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**REFFIND LIMITED**  
**ACN 600 717 539**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10.00am (AEDT)  
**DATE:** 29 November 2019  
**PLACE:** Room26e, 1 Bligh Street  
Sydney, NSW 2000

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

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

***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 at 7.00pm (AEDT) on 27 November 2019.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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.

However, a person (the **voter**) 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:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (i) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – ELECTION OF DIRECTOR – EUGENE LOY

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

*“That, for the purpose of clause 39.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Eugene Loy, a Director who was appointed casually on 19 November 2018, retires, and being eligible, is elected as a Director.”*

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#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – DECLAN JARRETT

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

*“That, for the purpose of clause 39.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Declan Jarrett, a Director who was appointed casually on 19 November 2018, retires, and being eligible, is elected as a Director.”*

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**5. RESOLUTION 4 – ELECTION OF DIRECTOR – RUMI GUZDER**

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

*“That, for the purpose of clause 39.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Rumi Guzder, a Director who was appointed casually on 5 September 2019, retires, and being eligible, is elected as a Director.”*

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**6. RESOLUTION 5 – REMOVAL OF AUDITOR**

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

*“That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Nexia Sydney Partners as the current auditor of the Company effective from the date of the Meeting.”*

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**7. RESOLUTION 6 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE**

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

*“That, subject to the passing of Resolution 5, pursuant to section 327 of the Corporations Act and for all other purposes, approval is given for the appointment of BDO Sydney as auditor of the Company effective from the date of the Meeting.”*

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**8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES**

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 7.4 and for all other purposes, Shareholders ratify the issue of 3,991,667 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE – SHARES**

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 7.4 and for all other purposes, Shareholders ratify the issue of 47,675,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those

persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE – SHARES**

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 7.4 and for all other purposes, Shareholders ratify the issue of 73,333,333 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**11. RESOLUTION 10 – PLACEMENT – SHARES**

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, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will raise up to \$450,000 on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**12. RESOLUTION 11 – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTING LOAN TO UNRELATED PARTIES**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares which, when multiplied by the Conversion Price, equals \$424,000 pursuant to the Converting Loan on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**13. RESOLUTION 12 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION**

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 21 for a period of 3 years from the date of approval of this Resolution.”*

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**14. RESOLUTION 13 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

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**Dated: 23 October 2019**

**By order of the Board**

**Rumi Guzder  
Non-Executive Chairman**

## **Voting by proxy**

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To vote by proxy, please complete [and sign the enclosed 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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware 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.

## **Voting in person**

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Boardroom Pty Limited will need to verify your identity. You can register from 9.00am (EST) on the day of the meeting.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 6489 1600.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.reffind.com](http://www.reffind.com).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – 4 – ELECTION OF DIRECTOR – EUGENE LOY**

### **3.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Having been appointed by other Directors in accordance with the Constitution, the Directors (set out below) will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders. The Directors seeking election are:

- Eugene Loy appointed by other Directors on 19 November 2018;
- Declan Jarrett appointed by other Directors on 19 November 2018; and
- Rumi Guzder appointed by other Directors on 5 September 2019.

### **3.2 Qualifications and other material directorships**

(a) Eugene Loy – Non-Executive Director

Eugene Loy has over 16 years' experience in commercial banking, capital markets and corporate advisory. Mr Loy is a member of the Australian Institute of Company Directors and has a bachelor of business degree with a major in finance.

Mr Loy currently serves as an executive director and chief operations officer of Singapore based Raiiden Pte Ltd and as an executive director of MGT Minerals Pty Ltd. Eugene previously served as a non-executive director of ASX listed Ziptel Limited (ASX: ZIP) and LWP Technologies Limited (ASX: LWP).

(b) Declan Jarrett – *Non-Executive Director*

Declan Jarrett has over 25 years in taxation and commercial law working in large practices and large public companies until his admission as a barrister. Mr Jarrett was admitted as a barrister to the Supreme Court of New South Wales in 2014 and practices

predominantly in commercial and taxation law. He's also been a director and secretary of private companies and a cooperative.

Mr Jarrett has a bachelor's degrees in economics and law, a master's degrees in law and has completed his Certified Practising Accountant qualifications.

(c) Rumi Guzder – *Non-Executive Chairman*

Rumi Guzder is a mathematician and electrical engineer who specialises in control systems theory, distributed computing and information technology infrastructure. Mr Guzder started his career in academia pursuing master's level study in control systems theory. During Mr Guzder's time in academia, he worked in several research programmes associated with Hydro Quebec and aeronautics companies.

