

Notice of Annual General Meeting

The Annual General Meeting of **Cashwerkz Limited** (ABN: 42 010 653 862) will be held as a virtual meeting via <https://web.lumiagm.com/303048631> at:

Time: 11:00 (AEDT)

On Date: Friday, 4 December 2020

(Meeting)

This Notice of Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on +61 7 3020 3020 if you have questions concerning the Meeting.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Cashwerkz Limited ('Company') will be held as an online only meeting at **11:00am (AEDT) on Friday, 4 December 2020 (Meeting)**.

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

Shareholders may attend and vote at the Meeting, via an online electronic platform or by proxy. Shareholders are urged to vote by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11:00am (AEDT) on Wednesday, 2 December 2020.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Agenda

ANNUAL REPORT

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

RESOLUTION 1 - REMUNERATION REPORT

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

"That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ending 2020."

A voting exclusion statement is set out below.

RESOLUTION 2 – CHANGE OF AUDITOR

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

"Provided that the Australian Securities and Investment Commission has provided its consent for the current auditor (Nexia Brisbane Audit Pty Ltd) to resign as auditor of the Company as at the date of the meeting, to appoint BDO Audit Pty Ltd having consented in writing and been duly nominated in accordance with Section 328B (1) of the Corporations Act 2001, as Auditor of the Company"

RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

A voting exclusion statement is set out below.

RESOLUTION 4 – APPROVAL OF LONG TERM INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2, Exception 13 and for all other purposes, Shareholders approve the Long Term Incentive Plan (“LTIP”) and the grant of Awards on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 5 - RE-ELECTION OF DIRECTOR – MICHAEL HACKETT

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

“That Michael Hackett, who retires by rotation in accordance with clause 8.1 of the Company’s Constitution and for all other purposes, and offers himself for re-election, be re-elected as a Director.”

RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE - JON LECHTE

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 16,860,000 Performance Rights to Jon Lechte on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS - JOHN NANTES

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

“That, subject to Resolution 4 being approved and for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 6,080,000 Performance Rights to John Nantes, a Director of the Company, or his nominee, subject to achievement of specific hurdles set by the Board, on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS - CRAIG SWANGER

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

“That, subject to Resolution 4 being approved and for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 4,510,000 Performance Rights to Craig Swanger, a Director of the Company, or his nominee, subject to achievement of specific hurdles set by the Board, on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 – Remuneration Report (Non-Binding)	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(d) the voter is the Chair of the Meeting and the appointment of the chair as proxy:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.
Resolution 4 – Approval of Long Term Incentive Plan	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none">(e) a Director;(f) a Key Management Personnel;(g) an associate of Director;(h) an associate of a Director or a Key Management Personnel; or(i) any other person eligible to participate in the 2020 Employee Incentive Plan. <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(j) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

	<p>(k) the voter is the Chair of the Meeting and the appointment of the chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p>(ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</p>
Resolution 7 – Issue of Performance Rights - John Nantes	<p>In accordance with Listing Rule 10.15, the Company will disregard any votes cast in favour of the proposed resolution by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, including Mr John Nantes and the other executive directors. However, the Company need not disregard a vote if it is cast by:</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <p>(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; or</p> <p>(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</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
Resolution 8 – Issue of Performance Rights - Craig Swanger	<p>In accordance with Listing Rule 10.15, the Company will disregard any votes cast in favour of the proposed resolution by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, including Mr Craig Swanger and the other executive directors. However, the Company need not disregard a vote if it is cast by:</p> <p>However, this does not apply to a vote cast in favour of a resolution by:</p>

	<p>(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; or</p> <p>(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</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p>(iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</p> <p>(iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>
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However, a person is not prevented from casting a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a kind referred to above.

Listing Rule 14.11

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution 1 – Remuneration Report	Directors and Key Management Personnel and Persons described below.
Resolution 3 – Approval of 10% Placement Facility	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).
Resolution 6 – Ratification of Prior Issue – Jon Lechte	Jon Lechte or any associate of Jon Lechte.
Resolution 7- Issue of Performance Rights – John Nantes	John Nantes or any associate of John Nantes.
Resolution 8 – Issue of Performance Rights – Craig Swanger	Craig Swanger or any associate of Craig Swanger.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors
Cashwerkz Limited

Jerome Jones
Company Secretary
30 October 2020

Cashwerkz Limited
ABN 42 010 653 862
Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Unless otherwise indicated, in this Explanatory Memorandum references to Shares means existing ordinary shares in the Company at the date of this.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of the Explanatory Memorandum.

