
GRATIFII LIMITED

ACN 125 688 940

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 3pm (AEST)

DATE: Thursday 24th August 2023

How to attend: Via the online platform at:

https://us02web.zoom.us/webinar/register/WN_S7ZhUX0jQN26FAByc9EdVQ

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

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

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 3pm (AEST) via the online platform provided by our Share Registry, Automic.

Pursuant to our revised Constitution approved by Shareholders on 9 June 2022 at an Extraordinary General Meeting, the Board has made the decision that this will be a virtual Meeting. Shareholders who attend virtually will be considered present.

Shareholders will be able to participate in the Meeting by joining the Meeting in real time via the online platform:

This dedicated online platform will allow Shareholders to participate in the Meeting, including watching the Meeting live, voting and asking questions. Shareholders can access the platform at

https://us02web.zoom.us/webinar/register/WN_S7ZhUX0jQN26FAByc9EdVQ .

Instructions on how to participate can be found at

<https://www.automicgroup.com.au/virtual-agms/> .

Voting on all resolutions will occur by way of poll, and the online platform will enable Shareholders to lodge a vote in real time. Further information is detailed on pages 3, 4 and 5.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered.

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 7pm (AEST) on 22 August 2023.

VOTING BY PROXY

Shareholders may lodge a direct vote or appoint a proxy online or by submitting a voting form to the Share Registry (Automic).

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

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

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

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

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

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

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

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

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

CORPORATE REPRESENTATIVES

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

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

BUSINESS OF THE MEETING

1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF SHARES TO BOMBORA CAPITAL LIMITED

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, 35,000,000 Shares be issued to Bombora Capital Limited NZCN 6172908 as trustee of the PHACT Investment Trust (**Bombora Capital**) in satisfaction of the Company's obligations to pay the deferred consideration pursuant to the Share Purchase Agreement for the acquisition of Hachiko Pty Ltd."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of Bombora Capital, Patrina Kerr, Heath Robert Kerr and any other person who will obtain a material benefit as a result of, the proposed issue of Securities (except a benefit solely by reason of being a Shareholder), or any of their Associates.

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

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

2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF SHARES TO WOODCHIP INVESTMENTS PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, 13,461,538 Shares be issued to Woodchip Investments Pty Ltd as trustee of the Donna Maree Adam Trust in satisfaction of the Company's obligations to pay the deferred consideration to Donna Adam pursuant to the Share Purchase Agreement for the acquisition of Hachiko Pty Ltd."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of Woodchip Investments Pty Ltd as trustee of the Donna Maree Adam Trust, Donna Adam, or any other person who will obtain a material benefit as a result of, the proposed issue of Securities (except a benefit solely by reason of being a Shareholder), or any of their Associates.

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

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

3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF SHARES TO PAUL LIMBERS

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, 5,384,615 Shares be issued to Paul Limbers in satisfaction of the Company's obligations to pay the deferred consideration pursuant to the Share Purchase Agreement for the acquisition of Hachiko Pty Ltd."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of Paul Limbers, or any other person who will obtain a material benefit as a result of, the proposed issue of Securities (except a benefit solely by reason of being a Shareholder), or any of his Associates.

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

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

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

4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 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 Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 40,950,143 Shares, being the Tranche 2 Shares, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of Tranche 2 Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.

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

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

5. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES TO NATIONAL NOMINEES LIMITED AS CUSTODIAN OF THE BOMBORA SPECIAL INVESTMENTS GROWTH FUND

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

"That, subject to Resolution 4 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, 15,625,000 Shares, being the

*Tranche 2 Bombora Shares, be issued to National Nominees Limited as custodian of the Bombora Special Investments Growth Fund (**Bombora Special Investments**), on the terms and conditions set out in the Explanatory Statement."*

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

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

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

6. RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 115,299,858 Shares, being the Tranche 1 Shares, issued on 13 June 2023 to Professional and Sophisticated Investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any person who participated in the issue of Tranche 1 Shares, or any of their Associates.

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

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

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

7. RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF SHARES TO JUSTIN JEFFERIES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,493,040 Shares, being the Jefferies Incentive Shares, issued on 1 March 2023 to Justin Jefferies on the terms and conditions set out in the Explanatory Statement".

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Justin Jefferies, or any of his Associates.

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

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

8. RESOLUTION 8: APPROVAL OF PROPOSED ISSUE OF CONVERTIBLE NOTES TO APEX FUND SERVICES PTY LTD AS CUSTODIAN OF THE BOMBORA SPECIAL INVESTMENTS GROWTH FUND TO REPAY BOMBORA LOAN

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, 400,000 convertible notes at a subscription price of \$1.00 each, be issued to APEX Fund Services Pty Ltd as custodian of the Bombora Special Investments Growth Fund (**Bombora Special Investments**) in satisfaction of the Company's obligations to repay the Bombora Loan on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Bombora Special Investments and any other person who will obtain a material benefit as a result of the proposed issue of convertible notes (except a benefit solely by reason of being a Shareholder), or any of their Associates.

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

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

9. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES TO NOVUS CAPITAL TO REPAY NOVUS LOAN

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 357,000 convertible notes at a subscription price of \$1.00 each to Novus Capital Limited and/or its nominees (**Novus Capital**) on 30 January 2023 in satisfaction of the Company's obligations to repay the Novus Loan on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of Novus Capital, or any of its Associates.

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

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

BY ORDER OF THE BOARD



Ben Newling / Alicia Gill

Joint Company Secretaries

Dated: 24 July 2023

EXPLANATORY STATEMENT

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

1. RESOLUTIONS 1, 2 AND 3: APPROVAL OF PROPOSED ISSUE OF SHARES TO BOMBORA CAPITAL, WOODCHIP AND PAUL LIMBERS

1.1 Background

The Company entered into a Share Purchase Agreement with Bombora Capital, Donna Adam and Paul Limbers, amongst others, together the **(Vendors)** to acquire 100% of the shares in Hachiko on 11 August 2022 (**Agreement**). Details of the Agreement and the acquisition of Hachiko are set out in the Company's announcement of 11 August 2022. The purchase of Hachiko contemplated under the Agreement completed on 22 August 2022.