Mr Guzder's was head hunted from academia to work on numerous cutting edge technological projects in his home of Canada and also in North America. Mr Guzder's experience is wide ranging, it includes:

- (i) leading the information technology functions for an airfreight company which was eventually sold to Dachser GMBH. During Mr Guzder's time there he was instrumental in modernising and deploying information technology infrastructure and electronic data interchange systems for freight forwarding. The information technology transformations which Mr Guzder implemented proved to be significant motivation for Dachser GMBH acquiring the airfreight company; and
- (ii) founding one of the world's first full-screen, self-service mobile advertising platforms. Mr Guzder built the backend data-systems and infrastructure deployment. The company grew to more than 2 million impressions per day with annual revenues of more than CAD\$5 million.

As an expert in his field, Mr Guzder's other consulting projects have been wide ranged including experience in payment processing and supply chain management. As part of his consultancy, Rumi has been involved in successful reverse takeovers on the Canadian Stock Exchange

### **3.3 Independence**

(a) Eugene Loy – *Non-Executive Director*

Eugene Loy has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board does not consider Eugene Loy will be an independent director.

(b) Declan Jarrett – *Non-Executive Director*

Declan Jarrett has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board considers Mr Jarrett will be an independent director.

(c) Rumi Guzder – *Non-Executive Chairman*

Rumi Guzder has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected the Board considers Rumi Guzder will be an independent director.

### **3.4 Board recommendation**

The Board supports the election of Eugene Loy, Declan Jarrett and Rumi Guzder and recommends that Shareholders vote in favour of Resolutions 2, 3 and 4.

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## **4. RESOLUTION 5 – REMOVAL OF AUDITOR**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 5 is an ordinary resolution seeking the removal of Nexia Sydney Partnership as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to Nexia Sydney Partnership and ASIC.

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## **5. RESOLUTION 6 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE**

Under section 327D of the Corporations Act, a company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 6 is a special resolution seeking the appointment of BDO Sydney as the new auditor of the Company. As required by the Corporations Act, a nomination for BDO Sydney to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of BDO Sydney as auditors is set out at Annexure A.

BDO Sydney has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this Resolution.

If Resolutions 5 and 6 are passed, the appointment of BDO Sydney as the Company's auditor will take effect at the close of this Meeting and provide the Company with a cost saving of approximately \$20,000 in audit services. Resolution 6 is subject to the passing of Resolution 5.

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## **6. RESOLUTIONS 7 AND 8 – RATIFICATION OF PRIOR ISSUE – SHARES**

### **6.1 General**

On 8 August 2019, the Company announced that it had issued 51,666,667 Shares at an issue price of \$0.003 per Share to raise \$155,000.

47,675,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 19 November 2018 and 3,991,667 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolutions 7 and 8 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

### **6.2 Resolution 7 – ASX Listing Rule 7.1**

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

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **6.3 Resolution 8 – ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A;
- and

- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 7, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company's use of the 10% annual placement capacity following this Meeting remains conditional on Resolution 13 being passed by the requisite majority.

#### **6.4 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 51,666,667 Shares were issued on the following basis:
- (i) 3,991,667 Shares issued pursuant to ASX Listing Rule 7.1; and
  - (ii) 47,675,000 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.003 per Share under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from these issues were used for the following activities of the Company:
- (i) for development activities relating to the WooBoard platform expenses, maintaining cloud servers and applications and technology management consultants;
  - (ii) business development activities relating to investment and marketing activities in relation to WooBoard and the Company's investment in Loyal; and
  - (iii) administration and corporate activities which include Director, ASX, share registry and accounting services fees and other administration costs.

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## **7. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE – SHARES**

### **7.1 General**

On 18 July 2018, the Company announced that it had issued 73,333,333 Shares at an issue price of \$0.003 per Share to raise \$220,000 (before costs).

Resolution 9 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 6.2 above.

## 7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Resolution 9:

- (a) 73,333,333 Shares were issued;
- (b) the issue price was \$0.003 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for the same activities of the Company as set out in Section 6.4(e) above.

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## 8. RESOLUTION 10 – PLACEMENT – SHARES

### 8.1 General

Resolution 10 seeks Shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$450,000 (**Placement**).

A summary of ASX Listing Rule 7.1 is set out in section 6.2 above.

The effect of Resolution 10 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 8.2 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 10 based on issue prices of \$0.003, \$0.006 and \$0.012.