Please contact the Company Secretary on +61 7 3020 3020 if you wish to discuss any matter concerning the Meeting.

2 FORWARD LOOKING STATEMENTS

This Explanatory Memorandum contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and

unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Explanatory Memorandum.

3 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

3.1 Virtual Meeting

Shareholders who wish to participate in the AGM online may do so:

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com>; or
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 303-048-631
- your username is the Voter Access Code printed on your proxy form or your notification of meeting e-mail; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter their country of their registered holding address.

If you choose to participate in the meeting this way, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Shareholders and proxy holders participating in the Meeting using the online platform will be able to cast votes between the commencement of the AGM and the closure of voting as announced by the Chairman during the AGM.

3.2 Proxies

All Shareholders are invited and encouraged to attend the Meeting virtually. Attendance in person will not be available because of the strict public gathering restrictions in place due to Covid-19. Shareholders who cannot attend the Meeting (via the online platform) are encouraged to lodge a proxy or appoint a representative (or **proxy**) to attend on their behalf by completing, signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11:00am (AEDT) on Wednesday, 2 December 2020. Any Proxy Form received after that time may not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Post:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By Personal Delivery :

Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

By Facsimile:

+61 9290 9655

3.3 Corporate representatives

Any Shareholder that is a body corporate may appoint a person to act as its corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An Appointment of Corporate Representative Form is available from the Company's Registry on the Boardroom Pty Limited website at www.boardroomlimited.com.au.

4 ANNUAL REPORT

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2020 which is available on the ASX platform at www.asx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

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

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and

- (b) the conduct of the audit of the annual financial report to be considered at the Meeting, may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

5 RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 2020.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors must go up for re-election.

6 RESOLUTION 2 – CHANGE OF AUDITOR

6.1 Background

The Company's current Auditor, Nexia Audit Brisbane Pty Ltd, proposes to resign as the Company's Auditor with effect at the Meeting and subject to the consent of ASIC as required pursuant to Section 329(5) of the Corporations Act which requires a member of the Company to nominate the auditor, BDO Audit Pty Ltd. A copy of the nominations of the board is included in this notice of meeting as required by the Corporations Act. BDO Audit Pty Ltd have given consent to act as the Company's Auditor, as at date of this Notice, has not withdrawn its consent.

15 October 2020

The Company Secretary
Cashwerkz Limited
GPO Box 6
BRISBANE QLD 4001

To the Board of Directors,

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Matthew Loughnan, being a member of Cashwerkz Limited hereby nominate BDO Audit Pty Ltd as auditor of the company at the Annual General Meeting to be held in late November 2020.

Your sincerely,


Matthew Loughnan

6.2 Director's recommendation:

The Board unanimously recommend shareholders vote in favour of Resolution 2.

7 RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 General

The Group seeks Shareholder approval to issue Equity Securities up to 10% of its issued capital through placements over a 12-month period following Shareholder approval (**10% Placement Facility**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.3(a) below).

7.2 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. This will allow the Group to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

7.3 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued securities capital through placements over a 12-month period following shareholder's approval by way of a special resolution. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1.A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Group is an eligible entity.

- (a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$\text{Number of Equity Securities} = (A \times D) - E$

- “A” the number of securities on issue at the commencement of the 12 months before the date of issue or agreement:
- (A) plus the number of fully paid securities issued in the 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (B) plus the number of fully paid securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (i) the conversion securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
 - (C) plus the number of fully paid securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4
 - (D) plus the number of partly paid securities that become fully paid in the 12 months;
 - (E) plus the number of fully paid securities issued in the 12 months with approval of holders of securities under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid securities under the entity’s 15% placement capacity without shareholder approval;
 - (F) less the number of fully paid securities cancelled in the 12 months.
- “D” is 10%
- “E” is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

As the date of this Notice of Meeting, the Company has on issue 198,497,103 Shares. As a result, the Company has a capacity to issue:

- (i) 29,774,565 Equity Securities under Listing Rule 7.1; and
- (ii) 19,849,710 Equity Securities under Listing Rule 7.1A.