Under the Agreement, the Company acquired Hachiko from the Vendors in consideration for:

- (a) cash of \$2,140,000 (paid to the Vendors on completion of the transaction); and
- (b) the proposed issue of approximately 53.8 million Shares at an issue price of \$0.026 per Share (payable to all Vendors in aggregate) and subject to Shareholder approval, following completion of the transaction (**Deferred Consideration Shares**).

Donna Adam, a Vendor, has requested and the Company has agreed to issue the Deferred Consideration Shares otherwise payable to Donna Adam, to Woodchip Investments Pty Ltd as trustee of The Donna Maree Adam Trust (**Woodchip**). Resolution 2 provides for the issue of Deferred Consideration Shares to Woodchip to satisfy the Company's obligations to pay the Deferred Consideration to Donna Adam.

By way of summary:

	Bombora Capital (Resolution 1)	Woodchip (Resolution 2)	Paul Limbers (Resolution 3)
Deferred Consideration Shares	35,000,000 (65%)	13,461,538 (25%)	5,384,615 (10%)
Issue Price	\$0.026	\$0.026	\$0.026
Value	\$910,000	\$350,000	\$140,000

Resolution 1, 2 and 3 are ordinary resolutions.

1.2 Bombora Capital: Approval sought for the purposes of Listing Rule 10.11

For Resolution 1 only, Listing Rule 10.11.1 requires a listed entity to obtain shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Equity Securities to a person who is a related party. A related party includes an entity controlled by a director of that listed entity.

Patrina Kerr is a Director of the Company and a director of Bombora Capital. Bombora Capital is therefore a related party per Listing Rule 10.11.1.

If Resolution 1 is passed, the Company will be able to issue Deferred Consideration Shares to Bombora Capital, discharging its obligations under the Agreement without diminishing its cash reserves. To understand the dilutive effect of passing Resolution 1, please see Annexure 1.

If Resolution 1 is not passed, the Company will not be able to issue Deferred Consideration Shares to Bombora Capital and would be required to settle its obligations in cash. The Company would be obliged to pay Bombora Capital the value of its Deferred Consideration Shares (\$910,000) from its cash reserves or otherwise raise additional equity capital (which may be subject to Shareholder approval) to fund the payment in cash in accordance with the terms of the Agreement.

1.3 Bombora Capital: Section 208 of the Corporations Act

A public company must not give a financial benefit to a related party of that public entity without first obtaining the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act, unless an exception set out in sections 210 to 216 of the Corporations Act applies.

A financial benefit is defined in section 229 of the Corporations Act and includes issuing securities to a related party. A related party is defined in section 228 of the Corporations Act and includes an entity controlled by a director. The issue of Deferred Consideration Shares to Bombora Capital therefore constitutes the giving of a financial benefit to a related party as Bombora Capital is a company controlled by Patrina Kerr, a Director of the Company.

Section 210 of the Corporations Act exempts the provision of a financial benefit from the need to obtain shareholder approval, where that financial benefit is given on terms that would be reasonable in the circumstances if the public company and related party were dealing at arm's length. The Board considers the issue of Deferred Consideration Shares to Bombora Capital is on arm's length terms and falls within the exemption set out in section 210 of the Corporations Act, particularly given at the time the Agreement was negotiated and executed Bombora Capital was not a related party of the Company and only became a related party upon the appointment of Patrina Kerr as Director. Accordingly the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act.

1.4 Bombora Capital: Specific information required by Listing Rule 10.13

In respect of Resolution 1, Listing Rule 10.13 requires the following information be provided to Shareholders:

- (a) 35,000,000 Shares (representing 65% of the Deferred Consideration Shares) will be issued to Bombora Capital (and/or its nominees);

- (b) Bombora Capital falls within Listing Rule 10.11.1;
- (c) the 35,000,000 Shares to be issued to Bombora Capital (and/or its nominees) are fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the 35,000,000 Shares to be issued to Bombora Capital (and/or its nominees) will be issued no later than one month after the date of the Meeting;
- (e) the 35,000,000 Shares to be issued to Bombora Capital (and/or its nominees) have an issue price of \$0.026 per Share, however no cash consideration will be received by the Company, rather the issue of Deferred Consideration Shares is made in consideration for Bombora Capital's Hachiko shares which were transferred to the Company on 22 August 2022;
- (f) the purpose of the issue is to satisfy the Company's obligation to pay the Deferred Consideration Shares to the Vendors, including Bombora Capital (and/or its nominees), under the Agreement; and
- (g) a summary of the Agreement is set out in the Company's announcement of 11 August 2022 enclosed as Annexure 2.

A voting exclusion statement is included in the Notice for Resolution 1.

1.5 Woodchip & Limbers: Approval sought for the purposes of Listing Rule 7.1

In respect of Resolutions 2 and 3, broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Resolutions 2 and 3 seek Shareholder approval for the proposed issue of Deferred Consideration Shares to the Vendors, Woodchip and Paul Limbers. The issue of Deferred Consideration Shares to Woodchip and Paul Limbers does not fit within any of the exceptions to Listing Rule 7.1, and exceeds wholly the Company's 15% Placement Capacity as at the date of the Notice.

If Resolutions 2 and 3 are passed, the Company will be able to issue Deferred Consideration Shares to Woodchip and Paul Limbers, discharging its obligations under the Agreement without diminishing its cash reserves. To understand the dilutive effect of passing Resolutions 2 and 3, please see Annexure 1.

If Resolutions 2 or 3 are not passed, the Company will either issue the Deferred Consideration Shares to Woodchip and Paul Limbers under its 15% Placement Capacity (if available) to satisfy its obligations under the Agreement, or if there is no or insufficient capacity the Company would be required to pay the value of the Deferred Consideration Shares to Woodchip (\$350,000) and Paul Limbers (\$140,000) from its cash reserves or otherwise raise additional equity capital (which may be subject to Shareholder approval) to fund the payment in cash in accordance with the terms of the Agreement.