Assumed issue price	Maximum number of Shares which may be issued <sup>4</sup>	Current Shares on issue as at the date of this Notice <sup>5</sup>	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 10	Dilution effect on existing Shareholders
\$0.0030 <sup>1</sup>	150,000,000	515,500,000	665,500,000	22.54%
\$0.0060 <sup>2</sup>	75,000,000	515,500,000	590,500,000	12.70%
\$0.0120 <sup>3</sup>	62,500,000	515,500,000	578,000,000	10.81%

**Notes:**

1. Being, a 50% decrease to the closing price of Shares on the ASX on 1 October 2019.

2. Being, the closing price of Shares on the ASX on 1 October 2019.
3. Being, an 100% increase to closing price of Shares on the ASX on 1 October 2019.
4. Rounded to the nearest whole number.
5. There are currently 515,500,000 Shares on issue as at the date of this Notice and this table assumes no Options are exercised or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 10 (based on the assumed issue prices set out in the table).
6. The Company notes that the above workings are an example only and the actual issue price may differ.

### **8.3 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$450,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made;
- (d) the Shares will be issued to unrelated sophisticated and professional investors. None of these subscribers are related parties of the Company. The Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Placement towards the following:
  - (i) for development activities relating to the WooBoard platform expenses, maintaining cloud servers and applications and technology management consultants;
  - (ii) corporate and administration costs (including Director, ASX and advisory fees); and
  - (iii) costs associated with the Company evaluating an increased investment in Loyyal (including, without limitation in respect of due diligence investigations).

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**9. RESOLUTION 11 – APPROVAL FOR ISSUE OF SHARES TO UNRELATED PARTIES ON CONVERSION OF CONVERTING LOAN**

The Company is proposing to enter into a converting loan agreement with a number of unrelated lenders (together, the **Lenders**), under which a total of \$400,000 will be advanced to the Company for general business activities and working capital purposes, being, the purposes set out in Section 8.3(f) above (**Converting Loan**).

The key terms and conditions of the Converting Loan will be as follows:

- (a) **Term:** Unless converted into Shares in accordance with the terms of the Converting Loan, the Converting Loan will be repayable in full on the date that is 9 months from the date of entry into the Converting Loan (the **Repayment Date**).
- (b) **Interest:** Interest accrues on the drawn balance of the Converting Loan at a rate of 6% per annum until the date that the Converting Loan is converted into Shares or repaid in full.
- (c) **Conversion:** Subject to Shareholder approval (being, the purpose of this Resolution), the outstanding amount owing under the Converting Loan (being, the principal and any accrued but unpaid interest) will convert into Shares at the Conversion Price (defined below) on the date that is 5 Business Days after the date that the Lenders give written notice to the Borrower of their intention to convert the Converting Loan into Shares (the **Conversion Date**).
- (d) **Conversion Price:** The Converting Loan will convert into Shares at a conversion price equal to the 80% volume weighted average price for Shares calculated over the 30 days on which sales in Shares are recorded before the date that Converting Loan is advanced to the Company by the Lenders (**Conversion Price**).
- (e) **Pre-payment:** Subject to Shareholder approval, the Company may prepay the whole or part of the Converting Loan by way of issue of Shares at the Conversion Price any day prior to the Repayment Date, by the giving of not less than 7 days prior written notice to the Lenders.
- (f) **Repayment:** Where Shareholder approval is not obtained, the Converting Loan will be repaid in cash by the Company on the Repayment Date.

Resolution 11 seeks Shareholder approval for the issue of Shares upon conversion of the Converting Loan to the Lenders in accordance with the terms of the Converting Loan.

A summary of ASX Listing Rule 7.1 is set out in section 6.2 above.

The effect of Resolution 11 will be to allow the Company to issue Shares upon conversion of the Converting Loan during the period of 3 months after the Meeting (or a longer period, if allowed by ASX) without using the Company's 15% annual placement capacity and 10% Placement (subject to Shareholder approval pursuant to Resolution 13).

## 9.2 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 11 based on an assumed issue price of \$0.0044, \$0.0048 and \$0.0052.

The example range of issue prices included in the table below are calculated on 20% discounts to various prices. With \$0.0048 being a 20% discount to the closing price of Shares on the ASX on 1 October 2019 of \$0.0060, \$0.0044 being a 20% discount to \$0.0055 and \$0.0052 being a 20% discount to \$0.0065.

Assumed issue price	Maximum number of Shares which may be issued <sup>1</sup>	Current Shares on issue as at the date of this Notice	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 11 <sup>2</sup>	Dilution effect on existing Shareholders
\$0.0044	102,272,727	515,500,000	617,772,727	16.55%
\$0.0048	93,750,000	515,500,000	609,250,000	15.39%
\$0.0052	86,538,461	515,500,000	602,038,461	14.37%

### Notes:

1. Rounded to the nearest whole number.
2. There are currently 515,500,000 Shares on issue as at the date of this Notice and this table assumes no Options are exercised or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 11 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ.