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

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

7.4 Specific information by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (a) The 10% Placement Facility commences on the date of the annual general meeting at which Shareholder approval is obtained and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the annual general meeting at which Shareholder approval is obtained;
 - (ii) the date and time of the Company's next annual general meeting;
 - (iii) the time and date of the approval by Shareholders of ordinary securities of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued for cash consideration only at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:

- (i) the market price for the Company's Equity Securities may be significantly lower of the date of the issue of the Equity Securities than when Shareholders approval the 10% Placement Facility; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued security capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Securities.
- (vi) The issue price is \$0.145.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.073 50% decrease in Issue Price	\$0.145 Issue Price	\$0.290 100% increase in Issue Price
Current Variable A 198,497,103	10% Voting Dilution	19,849,710 Securities	19,849,710 Securities	19,849,710 Securities
	Funds Raised	\$1,439,104	\$2,878,208	\$5,756,416
50% increase in current Variable A 297,745,655	10% Voting Dilution	29,744,565 Securities	29,744,565 Securities	29,744,565 Securities
	Funds Raised	\$2,158,656	\$4,317,312	\$8,634,624
100% increase in current Variable A 396,994,206	10% Voting Dilution	39,699,421 Securities	39,699,421 Securities	39,699,421 Securities
	Funds Raised	\$2,878,208	\$5,756,416	\$11,512,832

- (d) The Equity Securities may be issued for the following purposes:
- (i) cash consideration to grow the business and/or additional general working capital to fund growth opportunities; or

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

- (e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:

- (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue, which may minimise dilution to Shareholders.
- (ii) In the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
- (iii) The effect of the issue of the Equity Securities on the control of the Company.
- (iv) The financial situation and solvency of the Company.
- (v) Advice from corporate, financial and broking advisers (if applicable).

The subscribers may include vendors (in the case of any issue for non-cash consideration), existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) The Company obtained Shareholder approval under Listing Rule 7.1A at its previous Annual General Meeting. The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 38,461,538 representing 19.38% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Information required by Listing Rule 7.3A.6 is set out in Schedule 2 to this Explanatory Memorandum.

- (g) At the date of the Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing shareholder to participate in the issue of the Equity Securities, and no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

8 RESOLUTION 4 – APPROVAL OF LONG TERM INCENTIVE PLAN

8.1 Background

Resolution 4 seeks Shareholder approval to adopt the Long Term Incentive Plan (**LTIP**) to enable the Company to issue Performance Rights and / or Options to Eligible Employees (**LTI Shares**).

The Company considers that the participation in the LTIP, that is structured around equity-based compensation, is necessary and appropriate to attract and retain high

calibre professionals to the Company while prudently managing the Company's cash reserves.

Under Listing Rule 7.2, Exception 13, for issues under an employee incentive scheme to not count towards the 15% capacity to issue share capital in a 12-month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:

- every three years; or
- if there is a material change to the terms of an approved employee incentive scheme.

The Company's current LTIP was approved by Shareholders at its 2016 Annual General Meeting on 30 November 2016 and further amended due to a material change to the terms at the 2018 General Meeting on 9 February 2018 and Shareholder approval needs to be refreshed.

If this Resolution 4 is not passed, and if the Board decides to issue any Performance Rights under the LTIP (notwithstanding the non-approval), any Performance Rights issued will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

8.2 Specific information by Listing Rule 7.2

For the purposes of Listing Rule 7.2, Exception 13 the following information is provided:

- (a) A summary of the material terms of the LTIP is set out in Schedule 3 and form part of the Notice. A full copy of the LTIP is available at the Company's registered office during normal business hours.
- (b) Since the LTIP was last approved by Shareholders at the 2018 Annual General Meeting:
 - (i) 21,075,000 Performance Rights have been issued under the LTIP;
 - (ii) 16,458,192 Performance Options have lapsed and expired.
- (c) The maximum number of Awards proposed to be issued under the LTIP following Shareholder approval will be five percent (5%) of the Company's total issued share capital from time to time.
- (d) A voting exclusion statement is included in the Notice.

8.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4. If an offer is made to a Director to participate in the LTIP, then separate Shareholder approval will need to be obtained prior to Awards being issued to a Director.

9 RESOLUTION 5 - RE-ELECTION OF DIRECTOR – MICHAEL HACKETT

9.1 Introduction

The Company's Constitution requires that one-third of the Directors retire by rotation at each annual general meeting and that Directors appointed by the Board hold office until the next annual general meeting.

In accordance with the Constitution, Michael Hackett, a director, retires from office at this Meeting and offers himself for re-election.

Details of Michael Hackett's qualifications and experience are set out in the Company's 2020 Annual Report.