1.6 Bombora Capital: Approval not sought under Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 1.5.

Listing Rule 7.2 (exception 14) provides that if shareholder approval for a transaction is being obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1. Therefore, Shareholder approval under Listing Rule 7.1 is not being sought for the issue of Deferred Consideration Shares to Bombora Capital.

1.7 Woodchip and Limbers: Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Deferred Consideration Shares the subject of Resolutions 2 and 3:

	Woodchip	Paul Limbers
Number and class of Securities	13,461,538 Shares	5,384,615 Shares
Class of Securities	The Deferred Consideration Shares 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 will rank equally in all respects with the Company's existing Shares on issue	
Issue Date	No later than three months after the date of the Meeting	
Consideration received	The issue price for each Deferred Consideration Share will be \$0.026, however no cash consideration will be received by the Company. Rather the issue of Deferred Consideration Shares is made in consideration for Donna Adams and Paul Limbers' Hachiko shares which were transferred to the Company on 22 August 2022.	
Purpose of the issue	To satisfy the Company's obligation to pay the deferred consideration to the Vendors under the Agreement.	
Summary of Agreement	A summary of the Agreement is set out in the Company's announcement of 11 August 2022 enclosed as Annexure 2	

A voting exclusion statement is included in the Notice for Resolutions 2 and 3.

1.8 Board recommendation

The Board, with Patrina Kerr abstaining, recommends that Shareholders vote in favour of Resolution 1.

The Board recommends that Shareholders vote in favour of Resolutions 2 and 3.

2. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES

2.1 Background

On 13 June 2023, the Company announced it had received firm commitments to raise \$2,750,000 (before costs) through a placement of 171,875,001 Shares at an issue price of \$0.016 per Share (**Capital Raising**), comprising:

- (a) the issue of 115,299,858 Shares to Professional and Sophisticated Investors which occurred on 19 June 2023 (**Tranche 1**); and
- (b) the issue of 56,575,143 Shares, comprised of:
 - (i) 40,950,143 Shares to be issued to Professional and Sophisticated Investors, subject to Shareholder approval under this Resolution 4 (**Tranche 2**); and
 - (ii) 15,625,000 Shares to be issued to Bombora Special Investments, subject to Shareholder approval under Resolution 5.

2.2 Use of Funds

Funds raised from the Capital Raising will be used to fund:

- (a) additional investment in capitalised technology development to support the contract signed with key client Royal Automobile Club of Victoria (RACV) Limited;
- (b) additional inventory purchases to support forecast demand;
- (c) the acquisition of Spendless Buying Advisory Service Pty Ltd;
- (d) working capital; and
- (e) transaction costs.

Refer to the Company's ASX announcement dated 13 June 2023 for further details of the Capital Raising.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes, for the proposed issue of Tranche 2 Shares to Professional and Sophisticated Investors to raise approximately \$905,000 (before costs).

Resolution 4 is an ordinary resolution.

2.3 Approval sought for the purposes of Listing Rule 7.1 and 7.1A

For a description on the operation of Listing Rule 7.1 please refer to Section 1.5. Under Listing Rule 7.1A an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to in effect (with certain conditions), increase a company's 15% Placement Capacity by an additional 10% (**10% Placement Capacity**). At its 2022 annual general meeting, the Shareholders granted the Company an additional 10% Placement Capacity.

As a result, subject to the Listing Rules, including the exceptions to Listing Rule 7.1 and 7.1A set out in Listing Rule 7.2, the Company can issue additional Equity Securities for cash consideration without the approval of its Shareholders.

The issue of the Tranche 2 Shares does not fit within any of the exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity and its 10% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1 and 7.1A.

Resolution 4 seeks the required Shareholder approval to issue the Tranche 2 Shares under and for the purposes of Listing Rule 7.1 and 7.1A.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares. In addition, the issue of the Tranche 2 Shares will be excluded from the Company's 15% Placement Capacity and 10% Placement Capacity. To understand the dilutive effect of passing Resolution 4, please see Annexure 1.

If Resolution 4 is not passed:

- (a) the Company will not be able to retain and use the funds received from Tranche 2 of the Capital Raising; and
- (b) as Resolution 5 is subject to Resolution 4 being passed, Resolution 5 will not pass, the consequences of which are set out in Section 3.2.

2.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Shares:

- (a) the Tranche 2 Shares will be issued to Professional and Sophisticated Investors;
- (b) the maximum number of Tranche 2 Shares to be issued is 40,950,143, which for the avoidance of doubt, excludes any Shares to be issued to Bombora Special Investments the approval of which is the subject of Resolution 5;
- (c) the Tranche 2 Shares 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 will rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue will occur no later than three months after the date of the Meeting;
- (e) the issue price of the Tranche 2 Shares will be \$0.016, to raise approximately \$905,000; and
- (f) details of what the funds raised from the issue of the Tranche 2 Shares will be used for are outlined in Section 2.2.

A voting exclusion statement is included in the Notice for Resolution 4.

2.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

3. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES TO NATIONAL NOMINEES LIMITED AS CUSTODIAN OF THE BOMBORA SPECIAL INVESTMENTS GROWTH FUND

3.1 Background

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 10.11 and for all other purposes for the proposed issue of up to 15,625,000 Shares to Bombora Special Investments to raise approximately \$250,000 (before costs), pursuant to the Capital Raising.

Refer to Section 2.1 for further details of the Capital Raising.

As at the date of this Notice, Bombora Special Investments and its Associates hold a 16.98% interest in the Company and convertible notes, which upon conversion will increase Bombora's shareholdings to approximately 17.28% in the Company assuming all convertible notes are converted. Further, Bryan Zekulich and Mike Hill, Directors, are nominees of Bombora Special Investments to the Board. Having regard to this, the Board has determined that the Company should seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of 15,625,000 Shares to Bombora.

Resolution 5 is conditional on Resolution 4 being approved by Shareholders.

Resolution 5 is an ordinary resolution.

3.2 Approval sought for the purposes of Listing Rule 10.11

Listing Rule 10.11.3 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so, unless it obtains shareholder approval.