## 9.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (i) the maximum number of Shares to be issued to the Lenders is that number of Shares which, when multiplied by the Conversion Price, equals \$424,000;
- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (iii) the Shares will be issued for nil cash consideration at a deemed issue price equal to the Conversion Price in satisfaction of amounts owing to the Lenders under the Converting Loan;
- (iv) the Shares will be issued to the Lenders pursuant to the terms of the Converting Loan. None of the Lenders are related parties of the Company;

- (v) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (vi) no funds will be raised from the issue as the Shares are being issued in consideration for amounts owing to the Lenders pursuant to the terms of the Converting Loan.

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## **10. RESOLUTION 12 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION**

### **10.1 General**

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified.

When the provisions cease to apply the company's constitution is modified by omitting the provisions.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders)

The Company's constitution (including the proportional takeover provisions set out in clause 21) was adopted on 8 July 2015. Accordingly, the proportional takeover provisions included in the Constitution have since expired.

Resolution 12 is a special resolution which will enable the Company to modify its Constitution by renewing clause 21 for a period of 3 years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 21.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

A copy of the Constitution was released to ASX on 8 July 2015 and is available for download from the Company's ASX announcements platform.

### **10.2 Proportional takeover provisions (clause 21 of Constitution)**

#### **(a) General**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

The proportional takeover provisions set out in clause 21 of the Constitution provides that a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause will cease to have effect on the third anniversary of the date of the adoption of the last renewal of the clause.

#### **(b) Information required by section 648G of the Corporations Act**

(i) **Effect of proportional takeover provisions**

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed or the deadline for obtaining such approval has passed.

(ii) **Reasons for proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(iii) **Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(iv) **Advantages and disadvantages of proportional takeover provisions during the period in which they have been in effect**

The Directors consider that the proportional takeover provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the proportional takeover provisions for Shareholders include those set out immediately below, which were applicable during the period in which they have been in effect.

(v) **Potential advantages and disadvantages of proportional takeover provisions**

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (A) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

- (B) assisting in preventing Shareholders from being locked in as a minority;
- (C) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (D) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (A) proportional takeover bids may be discouraged;
- (B) lost opportunity to sell a portion of their Shares at a premium; and
- (C) the likelihood of a proportional takeover bid succeeding may be reduced.

(c) **Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provisions and as a result consider that renewal of the proportional takeover provision set out in clause 21 of the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 12.

## 11. RESOLUTION 13 – APPROVAL OF 10% PLACEMENT CAPACITY

### 11.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital (**10% Placement Capacity**) without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Subject to shareholder approval of this Resolution, the number of Shares that the Company will be able to issue under ASX Listing Rule 7.1A is calculated in accordance with the following formula:

**(A x D) – E**

A = The number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2.

D = 10%

E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the issue date or date of agreement to

issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in Section 6.2 above.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$3,843,000 (based on the number of Shares on issue and the closing price of Shares on the ASX on 1 October 2019 and excluding any restricted securities that may be on issue).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one (1) class of quoted Equity Securities on issue, being the Shares (ASX Code: RFN).

If Shareholders approve Resolution 13, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 13 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 13 for it to be passed.

## 11.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 13:

### (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 5 ASX trading days of the date in Section 11.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 1 October 2019.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.0030	\$0.0060	\$0.0012
			50% decrease	Issue Price	100% increase
Funds Raised					
Current	640,500,000 Shares	64,050,000 Shares	\$192,150	\$384,300	\$768,600
50% increase	960,750,000 Shares	64,050,000 Shares	\$288,225	\$576,450	\$1,152,900
100% increase	1,281,000,000 Shares	64,050,000 Shares	\$384,300	\$768,600	\$1,537,200

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 640,500,000 existing Shares as at the date of this Notice of Meeting;
2. The issue price set out above is the closing price of the Shares on the ASX on 1 October 2019.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the ongoing development costs, working capital and business generation and marketing activities of the Company (refer to Section 8.3(f) above for further detail); or
- (ii) as non-cash consideration for acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(f) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 19 November 2018 (**Previous Approval**).

The Company has issued 47,675,000 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 19 November 2018, the Company otherwise issued a total of 125,000,000 Shares which, together with the Equity Securities issued

under the Previous Approval, represents approximately 19.52% of the total diluted number of Equity Securities on issue in the Company on 19 November 2018, which was 515,500,500,000.