10 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE - JON LECHTE

10.1 Introduction

On 1 April 2020, the Company issued 16,860,000 Performance Rights to Mr Jon Lechte, the Company's Chief Executive Officer in consideration for services provided. As part of this remuneration package, Mr Lechte elected to receive a portion in Performance Rights instead of cash payment. Details of his remuneration package was announced to the ASX on 24 April 2020.

The Company is seeking ratification by the Shareholders under this Resolution 6 pursuant to ASX Listing Rule 7.4, in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval. If the Resolution 6 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of the Meeting. If this Resolution is not approved, the Company's placement capacity will not be refreshed, and any further issues of securities in excess of the Company's remaining issuing capacity under Listing Rule 7.1 will require Shareholder approval.

Entitlement Type	Number	Vesting Date	Hurdle
Performance Rights	3,210,000	1 April 2020	The price of the Company's Shares on ASX at the vesting date is at least \$0.20
	4,820,000	1 April 2021	The price of the Company's Shares on ASX at the vesting date is at least \$0.30
	8,830,000	1 April 2022	The price of the Company's Shares on ASX at the vesting date is at least \$0.45

10.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 the following information is provided:

- (a) The Performance Rights were issued to Jon Lechte.
- (b) The maximum number of securities issued to Jon Lechte was 16,860,000 Performance Rights. Each Performance Right entitles the holder, upon the satisfaction of the relevant hurdle, as set out in section 10.1 above, to be issued one Share.

- (c) The material terms of the Performance Right issue for Mr Lechte are as follows:
- 3,210,000 Performance Rights with the performance hurdle of \$0.20 share price at vesting date of 1 April 2020
 - 4,820,000 Performance Rights with the performance hurdle of \$0.30 share price with vesting date of 1 April 2021.
 - 8,830,000 Performance Rights with the performance hurdle of \$0.45 share price at vesting date of 1 April 2022.
 - All Performance Rights are subject to voluntary escrow agreement which requires that no shares be sold until 12 months after cessation of employment from the Company (or otherwise agreed by the Board of Directors).
- (d) The Performance Rights were issued for nil consideration and subject to satisfaction of the relevant hurdle. No cash consideration is payable upon the conversion of the Performance Rights and subsequent issue of Shares (if any).
- (e) No loans are applicable to the issued Performance Rights.
- (f) No funds were raised from this issue as the Performance Rights were issued for nil cash consideration in lieu of a performance-based cash bonus payment.
- (g) A voting exclusion statement is included in this Notice.

10.3 Directors' Recommendation

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

11 RESOLUTION 7 – 8 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

11.1 Background

The Company is of the belief that its remuneration policies should align the interest of Shareholders with that of Directors to promote the long-term growth and prosperity of the business.

As both Directors, John Nantes and Craig Swanger have recently taken executive roles within the Company – John Nantes as Executive Chairman on 12 September 2019 and Craig Swanger as an Executive Director – the Board considers that the issue of Performance Rights under the LTIP would be a cost effective and efficient reward to incentivise Mr Nante's and Mr Swanger's continued performance.

If Shareholder approval of Resolution 7 and 8 is not granted to issue Performance Rights to John Nantes and Craig Swanger, the Board will consider providing additional cash consideration to the relevant parties to an equivalent value of the Performance Rights.

11.2 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act requires a public company to obtain approval of the public company's members in the manner set out in section 217 to 227 of the Corporations Act if that public company intends to give a financial benefit to a related party of the public company unless the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act.

Each Director is a related party to the Company.

A financial benefit is defined in section 229 of the Corporations Act in broad terms and includes the issue of Shares.

Section 211 of the Corporation Act provides that member approval is not needed to give a financial benefit to a related party, as an officer or employee, if such remuneration is reasonable in the circumstances of the company and that officer's particular circumstances (i.e. having regard to the responsibilities of or involved in such office).

The Company is of the view that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 and 6 because the issue of shares is reasonable remuneration for services rendered by Directors, John Nantes and Craig Swanger.

11.3 Listing Rule 10.14

ASX Listing Rule 10.14 requires the prior approval of the shareholders of a listed entity for an issue of equity securities to a director of the entity or an associate of a director or a person whose relationship with the entity or a director is, in ASX's opinion, such that approval should be obtained.