Having regard to Listing Rule 10.11, the Board has determined to seek Shareholder approval as Listing Rule 10.11.3 applies to Bombora Special Investments. Accordingly the Company requires Shareholder approval to issue 15,625,000 Shares to Bombora Special Investments (**Tranche 2 Bombora Shares**) under Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Tranche 2 Bombora Shares to Bombora Special Investments and pursuant to Listing Rule 7.2, exception 14, without using up the Company's 15% Placement Capacity or 10% Placement Capacity. To understand the dilutive effect of passing Resolution 5, please see Annexure 1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Tranche 2 Bombora Shares to Bombora Special Investments and the Company will not be able to retain and use the funds received from Bombora Special Investments for the Tranche 2 Bombora Shares.

3.3 Section 208 of the Corporations Act

For a description on the operation of section 208 please refer to Section 1.3.

The Board does not consider Bombora Special Investments to be a related party under the provisions of the Corporations Act. Accordingly, the Company will not be seeking Shareholder approval for the issue of 15,625,000 Shares to Bombora Special Investments pursuant to section 208 of the Corporations Act.

3.4 Approval not sought under Listing Rule 7.1 and 7.1A

For a description on the operation of Listing Rule 7.1 please refer to Section 1.5. For a description on the operation of Listing Rule 7.1A please refer to Section 2.3.

Listing Rule 7.2 (exception 14) provides that if shareholder approval for a transaction is being obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1 or 7.1A. Therefore, Shareholder approval under Listing Rule 7.1 and 7.1A is not being sought for the issue of Tranche 2 Bombora Shares.

3.5 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires the following information be provided to Shareholders:

- (a) 15,625,000 Shares will be issued to Bombora Special Investments (and/or its nominee);
- (b) Bombora Special Investments falls within Listing Rule 10.11.3;
- (c) the Tranche 2 Bombora Shares will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 2 Bombora Shares to be issued to Bombora Special Investments (and/or its nominee) will be issued no later than one (1) month after the date of the Meeting;
- (e) the Tranche 2 Bombora Shares will be issued for \$0.016 per Share to raise approximately \$250,000; and
- (f) details of what the funds raised from the issue of the Tranche 2 Bombora Shares will be used for are outlined in Section 2.2.

A voting exclusion statement is included in the Notice for Resolution 5.

3.6 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

4. RESOLUTION 6: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

4.1 Background

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Tranche 1 Shares, comprising 115,299,858 Shares at an issue price of \$0.016 to Professional and Sophisticated Investors, raising \$1,840,000 (before costs). Refer to Section 2.1 for further details of the Capital Raising.

The Tranche 1 Shares were issued on 19 June 2023.

The Tranche 1 Shares were issued without Shareholder approval under the Company's 15% Placement Capacity and 10% Placement Capacity.

Resolution 6 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 6.

4.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.1 please refer to Section 1.5. For a description on the operation of Listing Rule 7.1A please refer to Section 2.3.

Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity and 10% Placement Capacity, (provided the previous issue of Securities did not breach Listing Rule 7.1 or 7.1A) those Securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1 or 7.1A. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of securities that may be issued under the company's 15% Placement Capacity and/or 10% Placement Capacity, without shareholder approval.

Accordingly, Resolution 6 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Tranche 1 Shares under the Company's 15% Placement Capacity and 10% Placement Capacity to provide flexibility for the Company to issue securities under the Company's 15% Placement Capacity and 10% Placement Capacity without the requirement to obtain Shareholder approval.

If Resolution 6 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval.

If Resolution 6 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

4.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Tranche 1 Shares:

- (a) the Tranche 1 Shares were issued to Professional and Sophisticated Investors;
- (b) a total of 115,299,858 fully paid ordinary shares were issued under the Company's 15% Placement Capacity and 10% Placement Capacity;
- (c) the Tranche 1 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 and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Shares were issued on 19 June 2023;

- (e) the Tranche 1 Shares were issued at \$0.016 per Share raising approximately \$1,844,797; and
- (f) details of what the funds raised from the issue of Tranche 1 Shares will be used for are outlined in Section 2.2.

A voting exclusion statement is included in the Notice for Resolution 6.

4.4 Board Recommendation

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

5. RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF SHARES TO JUSTIN JEFFERIES

5.1 Background

On 1 March 2023 the Company issued 1,493,040 Shares to Justin Jefferies, Chief Operating Officer of the Company, in recognition of achievement of short-term incentive targets for the half year period ended 31 December 2022 (**Jefferies Incentive Shares**).

The Shares were issued at a price of \$0.0125, being the 10 day volume weighted average price as at the date of issue, under the Company's 15% Placement Capacity.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 and for all other purposes for the issue of those Shares to Justin Jefferies.

Resolution 7 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 7.

5.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.4 please refer to Section 4.2.

If Resolution 7 is passed, the Jefferies Incentive Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Jefferies Incentive Shares will be included in calculating the Company's 15% Placement Capacity, thereby reducing the Company's flexibility to issue additional Securities within its 15% Placement Capacity.

5.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Jefferies Incentive Shares:

- (a) the Jefferies Incentive Shares were issued to Justin Jefferies, Chief Operating Officer of the Company;
- (b) a total of 1,493,040 fully paid ordinary shares were issued under the Company's 15% Placement Capacity;

- (c) the Jefferies Incentive 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 and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Jefferies Incentive Shares were issued on 1 March 2023;
- (e) the Jefferies Incentive Shares were issued for no cash consideration; and
- (f) the purpose of the issue was to recognise the achievement of Justin Jefferies, Chief Operating Officer of the Company, who met his short-term incentive targets for the half year period ended 31 December 2022.

