunstan wishes to subscribe for 5,000,000 Shares at a price of \$0.02 per Share to raise \$100,000. This is the price at which shares were issued in the \$4,000,000 placement which completed on 14 January 2021.

As at the date of this Notice, Mr Dunstan and his Associates hold 787,491 Shares and 13,256,195 Options, 5,325,284 of which are Plan Options.

2.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities to a person who is a Related

Party. Mr Dunstan is a Director and the current Executive Chairman of the Company. As a result, Mr Dunstan is a Related Party and falls within the category set out in ASX Listing Rule 10.11.1.

Accordingly, this Resolution 2 seeks Shareholder approval for the issue of 5,000,000 Shares to Mr Dunstan pursuant to ASX Listing Rule 10.11. If this Resolution is not passed, the Company will not be able to raise \$100,000 from the subscription of Shares by Mr Dunstan. To understand the effect of passing this Resolution, please see Annexure 4.

2.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and catches the issue of the Shares to Mr Dunstan. Consequently, the issue of the Shares the subject of this Resolution 2 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

As recently as 14 January 2021 (please refer to the announcement dated that date), the Company has placed Shares with sophisticated and professional investors on the same terms as the issue of Shares to Mr Dunstan which are the subject of this Resolution 2. It is therefore the Directors' view that the giving of the financial benefit to Mr Dunstan as a Related Party of the Company is on arm's length and falls within the exception in section 210 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

2.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

2.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Dunstan is to be issued 5,000,000 Shares. Mr Dunstan is a Related Party of the Company as he is a Director.
Issue date	The Shares will be issued within one month after the date of this Meeting.
Issue price	\$0.02 per Share.

Terms of the Securities	Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$100,000 will be received by the Company for the issue of Shares to Mr Dunstan. These funds will be applied towards the Company's ongoing operations and development.
Material terms of agreement	Nil.

2.6 Board recommendation

The Board recommends, with Mr Dunstan abstaining, that Shareholders vote in favour of this Resolution 2.

3. RESOLUTION 3: APPROVAL FOR ISSUE OF SHARES TO MR BRYAN ZEKULICH

3.1 Background

Mr Zekulich was appointed a Director of the Company on 29 December 2020. He wishes to support the Company's future development by subscribing for 5,000,000 Shares at a price of \$0.02 per Share to raise \$100,000.

As at the date of this Notice, Mr Zekulich and his Associates hold nil Shares and nil Options in the Company.

3.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue, or agreement to issue, of Securities to a Related Party as stated more fully in section 2.2. Since Mr Zekulich is also a Director, he is considered a Related Party of the Company and accordingly, approval under ASX Listing Rule 10.11 is being sought as Mr Zekulich falls within the category under ASX Listing Rule 10.11.1. If Shareholders do not approve this Resolution, no Shares will be issued to Mr Zekulich and \$100,000 will not be raised by the Company from Mr Zekulich. To understand the effect of passing this Resolution, please see Annexure 4.

3.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

We refer to section 2.3 which summarises the Company's obligations under Chapter 2E of the Corporations Act.

As the Company has recently placed Shares with sophisticated and professional investors on the same terms as the issue of Shares to Mr Zekulich which are the subject of this Resolution 3, the Directors are of the view that the giving of the financial benefit to Mr Zekulich as a Related Party of the Company falls within the arm's length exception in section 210 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

3.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

3.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Zekulich is to be issued 5,000,000 Shares. Mr Zekulich is a Related Party of the Company as he is a Director.
Issue date	The Shares will be issued within one month after the date of this Meeting.
Issue price	\$0.02 per Share.
Terms of the Securities	The Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$100,000 will be received by the Company for the issue of Shares to Mr Zekulich. These funds will be applied towards the Company's ongoing operations and development.
Material terms of agreement	Nil.

3.6 Board recommendation

The Board recommends, with Mr Zekulich abstaining, that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4: APPROVAL FOR ISSUE OF SHARES TO MR MICHAEL HILL

4.1 Background

Mr Hill became a Director of the Company on 29 December 2020. To support the Company's ongoing development Mr Hill intends to subscribe for 2,500,000 Shares at a price of \$0.02 per Share to raise \$50,000.

As at the date of this Notice, Mr Hill and his Associates hold nil Shares and nil Options in the Company.

4.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue, or agreement to issue, of Securities to a Related Party as more fully described in section 2.2. Similarly as a Director, Mr Hill is considered a Related Party of the

Company and accordingly, approval under ASX Listing Rule 10.11 is being sought as Mr Hill falls within the category under ASX Listing Rule 10.11.1. If Shareholders do not approve this Resolution, no Shares will be issued to Mr Hill and \$50,000 will not be raised from Mr Hill. To understand the effect of passing this Resolution, please see Annexure 4.

4.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

We refer to section 2.3 which summarises the Company's obligations under Chapter 2E of the Corporations Act.

As the Company has recently placed Shares with sophisticated and professional investors on the same terms as the issue of Shares to Mr Hill the subject of this Resolution 4, the Directors are of the view that the giving of the financial benefit to Mr Hill as a Related Party of the Company, falls within the arm's length exception in section 210 of the Corporations Act.

4.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

4.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Hill is to be issued 2,500,000 Shares. Mr Hill is a Related Party of the Company as he is a Director.
Issue date	The Shares will be issued within one month after the date of this Meeting.
Issue price	\$0.02 per Share.
Terms of the Securities	The Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$50,000 will be received by the Company for the issue of Shares to Mr Hill. These funds will be applied towards the Company's ongoing operations and development.
Material terms of agreement	Nil.

4.6 Board recommendation

The Board recommends, with Mr Hill abstaining, that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF CONVERTIBLE NOTES

5.1 Bombora Loan Agreement and General Security Deed

On 24 February 2021 the Company entered into a loan agreement with Bombora (**Bombora Loan Agreement**). The Company intends to use these borrowed funds to improve its operations and invest in its future development. The key terms of the Bombora Loan Agreement are as follows:

Term	Three months, being from 24 February 2021 to 24 May 2021.
Principal	\$1,500,000.
Interest rate	8% p. a. accruing daily.
Repayment conditions	The Bombora Loan must be repaid within the term either in cleared funds or via the issue of Convertible Notes.
Default interest rate	18% p.a. default interest applies upon an event of default.
Material Events of Default	Failure to convene this General Meeting to obtain Shareholder approval for this Resolution to issue Convertible Notes. An insolvency event occurs. Failure to repay the Bombora Loan by the end of the term.
Security	General security deed between Bombora (as grantee) and the Company (as grantor) dated 24 February 2021 (GSD).