Accordingly, Shareholder approval of Resolution 7 and 8 is required pursuant to ASX Listing Rule 10.14. If the approval is given under Resolution 7 and 8, approval is not required under Listing Rule 7.1 for the issue (as per exception 14 of Listing Rule 7.2) and will not be included in the calculation of the 15% Placement Capacity.

12 RESOLUTION 7 - ISSUE OF PERFORMANCE RIGHTS – JOHN NANTES

12.1 Introduction

Director John Nantes is being issued 6,080,000 Performance Rights under the LTIP subject to Shareholder approval.

Entitlement Type	Number	Vesting Date	Hurdle
Performance Rights	1,160,000	1 April 2020	The price of the Company's Shares on ASX at the vesting date is at least \$0.25
	1,740,000	1 April 2021	The price of the Company's Shares on ASX at the vesting date is at least \$0.35
	3,180,000	1 April 2022	The price of the Company's Shares on ASX at the vesting date is at least \$0.45

At the EGM held on 9 February 2018, Shareholders approved to issue up to 4,000,000 Performance Options under the TAU Incentive Plan to John Nantes.

12.2 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided about this issue:

- (a) The Performance Rights are being issued to John Nantes. Under the terms of the LTIP, John Nantes, being an executive director of the Company is entitled to participate.
- (b) The Board believes that the offer of Performance Rights under the LTIP is an important part of Mr Nantes' remuneration and has concluded that the remuneration for Mr Nantes' (including the proposed grant of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and aligning Mr Nantes' duties and responsibilities as Executive Chairman to shareholder interests.
- (c) The maximum number of securities to be issued to John Nantes is 6,080,000 Performance Rights. Each Performance Right entitles the holder, upon satisfaction of the relevant hurdles, as set out in 12.1 above, to be issued one Share. This would represent less than 3.06% of shares on issue (based on 198,497,103 shares on issue on 16 October 2020, on an undiluted basis).
- (d) The material terms of the Performance Right issue for Mr Nantes are as follows:
 - 1,160,000 Performance Rights with the performance hurdle of \$0.25 share price at vesting date of 1 April 2020
 - 1,740,000 Performance Rights with the performance hurdle of \$0.35 share price with vesting date of 1 April 2021.
 - 3,180,000 Performance Rights with the performance hurdle of \$0.45 share price at vesting date of 1 April 2022.

These Performance Rights to be issued to Mr Nantes under the LTIP scheme are structured around equity based compensation necessary and appropriate to attract and retain the highest calibre of professionals to the Company while prudently managing the Company's cash reserves.

- (e) Each Performance Right are issued free of charge and upon vesting will convert into one fully paid ordinary share. The price of the Company's shares is determined by the market (\$0.17 at close of business on 23 October 2020). The Performance rights will lapse on vesting date if performance hurdles are not achieved.
- (f) The Performance Rights will be issued for nil consideration and subject to satisfaction of the relevant hurdle. No cash consideration will be payable upon the conversion of the Performance Rights and subsequent issue of Shares (if any).
- (g) John Nantes' current total remuneration package as at 30 June 2020 is:
 - \$198,000 Directors Remuneration

- 4,000,000 Performance Options
- (h) No loans are applicable to the issue of the Performance Rights.
- (i) It is intended that the 6,080,000 Performance Rights will be issued to John Nantes no later than 3 years after the date of this Meeting
- (j) Details of any securities issued under the Company's LTIP and a statement that approval for the issue of securities was obtained under Listing Rule 10.14 will be published in each Annual Report of the Company relating to the period in which securities have been issued. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who are not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (k) A voting exclusion statement is included in this Notice.

A summary of the material terms of the LTIP is set out in Schedule 3 and form part of the Notice.

12.3 Director's Recommendation

The Board (excluding John Nantes) unanimously recommend that Shareholders vote in favour of Resolution 7.

13 RESOLUTION 8 - ISSUE OF PERFORMANCE RIGHTS – CRAIG SWANGER

13.1 Introduction

Director Craig Swanger is being issued 4,510,000 Performance Rights under the LTIP subject to Shareholder approval.

Entitlement Type	Number	Vesting Date	Hurdle
Performance Rights	770,000	1 April 2020	The price of the Company's Shares on ASX at the vesting date is at least \$0.25
	1,560,000	1 April 2021	The price of the Company's Shares on ASX at the vesting date is at least \$0.35
	2,180,000	1 April 2022	The price of the Company's Shares on ASX at the vesting date is at least \$0.45

Craig Swanger has not been previously issued Performance Rights.