A voting exclusion statement is included in the Notice for Resolution 7.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

6. RESOLUTIONS 8 AND 9: APPROVAL OF PROPOSED ISSUE OF CONVERTIBLE NOTES TO APEX FUND SERVICES PTY LTD AS CUSTODIAN OF THE BOMBORA SPECIAL INVESTMENTS GROWTH FUND TO REPAY BOMBORA LOAN AND RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES TO NOVUS CAPITAL TO REPAY NOVUS LOAN

6.1 Loans

Bombora Special Investments and Novus Capital have each entered into separate agreements pursuant to which they gave financial accommodation to the Company on the following key terms:

	Bombora	Novus Capital
Date	17 August 2022	17 August 2022
Principal Amount	\$400,000	\$357,000
Maturity Date	1 September 2023	30 January 2023
Interest rate	10% per annum paid 6 monthly from the date of issue.	
Repayment conditions	<p>On or prior to the maturity date of each loan, the Company must repay the loan and accrued interest in cleared funds.</p> <p>The Company may also repay the loan by issuing convertible notes, subject to compliance with applicable law and the receipt of Shareholder approval.</p>	
Events of default	<p>(a) failure to pay any principal amount or accrued interest when due;</p> <p>(b) breach of the agreement which is not remedied within 10 days of the breach;</p>	

	Bombora	Novus Capital
	(c) breach of a warranty in any material respect; (d) liquidation of the Company; or (e) an encumbrance takes possession or a receiver, receiver and manage, trustee or similar officer is appointed over the whole or a substantial part of the assets or undertaking of the Company.	
Security	The loan is not secured	
Defined Terms	(Bombora Loan)	(Novus Loan)

At its 2022 annual general meeting, the Company obtained Shareholder approval to issue convertible notes to Bombora Special Investments and Novus Capital to repay the Bombora Loan and Novus Loan, however the Company did not issue any convertible notes to Bombora Special Investments or Novus Capital pursuant to the Shareholder approval received within the relevant timeframe. For further details, the Board refers to the Company's announcement of 3 February 2023.

6.2 Convertible Note Terms

On 30 January 2023, the Company issued 357,000 convertible notes to Novus Capital (**Novus Notes**) in satisfaction of the Company's obligations to repay the Novus Loan. The Novus Notes were issued under the Company's 15% Placement Capacity because they were issued outside the timeframe permitted by the Shareholder approval received at the Company's 2022 annual general meeting.

The Company proposes to repay the Bombora Loan by issuing 400,000 convertible notes to Bombora Special Investments (**Bombora Notes**) at a subscription price of \$1.00 per Bombora Note.

The key terms of the agreements pursuant to which the Company issued the Novus Notes and proposes to issue the Bombora Notes are as follows:

	Bombora Notes	Novus Notes
Number of Convertible Notes and Face Value	400,000 convertible notes with a face value of \$1.00 each.	357,000 convertible notes with a face value of \$1.00 each.
Conversion Price	\$0.023 per share.	
Interest rate	10% p.a. paid 6 monthly from the date of issue.	
Maturity Date	18 months after the date of the issue of the convertible notes.	
Conditions Precedent	The parties' obligations under the convertible notes will be subject to Shareholders approving the issue of the proposed convertible notes at this Meeting.	

	Bombora Notes	Novus Notes
Conversion	<p>The convertible notes are convertible into Shares at the holder's option any time after the 12 months from the issuing of the convertible notes and up to the maturity date or a takeover event occurring.</p> <p>The number of Shares which the Company must issue to Bombora Special Investments or Novus Capital will be determined in accordance with the following formula:</p> $A = \frac{B + C}{D}$ <p>where:</p> <p>A = the number of Shares to be issued to the Lender;</p> <p>B = the Face Value of the convertible notes being converted;</p> <p>C = accrued interest (if any); and</p> <p>D = \$0.023.</p> <p>If the number of Shares to be issued includes a fraction, the fraction will be rounded down to the nearest Share.</p>	
Redemption	<p>The Company must redeem each convertible note that has not been redeemed, converted or is not the subject of a conversion notice on the earlier of:</p> <p>(a) maturity date; and</p> <p>(b) the date of an event of default (i.e., an insolvency event or a failure to pay any money owing under the convertible notes).</p>	
Transferability and Rights	<p>The convertible notes are not transferable and do not entitle the note holder to any voting rights.</p>	

6.3 **Bombora Special Investments: Approval sought for the purposes of Listing Rule 10.11**

For a description on the operation of Listing Rule 10.11 as it applies to Bombora Special Investments please refer to Section 3.2.

Having regard to Listing Rule 10.11, the Board has determined to seek Shareholder approval as Listing Rule 10.11.3 applies to Bombora. Accordingly the Company requires Shareholder approval to issue the Bombora Notes under Listing Rule 10.11.

The effect of approving Resolution 8 is that the Company will be entitled to issue the Bombora Notes to Bombora Special Investments. This will allow the Company to repay the Bombora Loan through the issue of convertible notes. To understand the dilutive effect of passing Resolution 8, please see Annexure 1.

Shares issued on the conversion of the Bombora Notes will fall within Listing Rule 7.2 (exception 9) and will not require further Shareholder approval and will not take up the Company's 15% Placement Capacity.

If Resolution 8 is not passed, the Company will not be able to issue the Bombora Notes in satisfaction of its obligation to repay the Bombora Loan. As a result, the Company would be obliged to repay the Bombora Loan from its cash reserves or otherwise raise additional equity capital (subject to Shareholder approval) to fund the repayment of the Bombora Loan in accordance with its terms.

6.4 Bombora Special Investments: Approval not sought under Listing Rule 7.1

Listing Rule 7.2 (exception 14) provides that if shareholder approval for a transaction is being obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1. Therefore, Shareholder approval under Listing Rule 7.1 is not being sought for Resolution 8.

For a description on the operation of Listing Rule 7.1 please refer to section 1.5.

6.5 Bombora Special Investments: Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires the following information be provided to Shareholders:

Person(s) to whom the Securities were issued	Bombora Special Investments
Category of holders the person falls within and why	Listing Rule 10.11.3
Number and class of Securities	400,000 convertible notes.
Issue date of Securities	The Bombora Notes will be issued within one month after the date of this Meeting.
Issue price of Securities	\$1.00 per convertible note.
Purpose of issue and use of funds	No funds will be received upon issuing the Bombora Notes, rather the Bombora Notes will be issued to repay the Bombora Loan without drawing down on the Company's cash reserves.
Terms of Securities	Upon conversion of the Bombora Notes into Shares, those Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Summary of material terms of agreement	Please see Section 6.2.

A voting exclusion statement is included in the Notice for Resolution 8.

6.6 Novus Capital: Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.4 please refer to Section 4.2 .

Accordingly, the Company is seeking Shareholder ratification for Resolution 9 under Listing Rule 7.4 so that the prior issue of Novus Notes to Novus Capital will not count towards the Company's 15% Placement Capacity.

If Resolution 9 is not passed, the Company will be required to continue to include the issue of Novus Notes to Novus Capital within its 15% Placement Capacity, thereby reducing the Company's flexibility to issue additional Securities within its 15% Placement Capacity.

6.7 Novus Capital: Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the issue of Novus Notes:

- (a) the Novus Notes were issued to Novus Capital;
- (b) a total of 357,000 convertible notes were issued;
- (c) a summary of the material terms of the Novus Notes and the terms under which they were issued are set out in Section 6.2;
- (d) the Novus Notes were issued on 30 January 2023;
- (e) the Novus Notes were issued for no cash consideration; and
- (f) the purpose of the issue was to repay the Novus Loan.

A voting exclusion statement is included in the Notice for Resolution 9.

6.8 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8 and Resolution 9.

GLOSSARY

10% Placement Capacity has the meaning given in Section 2.3 of the Explanatory Statement.

15% Placement Capacity has the meaning given in Section 1.5 of the Explanatory Statement.

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

Agreement has the meaning given in Section 1.1 of the Explanatory Statement.

Annexure means an annexure of this Notice.

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

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

Board means the current board of Directors of the Company.

Bombora Capital means Bombora Capital Limited NZCN 6172908 as trustee for the PHACT Investment Trust.

Bombora Loan has the meaning given to that term in Section 6.1 of the Explanatory Statement.

Bombora Notes has the meaning given to that term in Section 6.2 of the Explanatory Statement.

Bombora Special Investments means for the purposes of:

- (a) Resolution 5, *National Nominees Limited* ACN 004 278 899 as custodian of the Bombora Special Investments Growth Fund and/or its nominees; and
- (b) Resolution 8, *APEX Fund Services Pty Ltd* ACN 118 902 891 as custodian of the Bombora Special Investments Growth Fund and/or its nominees.

Capital Raising has the meaning given in Section 2.1 of the Explanatory Statement.

Chair means the chair of the Meeting.

Company or **Gratifii** means Gratifii Limited ACN 125 688 940.

Constitution means the Company's constitution.

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

Deferred Consideration Shares has the meaning given in Section 1.1 of the Explanatory Statement.

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.

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

Hachiko means Hachiko Pty Ltd ACN 159 809 257.

Jefferies Incentive Shares has the meaning given in Section 5.1 of the Explanatory Statement.

Listing Rules means the Listing Rules of the ASX.

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

Novus Capital means Novus Capital Limited ACN 006 711 995 and/or its nominees.

Novus Loan has the meaning given to that term in Section 6.1 of the Explanatory Statement.

Novus Notes has the meaning given to that term in Section 6.2 of the Explanatory Statement.

Professional and Sophisticated Investors means investors within the definition in sections 708(8) or 708(11) of the Corporations Act. **Proxy Form** means the proxy form accompanying the Notice.

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

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Securities as defined in Chapter 19 of the Listing Rules.

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

Shareholder means a holder of a Share.

Tranche 1 has the meaning given in Section 2.1(a) of the Explanatory Statement.

Tranche 1 Shares means the 115,299,858 Shares issued by the Company under Tranche 1 of the Capital Raising.

Tranche 2 has the meaning given in Section 2.1(b) of the Explanatory Statement.

Tranche 2 Bombora Shares has the meaning given in Section 3.2 of the Explanatory Statement.

Tranche 2 Shares means the 40,950,143 Shares to be issued by the Company under Tranche 2 of the Capital Raising excluding any issue of Shares to Bombora Special Investments.

Vendors has the meaning given in Section 1.1 of the Explanatory Statement.

Woodchip means Woodchip Investments Pty Ltd ACN 659 977 278 as trustee for the Donna Maree Adam Trust.

Annexure 1: Dilutionary effect of Resolutions

As at the date of this Notice, the Company has on issue 1,213,427,512 Shares on an undiluted basis including shares held in voluntary escrow and 1,317,717,196 Securities¹ on a fully diluted basis.

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ²	New Security holding if Resolution is passed	Projected % Shareholding ³	Total dilution if Resolution is passed ⁴
1	Bombora Capital	35,000,000 Shares	12,500,000 Shares (in voluntary escrow)	47,500,000 Shares	3.51%	2.59%
2	Woodchip	13,461,538	4,807,692 Shares	18,269,230 Shares	1.37%	1.01%
3	Paul Limbers	5,384,615	1,923,077 Shares	7,307,692 Shares	0.55%	.041%
5	Bombora Special Investments	15,625,000	209,877,991 Shares	225,502,991 Shares	16.91%	1.17%
8	Bombora Special Investments	\$400,000 worth of Convertible Notes (face value) which are convertible into 17,391,304 Shares ⁵	209,877,991 Shares	227,269,295 Shares	17.02%	1.3%
			Nil Notes	\$400,000 worth of Convertible Notes (face value) which are convertible into 17,391,304 Shares ⁵		
Total dilution of Shareholders if all relevant Resolutions are passed						6.48% dilution

¹ This is calculated on a fully diluted basis, which assumes the following: 1,213,427,512 Shares, 57,567,945 options convertible into 1 Share each, 46,521,739 Shares owing (which is face value of \$1,070,000 worth of convertible notes, converted at \$0.023 per Share, calculated up until the date of this Notice (and does not include any interest payments)).

² Including all Securities held by that recipient's Associates as at the date of this Notice.

³ This is the total projected Shareholding of the recipient on a fully diluted basis (assumes all options and convertible notes (excluding interest payments) held are exercised or converted to Shares assuming only the relevant Resolution is passed, unless otherwise stated).

⁴ This is calculated on a fully diluted basis, assuming all options and convertible notes (excluding interest payments) will be exercised or converted to Shares. This is also the total dilution of Shareholders if that Resolution only is passed.

⁵ Refer to Resolution 8 of this Explanatory Statement for further details. Each convertible note has a face value of \$1.00 and is convertible into that number of Shares which is equal to the face value plus accrued interest divided by \$0.023. For the purposes of this table, it is assumed there is no accrued interest.

Annexure 2: 11 August 2022 Company Announcement

Gratificii acquires specialised loyalty and rewards marketing agency Hachiko and announces capital raise

Loyalty and rewards technology innovator Gratificii Limited (ASX: GTI) ("**Gratificii**" or the "**Company**") is pleased to announce it has entered into a binding agreement to acquire 100% of the shares in Hachiko Pty Ltd ("**Hachiko**" or the "**Acquisition**"), a specialised loyalty and rewards marketing agency, for a total acquisition enterprise value of \$3.03m. The acquisition is expected to complete on 22 August 2022.

Key Highlights

- Enhances Gratificii's scale and capabilities, creating an 'end-to-end' loyalty and rewards provider with pro-forma FY22 turnover of \$19m
- In FY22, Hachiko had unaudited revenue of A\$7.2m and EBITDA of A\$0.6m
- Complementary enterprise client base with over 80 clients across both B2B and B2C with ~\$600k of identified synergies over FY23
- Gratificii is forecast to be cashflow breakeven on operations post-completion
- Total consideration of \$3.59m with \$0.56m of Hachiko cash and net working capital adjustments and total acquisition enterprise value of \$3.03m
- Consideration comprises of \$2.15m upfront cash component and \$1.45m scrip consideration
- Attractive acquisition multiples of 0.4x FY22 revenue and 4.9x FY22 EBITDA
- Upfront cash consideration funded from a fully supported share Placement raising \$1.250m and a convertible note raise of \$1.475m for total cash raise of \$2.725m
- Hachiko's Founder and majority shareholder, Patrina Kerr, will join Gratificii's Board and Hachiko's CEO, Donna Adam, will join Gratificii's executive team

About Hachiko

Hachiko is a leading specialised loyalty and rewards marketing agency with staff and operations in Australia and New Zealand. Hachiko has extensive web / application development capabilities that facilitate the deployment of bespoke campaigns that utilise innovative engagement tools with attractive rewards to drive channel performance.

Hachiko's bespoke services are utilised by a range of high-profile enterprise IT corporations, with large sales channels such as Ingram Micro, HP and Microsoft, with Hachiko being an approved channel marketing partner.

In FY22, Hachiko achieved unaudited revenue of A\$7.2m and EBITDA of A\$0.6m with revenue CAGR growth 16% from FY20A to FY22A.

Gratifii CEO & Managing Director, Iain Dunstan said: “Hachiko brings extensive loyalty focused program consulting, management, and marketing services capability to the wider business, allowing the expansion into managed services for employee management programs. With the combination of Gratifii’s technology and Neat Ideas’ rewards portfolio, we can provide a unique turn-key solution while bringing a truly best-in-class rewards and technology experience to the market.”

Hachiko Founder and Managing Director, Patrina Kerr, said: “The companies have a natural synergy which will provide value to customers of all of our businesses. The nimble nature and complementary depth-and-breadth of each partner brings something unique to the family. With this alliance, the best technology for a smarter, faster customer experience is combined with exciting, curated rewards at a remarkable value point, and delivered by an experienced managed services team with proven marketing capabilities.”

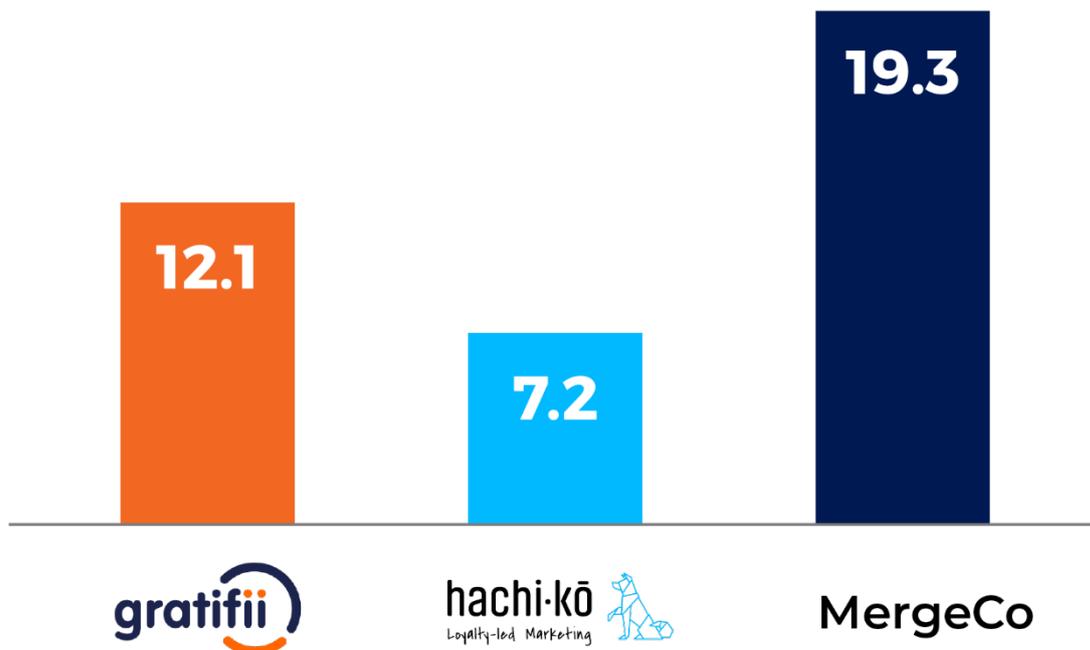
Acquisition Rationale

The acquisition, following on from Gratifii’s May 2021 purchase of rewards business Neat Ideas, will create a blend of the best-in-class people, programs, technology and rewards to better serve clients, staff, and shareholders as a single end-to-end loyalty provider.

The acquisition of Hachiko delivers the scale required to accelerate growth. The combined group has more than 80 enterprise clients across both B2B and B2C, and a pro-forma FY22 revenue of \$19m. With offices around Australia and in four global locations, the newly formed team of nearly 60 will be capable of servicing clients around the world.

FY22A revenue (A\$m)

(Unaudited)



Gratifii, Neat Ideas and Hachiko (the “**Group**”) are highly complementary businesses, providing immediate cross-selling opportunities to the Group’s 80+ enterprise clients:

- Gratifii’s back-end software and rewards solutions require Hachiko’s front-end design capabilities to service mid-tier enterprises;
- Hachiko’s enterprise clients require back-end software, which will be transitioned from a third party to Gratifii’s core SaaS module; and
- Hachiko’s enterprise clients require rewards, which can be sourced from Neat Ideas

The integration of Hachiko will be supported by Hachiko’s current CEO, Donna Adam, who will join Gratifii’s executive team and Hachiko’s founder and majority shareholder, Patrina Kerr, who will join Gratifii’s Board and retain an approximately 4% ownership stake in Gratifii post-completion (after conversion of all convertible notes).

The inclusion of Hachiko capabilities and qualified team will enhance capacity and remove the requirement for third-party providers, enabling Gratifii to accelerate the sales and implementation of Mosaic.

The Group’s combined business is forecast to be operationally cashflow post-completion, with strong opportunities for synergistic cost savings across administration, marketing, infrastructure, and shared services.

Gratifii will also be providing new technology functionality for Hachiko and Neat Ideas, including carbon credit management, card linked rewards, equity rewards and voucher swap.

Acquisition Overview

Gratifii has signed a binding agreement to acquire 100% of the shares in Hachiko Pty Limited and its subsidiaries for a total consideration of A\$3.03m. Including Hachiko’s cash on hand and net working capital adjustments of \$0.56, the total consideration is \$3.59m, to be paid as follows:

- Cash consideration of A\$2.14m (“**Cash Consideration**”); and
- Scrip consideration of 73.1m fully paid ordinary shares issued at A\$0.026 being a 31% premium to Gratifii’s 14-day volume-weighted average price (VWAP)¹, equivalent to current market value of \$1.45m (“**Scrip Consideration**”)
 - 53.8m consideration shares (\$1.07m) may be subject to Shareholder approval and deferred for ~12 months as security against any warranty and indemnity claims²
 - The Scrip Consideration will be escrowed for 12 months from the date of the issue

The acquisition is at an attractive acquisition EV / FY22A EBITDA multiple of 4.9x. Including the identified synergies of approximately \$0.6m, the acquisition multiple reduces to 2.5x.

Consideration Summary

A\$

¹ As at 9 August 2022.

² \$1.07m of shares (to be issued at \$0.026) to be deferred for ~12 months as security against any warranty and indemnity claims (which are customary warranties for a transaction of this nature) and to be held via a loan agreement on GTI’s balance sheet.

Scrip Consideration	\$1.45m
Cash Consideration	\$2.14m
TOTAL	\$3.59m

Acquisition Funding Overview

To fund the Cash Consideration and associated Acquisition costs, the Company has received firm commitments to raise approximately \$2.725m from a share placement and convertible note issue.

- \$1.250m via a share placement of 69.4m new fully paid ordinary shares at \$0.018,; and
- \$1.475m via the issue of Convertible Notes at a fixed conversion price of \$0.023, 18 month total term and 10% interest rate

Placement – Gratifii has received binding commitments from new and existing institutional, sophisticated and professional investors in respect of a share placement to raise approximately \$1.250m at \$0.018 per share (“**Placement**”), being a 9.4% discount to Gratifii’s 14-day VWAP of \$0.020, for a total issue of 69.4m new fully paid ordinary shares (“**New Shares**”). The New Shares will be issued under the Company’s existing placement capacity pursuant to ASX Listing Rule 7.1.

Convertible note – Gratifii has received binding commitments from new and existing institutional, sophisticated and professional investors in respect of a convertible note issued raise approximately \$1.475m (“**New Notes**”) (the “**Convertible Note Issue**”)³. Key terms of the New Notes include: 10% interest rate, conversion price of \$0.023 (16% premium to GTI’s 14-day VWAP¹), convertible in 12 months at Noteholder’s discretion and 18 months total term.

Cornerstone investor and major Shareholder, the Bombora Special Investments Growth Fund, committed to the Convertible Note Issue as well as CEO & Managing Director, Iain Dunstan, and Non-Executive Director, Bryan Zekulich, are participating in the Convertible Note Issue, subject to shareholder approval with the balance of the New Notes being issued under the Company’s existing placement capacity pursuant to ASX Listing Rule 7.1.

MST Financial Services Pty Ltd was Lead Manager and Candour Advisory Pty Ltd was Co-manager on the Placement and Convertible Note Issue. Thomson Geer acted as Gratifii’s legal adviser.

Gratifii confirms that this announcement has been approved by the Board of Directors.

For further information, contact:

Iain Dunstan
CEO & Managing Director

³ \$762k will be subject to shareholder approval at the AGM, and will be held on Gratifii’s balance sheet as loan notes for the interim period.



E: iaind@gratified.com

Alastair Murray

Investor Relations & Corporate Advisor

Candour Advisory

E: alastair@candouradvisory.com.au

About Gratified Limited

Gratified Limited (ASX:GTI) is a full-stack customer engagement technology provider that delivers end-to-end technology solutions for businesses to engage with their customers. Its primary focus is providing liquidity for digital assets through its newly developed Mosaic Enterprise Engagement Platform. With mobile payment, curated content, ordering, booking and local offer capability; the Mosaic EEP will be the gateway to delivering a new digital lifestyle rewards program.

To learn more, please visit: www.gratified.com



Gratifii Limited | ABN 47 125 688 940

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **3.00pm (AEST) on Tuesday, 22 August 2023**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