Further details of the issues of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 1.

### **11.3 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 13.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 11.1.

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

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**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) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Reffind Limited (ACN 600 717 539).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**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.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**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.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2019.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 19 NOVEMBER 2018, 12 MONTHS PRIOR TO MEETING

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration						
<b>A) Placement to Professional and Sophisticated Investors</b>											
Issue – 8 August 2019 Appendix 3B – 8 August 2019	3,991,667 47,675,000	Shares <sup>3</sup>	Clients of Ikigai Capital Pte Ltd who participated in a placement undertaken by the Company as announced on 2 August 2019	\$0.003 (representing no discount to Market Price)	<p>Amount raised = \$155,000 Amount spent = \$Nil Use of funds: Monies raised under the placement will fund ongoing development, working capital and business generation activities of the Company. Amount remaining = \$155,000 Proposed use of remaining funds<sup>2</sup>:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Development Activities</td> <td style="text-align: right;">\$60,000</td> </tr> <tr> <td>Business Development Activities</td> <td style="text-align: right;">\$50,000</td> </tr> <tr> <td>Administration and corporate costs<sup>4</sup></td> <td style="text-align: right;">\$45,000</td> </tr> </table>	Development Activities	\$60,000	Business Development Activities	\$50,000	Administration and corporate costs <sup>4</sup>	\$45,000
Development Activities	\$60,000										
Business Development Activities	\$50,000										
Administration and corporate costs <sup>4</sup>	\$45,000										
Issue – 18 July 2019 Appendix 3B – 18 July 2019	73,333,333	Shares <sup>3</sup>	Clients of Ikigai Capital Pte Ltd who participated in a placement undertaken by the Company as announced on 15 July 2019	\$0.003 (representing no discount to Market Price)	<p>Amount raised = \$220,000 Amount spent = \$Nil Use of funds: Monies raised under the placement will fund ongoing development, working capital and business generation activities of the Company. Amount remaining = \$220,000 Proposed use of remaining funds<sup>2</sup>:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Development Activities<sup>4</sup></td> <td style="text-align: right;">\$85,161</td> </tr> <tr> <td>Business Development Activities<sup>5</sup></td> <td style="text-align: right;">\$70,968</td> </tr> <tr> <td>Administration and corporate costs<sup>6</sup></td> <td style="text-align: right;">\$63,871</td> </tr> </table>	Development Activities <sup>4</sup>	\$85,161	Business Development Activities <sup>5</sup>	\$70,968	Administration and corporate costs <sup>6</sup>	\$63,871
Development Activities <sup>4</sup>	\$85,161										
Business Development Activities <sup>5</sup>	\$70,968										
Administration and corporate costs <sup>6</sup>	\$63,871										

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
3. Fully paid ordinary shares in the capital of the Company, ASX Code: RFN (terms are set out in the Constitution).

4. Development activities including costs related to the WooBoard platform, costs associated with maintaining cloud servers and applications and costs associated with technology management consultants.
5. Business development activities relate to investment and marketing activities in relation to the WooBoard platform and the Company's investment in Loyyal.
6. Costs associated with administration and corporate activities which include Director, ASX and advisor fees and other administration costs.



#### 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 10:00am (AEDT) on Wednesday 27 November 2019.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/rfnagm2019>
- 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:

- 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 **10:00am (Sydney Time) on Wednesday 27 November 2019.** 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/rfnagm2019>

📠 **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 **Reffind 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 at **Room 26e, 1 Bligh Street, Sydney, NSW 2000 on Friday, 29 November 2019 at 10:00am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is 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 Resolution 1). 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*
<b>Res 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Ratification of Prior Issue - 47,675,000 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Election of Mr Eugene Loy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Ratification of Prior Issue - 73,333,333 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Election of Mr Declan Jarrett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Election of Mr Rumi Guzder as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Approval for Issue of Shares on Conversion of Converting Loan to Unrelated Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Appointment of Auditor to replace Auditor removed from Office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 13</b>	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 7</b>	Ratification of Prior Issue - 3,991,667 Ordinary Shares	<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 / / 2019

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**ANNEXURE A – NOMINATION OF AUDITOR LETTER**

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14 October 2019

The Board of Directors  
REFFIND Limited  
Suite 9 330 Churchill Avenue, Subiaco  
PERTH, WESTERN AUSTRALIA 6008

I, Eugene Loy, being a member of REFFIND Limited (ACN 600 717 539) (**Company**), nominate BDO Sydney in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.  
Signed and dated 14 October 2019:



Eugene Loy  
Non-executive Director