13.2 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) The Performance Rights are being issued to Craig Swanger. Under the terms of the LTIP, Craig Swanger, being an executive director of the Company is entitled to participate.
- (b) The Board believes that the offer of Performance Rights under the LTIP is an important part of Mr Swanger's remuneration and has concluded that the remuneration for Mr Swanger's (including the proposed grant of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and aligning Mr Swanger's duties and responsibilities to shareholder interest.
- (c) The maximum number of securities to be issued to Craig Swanger is 4,510,000 Performance Rights. Each Performance Right entitles the holder, upon satisfaction of the relevant hurdles, as set out in 13.1 above, to be issued one Share. This would represent less than 2.27% of shares on issue (based on 198,497,103 shares on issue on 16 October 2020, on an undiluted basis);
- (d) The material terms of the Performance Right issue for Mr Swanger are as follows:
 - 770,000 Performance Rights with the performance hurdle of \$0.25 share price at vesting date of 1 April 2020
 - 1,560,000 Performance Rights with the performance hurdle of \$0.35 share price with vesting date of 1 April 2021.
 - 2,180,000 Performance Rights with the performance hurdle of \$0.45 share price at vesting date of 1 April 2022.

These Performance Rights to be issued to Mr Swanger under the LTIP scheme are structured around equity based compensation necessary and appropriate to attract and retain the highest calibre of professionals to the Company while prudently managing the Company's cash reserves.

- (e) Each Performance Right are issued free of charge and upon vesting will convert into one fully paid ordinary share. The price of the Company's shares is determined by the market (\$0.17 at close of business on 23 October 2020).
- (f) The Performance rights will lapse on vesting date if performance hurdles are not achieved.
- (g) The Performance Rights will be issued for nil consideration and subject to satisfaction of the relevant hurdle. No cash consideration will be payable upon the conversion of the Performance Rights and subsequent issue of Shares (if any).
- (h) Craig Swanger's current total current total remuneration package as at 30 June 2020 is:
 - \$45,000 Remuneration
- (i) No loans are applicable to the issue of the Performance Rights.
- (j) It is intended that the 4,510,000 Performance Rights will be issued to Craig Swanger no later than 3 years after the date of this Meeting.

- (k) Details of any securities issued under the Company's LTIP and a statement that approval for the issue of securities was obtained under Listing Rule 10.14 will be published in each Annual Report of the Company relating to the period in which securities have been issued. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who are not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (l) A voting exclusion statement is included in this Notice.

A summary of the material terms of the LTIP is set out in Schedule 3 and form part of the Notice.

13.3 Director's Recommendation

The Board (excluding Craig Swanger) unanimously recommend that Shareholders vote in favour of Resolution 8.

14 SCHEDULE 1 – DEFINITIONS

In this Notice and Explanatory Memorandum:

AEDT	means Australian Eastern Daylight Time.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Award	has the meaning in clause 7.1.
Board	means the board of Directors.
Company	means Cashwerkz Limited (ABN: 42 010 653 862).
Corporations Act	means the Corporations Act 2001 (Cth) as amended.
Director	means a director of the Company.
Eligible Employee	has the meaning set out in the Cashwerkz Long Term Incentive Plan.
Equity Securities	has the same meaning set out in Listing Rule 7.1.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rules	means the listing rules of the ASX.
Long Term Incentive Plan	means the Cashwerkz Long Term Incentive Plan.
Meeting	means the meeting of Shareholders convened by this Notice.
Notice or Notice of Shareholder Meeting	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.

Securities Registry	mean Boardroom Limited ABN 14 003 209 836.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
VWAP	means volume weighted average price.

15 SCHEDULE 2 – INFORMATION REQUIRED BY LISTING RULE 7.3A.6

	Issue 1
Date of issue:	13.05.2020
Number issued:	25,110,577
Class/Type of equity security:	Ordinary Fully Paid Shares
Summary of terms:	Placement of Ordinary Fully Paid Shares to Institutional and Sophisticated Investors as per the announcement dated 6 May 2020
Names of persons who received securities or basis on which those persons was determined:	Institutional and sophisticated investors as part of Tranche 1 May Placement
Price:	\$0.13
Discount to market price (if any):	-11.1% of 10 WVAP
Total cash consideration received:	\$3,264,375 (before costs Tranche 1 May Placement)
Amount of cash consideration spent:	
Use of cash consideration:	To diversify the product offering to include domestic and international bonds and deposits, talent acquisition, marketing and to further develop the Cashwerkz Platform to support projected growth
Intended use for remaining amount of cash (if any):	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