The key terms of the GSD are as follows:

Secured Property	All of the Company's present and future assets and rights as well as the Company's present and future rights and interests in any asset.
Priority	The security interest granted under the GSD takes priority over all other security interests granted by the Company.
Discharge	Bombora must discharge and release its security interest under the GSD once the Bombora Loan has been paid in full and the Company has discharged its

	obligations under the GSD and Bombora Loan Agreement.
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5.2 Convertible Note Agreement

The Company proposes to repay the Bombora Loan by issuing 10 Convertible Notes to Bombora at a subscription price of \$150,000 per Convertible Note (**Convertible Note Agreement**).

The full terms of the Convertible Note Agreement are available in the Appendix of the Company's 25 February 2021 announcement. The key terms of the Convertible Note Agreement between Bombora and the Company are as follows:

Number of Convertible Notes and face value	10 Convertible Notes with a face value of \$150,000.
Conversion price	The Convertible Notes will convert into Shares by dividing the face value and accrued interest by \$0.02 per Share.
Interest rate	8% p.a. will accrue daily on the face value from the date of the Bombora Loan Agreement.
Maturity date	24 months after the date of the Bombora Loan Agreement, i.e. 24 February 2023.
Conditions precedent	The parties' obligations under the Convertible Note Agreement will be subject to Shareholders approving this Resolution to issue the proposed Convertible Notes.
Conversion	The Convertible Notes are convertible into Shares at Bombora's option any time up to the maturity date or a takeover event occurring. The Convertible Notes are convertible into Shares at the Company's option on the earlier of the maturity date or a takeover event.
Redemption	The Convertible Notes may only be redeemed upon an event of default (i.e., an insolvency event or a failure to pay any money owing under the Convertible Note Agreement).

Transferability and rights	The Convertible Notes are transferable and do not entitle Bombora to any voting rights.
Reorganisation of capital	Upon any bonus issue or reorganisation of Share capital, the number of Shares which may be issued to Bombora under the Convertible Note Agreement will be adjusted to ensure that Bombora receives the same proportion of Shares as it would otherwise have received had the bonus issue or reorganisation not occurred.

5.3 Approval for the purposes of ASX Listing Rule 7.1 is sought

As announced on 26 November 2020, the Company has provided an undertaking to the ASX that it will not issue any Equity Securities without Shareholder approval until 13 December 2021, unless the issue of Equity Securities falls within an exception set out in ASX Listing Rule 7.2. Accordingly, Shareholder approval is sought to approve the issue of the abovementioned Convertible Notes.

The effect of such approval is that the Company will be entitled to issue the Convertible Notes to Bombora. This will allow the Company to repay the Bombora Loan through the issue of Convertible Notes. To understand the effect of passing this Resolution, please see Annexure 4.

Shares issued on the conversion of the Convertible Notes will fall within ASX Listing Rule 7.2 exception 9 and will not require further Shareholder approval.

If this Resolution is not passed, the Company will not be able to issue Convertible Notes in satisfaction of its obligation to repay the Bombora Loan. As a result, the Company would be obliged to repay the Bombora Loan from its cash reserves or otherwise raise additional equity capital (subject to Shareholder approval) to fund the repayment of the Bombora Loan in accordance with its terms.

5.4 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person(s) to whom the Securities were issued	Bombora.
Number and class of Securities	10 Convertible Notes.
Issue date of Securities	The Convertible Notes will be issued within three months after the date of this Meeting.
Issue price of Securities	\$150,000 per Convertible Note.

Purpose of issue and use of funds	No funds will be received upon issuing the Convertible Notes, rather the Convertible Note will be issued to repay the Bombora Loan without drawing down on the Company's cash reserves.
Terms of Securities	Upon conversion of the Convertible Notes into Shares, those Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Summary of material terms of agreement	Please see section 5.2.

5.5 Board recommendation

The Board recommends, with Mr Zekulich and Mr Hill abstaining, that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6: APPROVAL FOR ISSUE OF SHARES TO NOVUS CAPITAL

6.1 Background

As announced on 17 August 2020 and further discussed as Resolution 10 of the Company's 27 November 2020 general meeting, the Company engaged Novus Capital to raise capital under the Company's most recent \$4,000,000 placement which was successfully completed on 14 January 2021 (**Novus Mandate**). In part consideration for Novus Capital's services and in accordance with its obligations under the Novus Mandate, the Company has agreed, subject to obtaining Shareholder approval, to issue 12,000,000 Shares valued at a deemed issue price of \$0.02 per Share to Novus Capital (**Novus Shares**).

6.2 Approval for the purposes of ASX Listing Rule 7.1 is sought

As announced on 26 November 2020, the Company has provided an undertaking to the ASX that it will not issue any Equity Securities without Shareholder approval until 13 December 2021, unless the issue of Equity Securities falls within an exception set out in ASX Listing Rule 7.2.

Accordingly, Shareholder approval is sought to approve the issue of Novus Shares to Novus Capital. The effect of such approval is that the Company will be entitled to issue the Novus Shares to Novus Capital. This will allow the Company to meet its obligations to Novus Capital through Shares. To understand the effect of passing this Resolution, please see Annexure 4.

If this Resolution 6 is not passed and the Company does not obtain Shareholder approval to issue the Novus Shares, the Company will be obliged to pay Novus Capital the cash equivalent of the value of the issue, i.e. \$240,000.

6.3 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person to whom the Securities are to be issued, number and class	Novus Capital is to be issued 12,000,000 Novus Shares.
Issue date	The Novus Shares will be issued to Novus Capital within three months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification to the Listing Rules).
Issue price	\$0.02 per Novus Share.
Terms of the Securities	Each Novus Share will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	No funds will be raised by this issue, however the issue of Shares to Novus Capital will ensure the Company is not obliged to pay Novus Capital the equivalent value of the Shares in cash and thereby depleting the Company's cash reserves.
Material terms of agreement	<p>The material terms of the Novus Mandate include that:</p> <ul style="list-style-type: none"> • Novus Capital will use its best endeavours to raise a minimum of \$3,000,000 and a maximum of \$4,000,000 at \$0.02 per Share from sophisticated and professional investors • nominated external investors must contribute an additional \$1,200,000 as a part of the minimum \$3,000,000 or maximum of \$4,000,000 capital raise • Novus Capital's engagement will continue until completion of the capital raise, unless terminated earlier • Novus Capital will be entitled to receive the following fees: <ul style="list-style-type: none"> ○ engagement and financial advisory fee of \$50,000; ○ legal fee capped at \$20,000;

	<ul style="list-style-type: none"> o management fee of 1% of all capital raised; o brokerage fee of 5% of all capital raised; o success fee of: <ul style="list-style-type: none"> ▪ 5,000,000 Shares for raising \$1,500,000 at \$0.02 per Share; ▪ up to 5,000,0000 Shares for raising \$2,500,000 or more (prorated if between \$1,500,000 to \$2,500,000 is raised) at \$0.02 per Share; and ▪ 2,000,000 Shares for raising \$4,000,000 at \$0.02 per Share <p>these amounts were raised and the payment of this success fee is the 12,000,000 Novus Shares the subject of this Resolution; and</p> <ul style="list-style-type: none"> o reimbursement of out of pocket expenses. <p>Novus Shares will be voluntarily escrowed for 6 months.</p>
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6.4 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution 6.

7. RESOLUTION 7: APPROVAL FOR PROPOSED ISSUE OF SHARES TO BOMBORA

7.1 Background

Bombora are an investment management fund focused on sourcing and executing early growth stage opportunities. On 22 December 2020 Bombora agreed to invest:

- (a) \$480,000 of capital through the issue of 24,000,000 Shares at \$0.02 per Share; and
- (b) \$1,500,000 of capital in connection with an issue of Convertible Notes as described at section 5,

(Bombora Investment Commitment). The \$480,000 capital raise formed a part of the \$4,000,000 capital raise which was successfully completed on 14 January 2021 and announced to the market on the same date.

In part consideration for Bombora's investment and in accordance with its obligations under the Bombora Investment Commitment, the Company intends, subject to obtaining Shareholder approval, to issue 4,000,000 Shares valued at a deemed issue price of \$0.02 per share to Bombora (**Bombora Shares**). Bombora requires 4,000,000 Shares in recognition of the risk of its additional investment.

7.2 Approval for the purposes of the ASX Listing Rule is sought

As announced on 26 November 2020, the Company has provided an undertaking to the ASX that it will not issue any Equity Securities without Shareholder approval until 13 December 2021, unless the issue of Equity Securities falls within an exception set out in ASX Listing Rule 7.2.

Accordingly, Shareholder approval is sought to approve the proposed issue of Bombora Shares to Bombora. The effect of such approval is that the Company will be entitled to issue the Bombora Shares. To understand the effect of passing this Resolution, please see Annexure 4.

If this Resolution 7 is not passed and the Company does not obtain Shareholder approval to issue the Bombora Shares, the Company will be obliged to pay Bombora the cash equivalent of the value of the proposed issue, i.e. \$80,000.

7.3 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person to whom the Securities are to be issued, number and class	Bombora is to be issued 4,000,000 Bombora Shares.
Issue date	The Bombora Shares will be issued to Bombora within three months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification to the Listing Rules).
Issue price	\$0.02 per Bombora Share.
Terms of the Securities	Each Bombora Share will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	No funds will be raised by this issue however the issue of Shares to Bombora will ensure the Company is not obliged to pay Bombora the cash equivalent value of the Shares and thereby deplete the Company's cash reserves.
Material terms of agreement	The material terms of the Bombora Investment Commitment include that: <ul style="list-style-type: none"> • Bombora will invest \$480,000 in the Company to receive Shares at

	<p>\$0.02 per Share (this investment was made in January 2021)</p> <ul style="list-style-type: none"> • Bombora will contribute \$1,500,000 to the Company on the terms of the Loan Agreement and Convertible Note Agreement (summarised above at 5.1 and 5.2) • Mr Zekulich and Mr Hill will join the board as a non-executive Directors • Bombora will be entitled to receive the following consideration: <ul style="list-style-type: none"> ○ if this Resolution is approved, the Bombora Shares calculated on the basis of 1 additional Share for each 6 Shares allotted to Bombora as a part of its \$480,000 investment; or ○ if this Resolution is not approved, the value of the Bombora Shares (\$80,000) in cash; and ○ 6% brokerage fee on the total number of Shares allotted (\$480,000 worth) payable on re-listing. <p>Bombora Shares will be voluntarily escrowed for 6 months.</p>
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7.4 Board recommendation

The Board recommends, with Mr Zekulich and Mr Hill abstaining, that Shareholders vote in favour of this Resolution 7.

8. RESOLUTION 8: APPROVAL FOR PROPOSED ISSUE OF SHARES TO MR NEIL JOSEPH IN LIEU OF UNPAID DIRECTOR FEES

8.1 Background

Mr Joseph is currently owed \$351,000 in fees for his prior tenure as a Director of the Company. The Company has agreed to issue Shares to Mr Joseph in lieu of the outstanding director fees. Approval to issue Shares to Mr Joseph will allow the Company to apply those funds, which would otherwise be applied to the outstanding director fees, to its commercial operations.

Shares to be issued to Mr Joseph in lieu of outstanding director fees have been determined based on:

- (a) the amount of director fees owed to Mr Joseph and are issued in lieu of cash payments; and
- (b) a deemed issue price of \$0.04.

Mr Joseph is owed a total of \$351,000 in outstanding director fees. Therefore, upon approval of this Resolution 8, 5,791,000 Shares will be issued to Mr Joseph in lieu of the outstanding director fees owed to him.

8.2 Mr Neil Joseph not considered a Related Party

As stated in section 8.1 above, Mr Joseph served as a Director of the Company until 15 October 2019. Accordingly, Mr Joseph was considered a Related Party of the Company until the date that is 6 months following the cessation of his appointment, i.e. until 15 April 2020. As this date has passed Mr Joseph is no longer considered a Related Party of the Company.

8.3 Approval for the purposes of ASX Listing Rule 7.1 is sought

As announced on 26 November 2020, the Company has provided an undertaking to the ASX that it will not issue any Equity Securities without Shareholder approval until 13 December 2021, unless the issue of Equity Securities falls within an exception set out in ASX Listing Rule 7.2.

Accordingly, Shareholder approval is sought to approve the issue of Securities to Mr Joseph. The effect of such approval is that the Company will be entitled to issue 5,791,000 Shares to Mr Joseph. To understand the effect of passing this Resolution, please see Annexure 4.

If this Resolution 8 is not approved, the Company must draw down its cash reserve to pay Mr Joseph's remuneration.

8.4 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Joseph is to be issued 5,791,000 Shares in lieu of unpaid director fees.
Issue date	The Shares will be issued to Mr Joseph within three months after the date of this Meeting.
Issue price	\$0.04 per Share.
Terms of the Securities	Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	No funds will be received by the Company for the issue of Shares to Mr Joseph however the issue will set off the obligation of the Company to pay Mr Joseph his unpaid remuneration in cash.

Remuneration package and terms of appointment	Pursuant to the terms of his appointment, Mr Joseph was entitled to receive an annual salary of \$175,000.
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8.5 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution 8.

9. RESOLUTION 9: PROPOSED ISSUE OF PLAN OPTIONS TO MR IAIN DUNSTAN

9.1 Background

The Company's employee incentive scheme was first adopted by Shareholders on 1 May 2017 and recently renewed for a further 3 years at the Company's general meeting of 27 November 2020 (**Incentive Option Plan** or **IOP**). The IOP was established to help achieve the Company's corporate objectives by attracting and retaining its key staff through incentives.

As a Director and the Executive Chairman, Mr Dunstan is eligible to participate in the IOP. In recognition of Mr Dunstan's performance and to further promote Mr Dunstan's engagement with Mobecom, the Company proposes, subject to obtaining Shareholder approval, to issue 5,555,104 Plan Options to Mr Dunstan. For the avoidance of doubt, no consideration is payable by Mr Dunstan to receive the Plan Options.

As at the date of this Notice, Mr Dunstan and his Associates hold 787,491 Shares, 13,930,911 Options and 5,325,284 Plan Options in the Company. If Resolution 2 is passed, Mr Dunstan and his Associates will hold 5,787,491 Shares and 13,930,911 Options and 5,325,284 Plan Options in the Company.

9.2 Approval for the purposes of ASX Listing Rule 10.14 is sought

ASX Listing Rule 10.14.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities under an employee incentive scheme to a person who is a Related Party. As a Director and the current Executive Chairman of the Company, Mr Dunstan is a Related Party falling within the category set out in ASX Listing Rule 10.14.1.

Accordingly, this Resolution 9 seeks Shareholder approval for the proposed issue of 5,555,104 Plan Options to Mr Dunstan pursuant to ASX Listing Rule 10.14. To understand the effect of passing this Resolution, please see Annexure 4. If this Resolution is not passed, no Plan Options will be issued to Mr Dunstan.

Details of any Plan Options will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the IOP after this Resolution 9 is approved and who are not named in this Notice will not participate until approval is obtained under that rule.

9.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

Please refer to section 2.3 for an understanding of the law regarding Related Party transactions.

Due to the broad meaning of 'financial benefit' under the Corporations Act, the issue of Plan Options to Mr Dunstan is likely to constitute giving a financial benefit to a Related Party of the Company for the purposes of Chapter 2E of the Corporations Act.

The Directors are of the view that the giving of the financial benefit to Mr Dunstan as a Related Party of the Company is reasonable remuneration and falls within the exception in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

9.4 Shareholder approval under ASX Listing Rule 10.11 not sought

Exception 8 to ASX Listing Rule 10.12 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

9.5 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

9.6 Required Information

Pursuant to ASX Listing Rule 10.15 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Dunstan is to be issued 5,555,104 Plan Options.
Current remuneration package	\$255,000 cash per annum plus Options valued at \$120,000 plus statutory superannuation.
Securities previously issued under the scheme and price paid for those Securities	5,325,284 Plan Options have previously been issued to Mr Dunstan. The average price paid by Mr Dunstan to acquire these Plan Options was \$0.00 per Plan Option.
Terms of the Securities	Terms of the Plan Options issued to Mr Dunstan are contained in Annexure 2.
Reasoning behind the type of Security	The Company believes the grant of Options as opposed to Shares are preferable as Options will vest upon the satisfaction of certain conditions. This helps align the Company and Mr Dunstan's long-term goals and vision.
Price and value of the Securities	\$0.03 per Plan Option, being a total value of \$73,369 based on a Black and Scholes valuation with an implied volatility of 30%. For the avoidance of

	doubt, Mr Dunstan will not be required to pay any consideration to receive the 5,555,104 Plan Options the subject of this Resolution.
Issue date	The Shares will be issued within three years after the date of this Meeting.
Material terms of the scheme	Material terms of the IOP are contained in Annexure 3.
Material terms of loan	No loan will be given to Mr Dunstan by the Company to acquire the Plan Options.

9.7 Board recommendation

The Board, with Mr Dunstan abstaining, recommends that Shareholders vote in favour of Resolution 9.

10. RESOLUTION 10: PROPOSED ISSUE OF PLAN OPTIONS TO MR CHRISTOPHER JOSEPH

10.1 Background

As a Director, Mr Joseph is eligible to participate in the IOP. In recognition of Mr Joseph's performance and to further promote Mr Joseph's engagement with Mobecom, the Company proposes, subject to obtaining Shareholder approval, to issue 1,388,776 Plan Options to Mr Joseph. For the avoidance of doubt, no consideration is payable by Mr Joseph to receive the Plan Options.

As at the date of this Notice, Mr Joseph and his Associates hold 9,669,763 Shares and 1,775,095 Plan Options in the Company. Approval for the purposes of ASX Listing Rule 10.14 is sought

ASX Listing Rule 10.14.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities under an employee incentive scheme to a person who is a related party. Being a Director, Mr Joseph is a related party who falls within the category set out in ASX Listing Rule 10.14.1.

Accordingly, this Resolution 10 seeks Shareholder approval for the proposed issue of 1,388,776 Plan Options to Mr Joseph pursuant to ASX Listing Rule 10.14. To understand the effect of passing this Resolution, please see Annexure 4. If this Resolution is not passed, no Plan Options will be issued to Mr Joseph.

Details of any Plan Options will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the IOP after this Resolution 10 is approved and who are not named in this Notice will not participate until approval is obtained under that rule.

10.2 Approval for the purposes of Chapter 2E of the Corporations Act not sought

Please refer to section 2.3 for an understanding of the law regarding related party transactions.

Due to the broad meaning of 'financial benefit' under the Corporations Act, the issue of Plan Options to Mr Joseph is likely to constitute giving a financial benefit to a Related Party of the Company for the purposes of Chapter 2E of the Corporations Act.

The Directors are of the view that the giving of the financial benefit to Mr Joseph as a Related Party of the Company is for reasonable remuneration and falls within the exception in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

10.3 Shareholder approval under ASX Listing Rule 10.11 not sought

Exception 8 to ASX Listing Rule 10.12 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

10.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

10.5 Required Information

Pursuant to ASX Listing Rule 10.15 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Joseph is to be issued 1,388,776 Plan Options.
Current remuneration package	\$240,000
Securities previously issued under the scheme	1,775,095 Plan Options have previously been issued to Mr Joseph. The average price paid by Mr Joseph to receive these Option Plans was \$0.00 per Plan Option.
Terms of the Securities	Terms of the Plan Options issued to Mr Joseph are contained in Annexure 2.
Reasoning behind the type of Security	The Company believes the grant of Options as opposed to Shares are preferable as Options will vest upon the satisfaction of certain conditions. This helps align the Company and Mr Joseph's long-term goals and vision.
Price and value of the Securities	\$0.03 per Plan Option, being a total value of \$19,134 based on a Black and

	Scholes valuation <i>with a 30% implied volatility</i> . For the avoidance of doubt, Mr Joseph will not be required to pay any consideration to receive the 1,388,776 Plan Options the subject of this Resolution.
Issue date	The Shares will be issued within three years after the date of this Meeting.
Material terms of the scheme	Material terms of the IOP are contained in Annexure 3.
Material terms of loan	No loan will be given to Mr Joseph by the Company to acquire the Plan Options.

10.6 Board recommendation

The Board, with Mr Joseph abstaining, recommends that Shareholders vote in favour of Resolution 10.

11. RESOLUTION 11: PROPOSED ISSUE OF PLAN OPTIONS TO MR BRYAN ZEKULICH

11.1 Background

As a Director, Mr Zekulich is eligible to participate in the IOP. To further promote Mr Zekulich's engagement with the Company, the Company proposes, subject to obtaining Shareholder approval, to issue 1,500,000 Plan Options to Mr Zekulich. For the avoidance of doubt, no consideration is payable by Mr Zekulich to receive the Plan Options.

As at the date of this Notice, Mr Zekulich and his Associates hold Nil Shares and Nil Options in the Company. If Resolution 3 is approved, Mr Zekulich and his Associates will hold 5,000,000 Shares and Nil Options in the Company.

11.2 Approval for the purposes of ASX Listing Rule 10.14 is sought

ASX Listing Rule 10.14.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities under an employee incentive scheme to a person who is a related party. Being a Director, Mr Zekulich is a related party who falls within the category set out in ASX Listing Rule 10.14.1.

Accordingly, this Resolution 11 seeks Shareholder approval for the proposed issue of 1,500,000 Plan Options to Mr Zekulich pursuant to ASX Listing Rule 10.14. To understand the effect of passing this Resolution, please see Annexure 4. If this Resolution is not passed, no Plan Options will be issued to Mr Zekulich.

Details of any Plan Options will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the IOP after this Resolution 11 is approved and who are not named in this Notice will not participate until approval is obtained under that rule.

11.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

Please refer to section 2.3 for an understanding of the law regarding related party transactions.

Due to the broad meaning of 'financial benefit' under the Corporations Act, the issue of Plan Options to Mr Zekulich is likely to constitute giving a financial benefit to a Related Party of the Company for the purposes of Chapter 2E of the Corporations Act.

The Directors are of the view that the giving of the financial benefit to Mr Zekulich as a Related Party of the Company is for reasonable remuneration and falls within the exception in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

11.4 Shareholder approval under ASX Listing Rule 10.11 not sought

Exception 8 to ASX Listing Rule 10.12 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

11.5 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

11.6 Required Information

Pursuant to ASX Listing Rule 10.15 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Zekulich is to be issued 1,500,000 Plan Options.
Current remuneration package	\$60,000 p.a. plus statutory super
Securities previously issued under the scheme	No Plan Options have previously been issued to Mr Zekulich.
Terms of the Securities	Terms of the Plan Options issued to Mr Zekulich are contained in Annexure 2.
Reasoning behind the type of Security	The Company believes the grant of Options as opposed to Shares are preferable as Options will vest upon the satisfaction of certain conditions. This helps align the Company and Mr Zekulich's long term goals and vision.
Price and value of the Securities	\$0.03 per Plan Option, being a total value of \$20,666 based on a Black and Scholes valuation with an implied volatility of 30%. For the avoidance of doubt, Mr Zekulich will not be required

	to pay any consideration to receive the 1,500,000 Plan Options the subject of this Resolution.
Issue date	The Shares will be issued within three years after the date of this Meeting.
Material terms of the scheme	Material terms of the IOP are contained in Annexure 3.
Material terms of loan	No loan will be given to Mr Zekulich by the Company to acquire the Plan Options.

11.7 Board recommendation

The Board, with Mr Zekulich abstaining, recommends that Shareholders vote in favour of Resolution 11.

12. RESOLUTION 12: PROPOSED ISSUE OF PLAN OPTIONS TO MR MICHAEL HILL

12.1 Background

As a Director, Mr Hill is eligible to participate in the IOP. To further promote Mr Hill's engagement with Mobecom, the Company proposes, subject to obtaining Shareholder approval, to issue 1,500,000 Plan Options to Mr Hill. For the avoidance of doubt, no consideration is payable by Mr Hill to receive the Plan Options.

As at the date of this Notice, Mr Hill and his Associates hold NIL Shares and NIL Options in the Company. If Resolution 4 is approved, Mr Hill and his Associates will hold 2,500,000 Shares and Nil Options in the Company.

12.2 Approval for the purposes of ASX Listing Rule 10.14 is sought

ASX Listing Rule 10.14.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities under an employee incentive scheme to a person who is a related party. Being a Director, Mr Hill is a related party who falls within the category set out in ASX Listing Rule 10.14.1.

Accordingly, this Resolution 12 seeks Shareholder approval for the proposed issue of 1,500,000 Plan Options to Mr Hill pursuant to ASX Listing Rule 10.14. To understand the effect of passing this Resolution, please see Annexure 4. If this Resolution is not passed, no Plan Options will be issued to Mr Hill.

Details of any Plan Options will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the IOP after this Resolution 12 is approved and who are not named in this Notice will not participate until approval is obtained under that rule.

12.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

Please refer to section 2.3 for an understanding of the law regarding related party transactions.

Due to the broad meaning of 'financial benefit' under the Corporations Act, the issue of Plan Options to Mr Hill is likely to constitute giving a financial benefit to a Related Party of the Company for the purposes of Chapter 2E of the Corporations Act.

The Directors are of the view that the giving of the financial benefit to Mr Hill as a Related Party of the Company is for reasonable remuneration and falls within the exception in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

12.4 Shareholder approval under ASX Listing Rule 10.11 not sought

Exception 8 to ASX Listing Rule 10.12 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

12.5 Shareholder approval under ASX Listing Rule 7.1 not sought.

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought for the approval of this Resolution.

12.6 Required Information

Pursuant to ASX Listing Rule 10.15 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Hill is to be issued 1,500,000 Plan Options.
Current remuneration package	\$60,000 p.a. plus statutory super
Securities previously issued under the scheme	No Plan Options have previously been issued to Mr Hill.
Terms of the Securities	Terms of the Plan Options issued to Mr Hill are contained in Annexure 2.
Reasoning behind the type of Security	The Company believes the grant of Options as opposed to Shares are preferable as Options will vest upon the satisfaction of certain conditions. This helps align the Company and Mr Hill's long-term goals and vision.
Price and value of the Securities	\$0.03 per Plan Option, being a total value of \$20,666 based on a Black and Scholes valuation with an implied volatility of 30%. For the avoidance of doubt, Mr Hill will not be required to

	pay any consideration to receive the 1,500,00 Plan Options the subject of this Resolution.
Issue date	The Shares will be issued within three years after the date of this Meeting.
Material terms of the scheme	Material terms of the IOP are contained in Annexure 3.
Material terms of loan	No loan will be given to Mr Hill by the Company to acquire the Plan Options.

12.7 Board recommendation

The Board, with Mr Hill abstaining, recommends that Shareholders vote in favour of Resolution 12.

13. RESOLUTION 13: APPROVAL FOR ISSUE OF SHARES TO CHRISTOPHER LAWRANCE UPON CONVERSION OF DEBT

13.1 Background

On 9 July 2013 Christopher Lawrance loaned CSB Engage Pte Ltd \$243,000 at an interest rate of 7% per annum with the loaned funds to be applied to the CSB Engage Pte Ltd's working capital needs. On 11 October 2017 the Company successfully acquired 100% of the shares in CSB Engage Pte Ltd, receiving the benefit and liability of the loan. This loan was for an initial term of 13 months which would be automatically rolled over for additional 12 month periods unless terminated or called in earlier by the parties. The Company has requested and Mr Lawrance has agreed to, subject to Shareholder approval:

- (a) convert the amount owing to Mr Lawrance into Shares at a deemed value of \$0.027 per Share; and
- (b) forgive any interest which otherwise accrued on the loan.

As at the date of this Notice, Mr Lawrance is not a substantial Shareholder of the Company. Mr Lawrance was previously a substantial Shareholder of the Company.

13.2 Approval for the purposes of ASX Listing Rule 7.1 is sought

As announced on 26 November 2020, the Company has provided an undertaking to the ASX that it will not issue any Equity Securities without Shareholder approval until 13 December 2021, unless the issue of Equity Securities falls within an exception set out in ASX Listing Rule 7.2.

Accordingly, Shareholder approval is sought to approve the issue of Securities upon conversion of debt, to Mr Lawrance. The effect of such approval is that the Company will be entitled to issue 9,000,000 Shares to Mr Lawrance and the Company will discharge its obligations to repay Mr Lawrance. To understand the effect of passing this Resolution, please see Annexure 4.

If this Resolution 13 is not approved, the Company must draw down its cash reserve to pay the debt owing to Mr Lawrance.

13.3 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Lawrance is to be issued 9,000,000 Shares upon conversion of debt.
Issue date	The Shares will be issued to Mr Lawrance within three months after the date of this Meeting.
Issue price	\$0.027 per Share.
Terms of the Securities	Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	No funds will be received by the Company for the issue of Shares to Mr Lawrance however the issue will set off the Company's obligation to pay Mr Lawrance the debt owing to him in cash.

13.4 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution 13.

GLOSSARY

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annexure means an annexure of this Notice.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

ASX means ASX Limited or the market operated by it, as the context requires.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of Directors of the Company.

Bombora means Bombora Investment Management Pty Ltd ATF Bombora Special Investments Growth Fund ACN 625 413 390.

Bombora Investment Commitment has the meaning given to that term in section 7.1 of the Notice.

Bombora Loan means the \$1,500,000 loan advanced to the Company by Bombora on the terms of the Bombora Loan Agreement.

Bombora Loan Agreement has the meaning given to that term in section 5.1.

Bombora Shares has the meaning given to that term in section 7.1 of the Notice.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Closing Date has the meaning given to that term in section (j) of Annexure 3.

Company or **Mobecom** means Mobecom Limited (ACN 125 688 940).

Company Secretary means Mr David Hwang.

Constitution means the Company's constitution.

Convertible Note means the debt instrument which may be converted to equity on the terms agreed between the convertible note holder and the Company under the Convertible Note Agreement.

Convertible Note Agreement has the meaning given to that term in section 5.2.

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

Directors means the directors of the Company from time to time.

Eligible Participant has the meaning given to that term in section (a) of Annexure 3.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Executive Chairman means the executive chairman of the Company.

Expiry Date has the meaning given to that term in section (b)(v) of Annexure 3.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

GSD has the meaning given to that term in section 5.1.

Incentive Option Plan or **IOP** means the Company's employee incentive scheme adopted on 1 May 2017 and renewed on 27 November 2020.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Novus Capital means Novus Capital Limited ACN 006 711 995.

Novus Mandate has the meaning given to that term in section 6.1 of the Notice.

Novus Shares has the meaning given to that term in section 6.1 of the Notice.

Offer has the meaning given to that term in section (b) of Annexure 3.

Option means an option to subscribe for a Share, including Plan Options.

Plan Options means an Option issued under the IOP.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 228 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

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

Shareholder means a holder of a Share.

Annexure 1

Proxy Form



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4.00pm (AEST) on Sunday, 9 May 2021.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/mbmgm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

using smartphone

BY SMARTPHONE



Scan QR Code

QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4.00pm (AEST) on Sunday 9 May 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** <https://www.votingonline.com.au/mbmgm2021>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held at the **Novus Capital, Level 11, 95 Pitt St, Sydney, New South Wales 2000 on Tuesday 11 May 2021 at 4:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 2 - 4 and 8 - 12, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this/these Resolutions even though Resolutions 2 - 4 and 8 - 12 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 2 - 4 and 8 - 12) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*	
Res 1	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval for Proposed Issue of Shares to Mr Neil Joseph in lieu of unpaid Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Approval for Issue of Shares to Mr Iain Dunstan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Proposed Issue of Plan Options to Mr Iain Dunstan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Approval for Issue of Shares to Mr Bryan Zekulich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Proposed Issue of Plan Options to Mr Christopher Joseph	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval for Issue Shares to Mr Michael Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Proposed Issue of Plan Options to Mr Bryan Zekulich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of Issue of Convertible Notes to Bombora	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Proposed Issue of Plan Options to Mr Michael Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval for Issue of Shares to Novus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval for Issue of Shares to Christopher Lawrance upon conversion of Debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Approval for Proposed Issue of Shares to Bombora	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Annexure 2

Terms of Plan Options

The Plan Options the subject of Resolution 9 to Mr Dunstan, Resolution 10 to Mr Joseph, Resolution 11 to Mr Zekulich and Resolution 12 to Mr Hill will be issued on the following material terms:

Plan Options	Detail
Vesting Conditions	<p>(a) 20% of each Directors' Plan Options will vest should the Company achieve a revenue target of \$3,420,518 for the financial year ending 30 June 2021;</p> <p>(b) A further 40% of each Directors' Plan Options will vest should the Company achieve a revenue target of \$7,056,384 for the financial year ending 30 June 2022;</p> <p>(c) The final 40% of each Directors' Plan Options will vest should the Company achieve a revenue target of \$9,381,210 for the financial year ending 30 June 2023,</p> <p>where revenue is based on current operations only exclusive of any research and development rebates, grants or similar.</p>
Exercise price	\$0.03 per Option Plan.
Entitlement on exercise	1 Share per Plan Option.
Expiry date	13 February 2024
Period of exercise	All Plan Options must be exercised by the expiry date. Any Plan Options which have not been exercised will lapse.
How to exercise a Plan Option	The holder of a Plan Option can exercise their Plan Option by delivering a duly completed notice to the Company before the expiry date.
Ranking	Shares obtained from the exercise of a Plan Option will rank equally with all existing Shares.
Quotation	The Company will not seek quotation of the Plan Options.
Transferability	The Plan Options are not transferable.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction of return), all rights of a holder of Plan Options are to be changed to the extent necessary in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Plan Options and holders of Plan Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options without exercising the Plan Options. Holders of these Plan Options will be afforded the period of at least 5 Business Days prior to and inclusive of the record date (to determine entitlements to the new issue) to exercise their Plan Options.
Change in Exercise price/number of	If there is a bonus issue to Shareholders, the number of ordinary Shares over which a Plan Option is exercisable may be increased by the number of Shares which the holder of the Plan Option would

Plan Options	Detail
underlying ordinary Shares	have received if Plan Option had been exercised before the record date for the bonus issue. In the event that a pro rata issue (except a bonus issue) is made to Shareholders, the exercise price of the Plan Options may be reduced in accordance with ASX Listing Rule 6.22.2.

Annexure 3

Material Terms of the IOP

A summary of the terms of the IOP is set out below. The full terms and conditions of the IOP may be obtained free of charge by contacting the Company Secretary.

- (a) **Eligibility and grant of Options:** Options may be granted at the discretion of the Board to any Director, contractor, full time, part time or casual employee of the Company or related body corporate (**Eligible Participant**).
- (a) **Invitation to apply for Options:** the Board may provide a written invitation to the Eligible Participant to apply for Options upon the terms set out in the Incentive Option Plan and upon such additional terms and conditions the Board determines (**Offer**). The invitation must specify:
 - (i) the maximum number of Options that the Eligible Participant may apply for, or the formula for determining the maximum number of Options that may be applied for;
 - (ii) the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Option or the formula for determining the maximum number of Shares;
 - (iii) any application vesting conditions;
 - (iv) any restriction period applied by the Incentive Option Plan or that the Board has resolved to apply to Shares issued on exercise of the Options;
 - (v) the expiry date of the Options (**Expiry Date**);
 - (vi) the date by which an application for Options must be received by the Company; and
 - (vii) any other information required by law or the ASX Listing Rules.
- (b) **Number of Options offered:** the number of Options which an Eligible Participant is invited to apply for pursuant to an Offer is within the discretion of the Directors. Each Option will, upon exercise of a vested Option, entitle the holder to receive, at the absolute discretion of the Board, either one (1) Share in the capital of the Company, or a cash payment of equivalent value.
- (c) **Cashless Exercise Facility:** subject to Board approval, an Eligible Participant may set-off the Option exercise price (if any) against the number of Shares which the Eligible Participant is potentially entitled to receive upon exercise of the Options. The Eligible Participant will then receive, at the absolute discretion of the Board, either Shares or a cash payment to the value of the surplus after the Option exercise price has been set-off.
- (d) **Vesting conditions:** an Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the Offer for the Option.
- (e) **Option exercise price:** subject to any minimum price required by the ASX Listing Rules, the Board may determine the exercise price (if any) for an Option the subject of an Offer in its absolute discretion.
- (f) **Consideration:** Options issued under the Incentive Option Plan will be issued for no more than nominal cash consideration.

- (g) **Escrow:** a Share issued on exercise of any Option may be subject to a restriction period.
- (h) **Quotation:** Options will not be quoted on the ASX.
- (i) **Lapse of Offer:** to the extent that an application for Options is not received by the Company by a specified date (**Closing Date**), the Offer will lapse on the date following the Closing Date.
- (j) **Shares allotted upon exercise of Options:** the Company will issue or transfer Shares, or make a cash payment, to the Eligible Participant, within 5 days of receipt of a valid notice of exercise of vested Options. The Shares allotted under the Incentive Option Plan will be of the same class and will rank equally with Shares in the Company at the date of issue. The Company will seek listing of the new Shares on the ASX within the time required by the ASX Listing Rules.
- (k) **Transfer of Options:** an Option is non-transferable other than in special circumstances (if the holder suffers death or total and permanent disability, retirement, redundancy, severe financial hardship, or other circumstances determined in the Board's discretion or specified in the relevant Offer) with the consent of the Board. Options are otherwise transferable on the holder's death to their legal personal representative or upon the holder's bankruptcy to their trustee in bankruptcy.
- (l) **Lapse of Options:** an Option shall lapse when:
 - (i) an unauthorised dealing in the Option occurs, or the holding engages in fraud, dishonesty or other improper behaviour;
 - (ii) a vesting condition in relation to the Option is not satisfied by the due date, or becomes incapable of satisfaction;
 - (iii) in respect of an unvested Option only, the relevant person ceases to be an Eligible Participant, subject to the Board's discretion to waive the lapsing of the Options in special circumstances;
 - (iv) in respect of a vest Option only, a relevant person ceases to be an Eligible Participant and the Board resolves that the Options granted in respect of that relevant person must:
 - (A) be exercised within a specific period, and the Option is not exercised within that period; or
 - (B) be cancelled by the Company in consideration for a cash payment to the Eligible Participant, and a cash payment is made;
 - (v) the Company undergoes a change of control or a winding up resolution order is made; or
 - (vi) the Option has not been exercised by the Expiry Date.
- (m) **Change of control:** If a company obtains control of the Company the vesting conditions are deemed to be automatically waived.
- (n) **Capital reconstruction:** in the event of a capital reconstruction, the exercise price and/or number of Options will change to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (O) **Participation in new issues:** there are no participating rights or entitlement inherent in the Options and the holders will not be entitled to participate in new Shares offered to Shareholders during the currency of the Options without first exercising the Options. In addition, holders of Options will not be entitled to vote or receive dividends as a result of their holding of Options.

Annexure 4

Total Dilution

As at the date of this Notice, the Company has on issue 565,634,090 Shares on an undiluted basis and 635,548,901 Securities on a fully diluted basis.

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ¹		New Securityholding if Resolution is passed		New % Security-holding ²	Total dilution if Resolution is passed ³
2	Iain Dunstan	5,000,000 Shares	787,491 Shares		5,787,491 Shares		2.97%	0.78% dilution
			13,256,195 Options		13,256,195 Options			
			TOTAL: 14,043,686 Securities		TOTAL: 19,043,686 Securities			
3	Bryan Zekulich	5,000,000 Shares	0 Securities		5,000,000 Shares		0.78%	0.78% dilution
4	Michael Hill	2,500,000 Shares	0 Securities		2,500,000 Shares		0.39%	0.39% dilution
5	Bombora	10 Convertible Notes ³	24,000,000 Shares		24,000,000 Shares		13.93%	10.56% dilution
			10 Convertible Notes ⁴		10 Convertible Notes ⁴			
			TOTAL: 99,000,000 Securities⁵		TOTAL: 99,000,000 Securities⁵			
6	Novus Capital	12,000,000 Shares	400,000 Shares		12,400,000 Shares		2.5%	1.85% dilution
			3,500,000 Options		3,500,000 Options			
			TOTAL: 3,900,000 Securities		TOTAL: 15,900,000 Securities			
7	Bombora	4,000,000 Shares	<i>If Resolution 5 is not passed:</i>	24,000,000 Shares	<i>If Resolution 5 is not passed:</i>	28,000,000 Shares	4.38% (<i>If Resolution 5 is not passed</i>)	0.63% dilution
			<i>If Resolution 5 is passed:</i>	24,000,000 Shares	<i>If Resolution 5 is passed:</i>	28,000,000 Shares		
				10 Convertible Notes		10 Convertible Notes	16.11% (<i>If Resolution 5 is passed</i>)	

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ¹		New Securityholding if Resolution is passed		New % Security-holding ²	Total dilution if Resolution is passed ³
				TOTAL: 99,000,000 Securities ⁵	5 is passed:	TOTAL: 103,000,000 Securities ⁵		
				TOTAL: 99,000,000 Securities ⁵	5 is passed:	TOTAL: 103,000,000 Securities ⁵	5 is passed)	
8	Neil Joseph	5,791,000 Shares	27,434,307 Shares		33,225,307 Shares		5.18%	0.90% dilution
9	Iain Dunstan	5,555,104 Plan Options	If Resolution 2 is not passed:	787,491 Shares	If Resolution 2 is not passed:	787,491 Shares	3.06% (if Resolution 2 is not passed)	0.87% dilution
				13,256,195 Options		18,811,299 Options		
				TOTAL: 14,043,686 Securities		TOTAL: 19,598,790 Securities⁶		
			If Resolution 2 is passed:	5,787,491 Shares	If Resolution 2 is passed:	5,787,491 Shares	3.84% (If Resolution 2 is passed)	
13,256,195 Options	18,811,299 Options							
TOTAL: 19,043,686 Securities	TOTAL: 24,598,790 Securities							
10	Christopher Joseph	1,388,776 Plan Options	9,669,763 Shares		9,669,763 Shares		2.01%	0.22% dilution
			1,775,095 Plan Options		3,163,871 Plan Options			
			TOTAL: 11,444,858 Securities		TOTAL: 12,833,634 Securities			
11	Bryan Zekulich	1,500,000 Plan Options	If Resolution 3 is not passed:	0 Securities	If Resolution 3 is not passed:	1,500,000 Plan Options	0.24% (If Resolution 3 is not passed)	0.24% dilution
			If Resolution 3 is Passed:	5,000,000 Shares	If Resolution 3 is Passed:	5,000,000 Shares		
						1,500,000 Plan Options	1.02% (If Resolution 3 is Passed)	

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ¹		New Securityholding if Resolution is passed		New % Security-holding ²	Total dilution if Resolution is passed ³
					3 is Passed:	TOTAL: 6,500,000 Securities	3 is passed)	
12	Michael Hill	1,500,000 Plan Options	If Resolution 4 is not passed:	0 Securities	If Resolution 4 is not passed:	1,500,000 Plan Options	0.24% (If Resolution 4 is not passed)	0.24% dilution
			If Resolution 4 is Passed:	2,500,000 Shares	If Resolution 4 is Passed:	2,500,000 Shares	0.63% (If Resolution 4 is passed)	
						1,500,000 Plan Options	TOTAL: 4,000,000 Securities	
13	Christopher Lawrance	9,000,000 Shares	19,172,424 Shares		28,172,424 Shares		4.37%	1.40% dilution
Total dilution of Shareholders if all Resolutions are passed								20.8% dilution

¹ Including all Securities held by that recipient's Associates as at the date of this Notice.

² This is the total Securityholding of the recipient of Securities on a fully diluted basis if the Resolution is passed

³ This is calculated on a fully diluted basis, assuming all Options and convertible securities will be exercised or converted to Shares. This is also the total dilution of Shareholders if that Resolution only is passed.

⁴ Refer to Resolution 5 for further details. Each Convertible Note has a face value of \$150,000 and is convertible into that number of Shares which is equal to the face value divided by \$0.02

⁵ This is calculated on a fully diluted basis, assuming all Convertible Notes will be converted to Shares.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4.00pm (AEST) on Sunday, 9 May 2021.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/mbmgm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4.00pm (AEST) on Sunday 9 May 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/mbmgm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held at the **Novus Capital, Level 11, 95 Pitt St, Sydney, New South Wales 2000 on Tuesday 11 May 2021 at 4:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 2 - 4 and 8 - 12, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this/these Resolutions even though Resolutions 2 - 4 and 8 - 12 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 2 - 4 and 8 - 12) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Res 1 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8 Approval for Proposed Issue of Shares to Mr Neil Joseph in lieu of unpaid Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2 Approval for Issue of Shares to Mr Iain Dunstan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9 Proposed Issue of Plan Options to Mr Iain Dunstan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3 Approval for Issue of Shares to Mr Bryan Zekulich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10 Proposed Issue of Plan Options to Mr Christopher Joseph	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4 Approval for Issue Shares to Mr Michael Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11 Proposed Issue of Plan Options to Mr Bryan Zekulich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5 Approval of Issue of Convertible Notes to Bombora	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12 Proposed Issue of Plan Options to Mr Michael Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6 Approval for Issue of Shares to Novus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13 Approval for Issue of Shares to Christopher Lawrance upon conversion of Debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7 Approval for Proposed Issue of Shares to Bombora	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021