	Issue 2
Date of issue:	30.06.2020
Number issued:	13,350,961
Class/Type of equity security:	Ordinary Fully Paid Shares
Summary of terms:	Placement of Ordinary Fully Paid Shares to Institutional and Sophisticated Investors as per the announcement dated 6 May 2020
Names of persons who received securities or basis on which those persons was determined:	The Company Directors (John Nantes, Craig Swanger, Brook Adcock, Michael Hackett and Nathan Leman) as part of Tranche 2 May Placement
Price:	\$0.13
Discount to market price (if any):	-11.1% of 10 WVAP
Total cash consideration received:	\$1,735,624 (before costs Tranche 2 May Placement)
Amount of cash consideration spent:	
Use of cash consideration:	To diversify the product offering to include domestic and international bonds and deposits, talent acquisition, marketing and to further develop the Cashwerkz Platform to support projected growth
Intended use for remaining amount of cash (if any):	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

16 SCHEDULE 3 – SUMMARY OF LONG TERM INCENTIVE PLAN

Set out below is a summary of the key terms of the Long Term Incentive Plan (**LTIP**), for which Shareholder approval is sought under Resolution 4.

Terms not defined in the Notice have the meaning given in the LTIP.

16.1 Purpose

The LTIP allows the Board to grant Performance Rights and / or Options (**Awards**) to Eligible Employees.

16.2 Eligible Participants

The LTIP is open to employees of the Group and (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of an Award.

16.3 Offers

The Board will advise Eligible Employees in an Invitation:

- (a) the number of Awards being offered or the method by which the number will be calculated;
- (b) whether the Awards are in the form of Options or Performance Rights or a combination of both;
- (c) the period or periods during which Awards may vest;
- (d) any applicable Vesting Conditions;
- (e) whether the Award is a Vesting Award or an Exercisable Award, and in the case of an Exercisable Award, any applicable Exercise Conditions;
- (f) the Exercise Price for an Exercisable Award (if any) or the method by which that Exercise Price will be calculated, and whether Cashless Exercise is permitted;
- (g) the period or periods in which an Exercisable Award may be exercised;
- (h) the dates or circumstances in which Awards may lapse;
- (i) the amount (if any) that will be payable by the Participant upon the grant of an Award;
- (j) whether the vesting or exercise of an Award will only be satisfied by an Allocation of Shares to the Participant;
- (k) the circumstances (if any) in which Shares Allocated to the Participant may be forfeited;
- (l) any restrictions (including the period of restriction) on Dealing in a Share Allocated to the Participant upon vesting or exercise of an Award; and
- (m) any other terms or conditions to be attached to either or both the Award and Shares Allocated to the Participant.

16.4 Lapse of Awards

- (a) An unvested Award will lapse upon the earliest to occur of:

- (i) the date or the circumstance specified in the Invitation in which the Award will lapse;
 - (ii) the Award lapsing in accordance with the rules of the LTIP;
 - (iii) failure to meet a Vesting Condition or any other conditions applicable to the Award within the prescribed time; or
 - (iv) where, in the opinion of the Board, a Participant has acted fraudulently or dishonestly.
- (b) A vested Exercisable Award will lapse upon the earliest to occur of:
- (i) failure to meet the Exercise Conditions applicable to the Award within the specified period; or
 - (ii) the expiry of the period or periods specified in the Invitation in which an Exercisable Award may be exercised.

16.5 Cessation of Employment

Where a Participant ceases to be an employee of the Group, that Participant's unvested Awards will lapse and any Awards which have vested will not lapse unless the Board determines otherwise.

The Board (in its absolute discretion) may determine at any time prior to or within sixty (60) days after the Participant ceases to be an employee of the Company, that some or all:

- (a) unvested Awards will vest or lapse from the date of cessation of employment; or
- (b) vested Awards will lapse from the date of cessation of employment.

16.6 Shares issued on exercise of LTI Shares

Any Shares issued under the LTIP will rank equally in all respects with other Shares in the Company except as regards to any rights attaching to such Shares (i.e. dividend or entitlement) where the record date is before the date of issue.

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

To attend the AGM online, please visit:	https://web.lumiagm.com/303048631
Voting Access Code (VAC):	

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Wednesday, 2 December 2020.**

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:

- 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.
- 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 **11:00am (AEDT) on Wednesday, 2 December 2020.** 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:

 **By Fax** + 61 2 9290 9655
 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
 **By Email** proxy@boardroomlimited.com.au
 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

☐**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 **Cashwerkz 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 Annual General Meeting of the Company to be held **virtually at <https://web.lumiagm.com/303048631> on Friday, 4 December 2020 at 11:00am (AEDT)** 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 1 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 4 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 1 & 4.

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*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Michael Hackett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Issue – Jon Lechte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Performance Rights – John Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Performance Rights – Craig Swanger	<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 / / 2020

Online Voting User Guide

Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “**Lumi AGM**”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

Meeting ID: 303-048-631

Australian Residents

Username - Voting Access Code (VAC*) and **Password** (postcode of your registered address) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

Overseas Residents

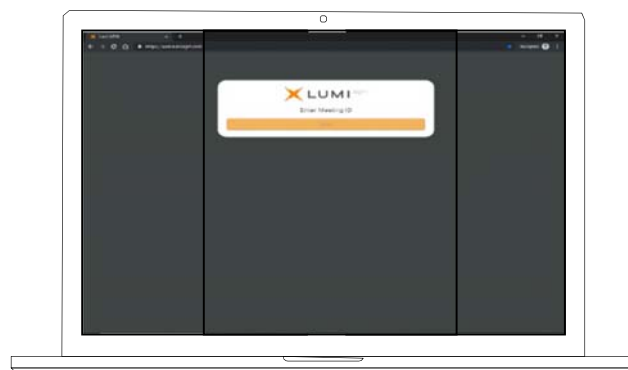
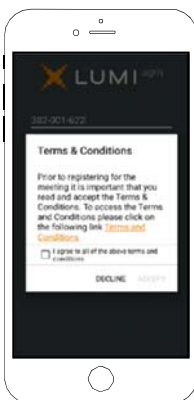
Username - Voting Access Code (VAC*) and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.)

*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email). A full list of country codes can be found at the end of this guide.

Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (AEST) Monday to Friday the day before the meeting.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxyholder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

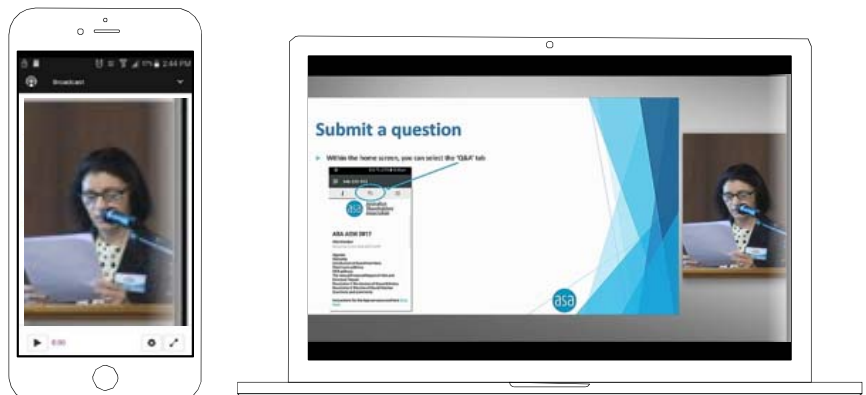
Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

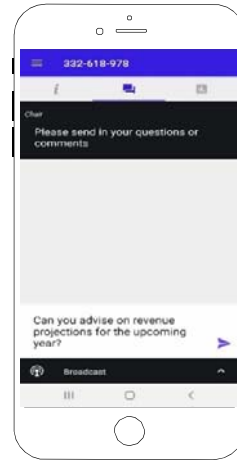


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

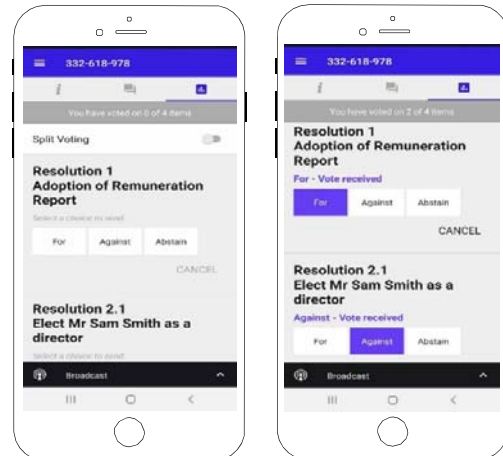
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Btn
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	British Isles
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Lao Pdr
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar Re
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe