



SelfWealth Limited

ACN 154 324 428

(ASX code: SWF)

NOTICE OF 2019 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Meeting to be held at the offices of K&L Gates, Level 25, South Tower, 525 Collins Street
Melbourne 3000 on Thursday 21 November 2019 commencing at 10.30 am.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

SELFWEALTH LIMITED

ACN 154 324 428

Notice of Annual General Meeting

Notice is given for the 2019 Annual General Meeting of the Company to be held at the offices of K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne Victoria, 3000 at 10:30 am on 21 November 2019.

Agenda

Financial statements and reports

To table and consider the financial statements, the 2019 Annual Report and the reports of the Directors and of the Auditors for the year ended 30 June 2019. The 2019 Annual Report is available for download on SelfWealth's website: www.selfwealth.com.au.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

"That the Company's Remuneration Report for the year ended 30 June 2019 as set out in the Company's Annual Report for the year ended 30 June 2019 be adopted."

*Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company

Resolution 2: Election of Robert Edgley

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

"To elect Robert Edgley, who retires in accordance with ASX Listing Rule 14.4 and clauses 13.1(d) and 13.3(b)(ii) of the Company's Constitution and being eligible, offers himself for election as a Director."

Resolution 3: Ratification of previous issue of 20,171,001 shares to sophisticated and professional investors

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval be given for the previous issue of 20,171,001 Shares issued at \$0.070 per share to various sophisticated and professional investors for the purpose of investing in technology, resourcing for the client services and sales teams and to support the marketing activities of the Company's existing and future products"

Resolution 4: Approval of increased placement capacity

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

"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in the capacity of the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the

issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting.”

By order of the Board

A handwritten signature in black ink, consisting of a stylized 'P' followed by a series of loops and a final vertical stroke.

Phillip Hains
Company Secretary
14 October 2019

VOTING ENTITLEMENT NOTICE

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 10:30 am on 19 November 2019. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

PROXIES

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy form may specify the proportion or number of votes which the proxy may exercise. If it does not specify the proportion or number of votes the proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder. Proxy Forms must be lodged in accordance with the directions set out on the Proxy Form not later than 48 hours prior to the Meeting.

Appointment of Proxies

If you are entitled to vote at the Meeting you have the right to appoint a proxy to attend and vote in your place. To appoint a proxy you should complete Step 1 on the attached Proxy Form. If you wish to appoint a person other than the Chairman, you should complete the second panel in Step 1, and not “tick” the first panel.

The proxy need not be a Shareholder of the Company. If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half your votes. If there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote, then the Chairman, subject to the voting exclusion provisions, will vote FOR each Resolution. Please refer to the Voting Exclusion Statements contained in this Notice of Meeting and the Proxy Form for further information.

If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines. Proxy Forms must be received at the Company's Share Registry's office, by mail to C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia, or by fax, on +61 2 9287 0309, by no later than 10:30 am on Tuesday, 19 November 2019. For further details, please refer to the Proxy Form.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

SELFWEALTH LIMITED

ACN 154 324 428

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at 10:30 am on 21 November 2019 (**Meeting**).

The Meeting will first deal with the usual regulatory requirements for an annual general meeting, namely the laying of the financial reports before the Meeting, the adoption of the Remuneration Report and the election of a director (Resolution 1 and 2).

Resolution 3 seeks approval for the ratification of previously issued shares to sophisticated and professional investors.

Finally, Resolution 4 seeks Shareholder approval in order to give the Company some further flexibility over the following 12 months to be able to issue Shares (subject to the ASX Listing Rules) up to a further 10% of its total share capital under ASX Listing Rule 7.1A without seeking prior shareholder approval, therefore enabling it to be able to move more quickly to seize upon any opportunities, or meet needs, should they arise.

1. Accounts and Reports

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2019.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the meeting. Copies of these reports can be found on the Company's website www.selfwealth.com.au.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2019;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of Remuneration Report

2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2019 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2019 Annual Report can be found on its website at www.selfwealth.com.au.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2019 Annual General Meeting:

- (c) and comments were made on the remuneration report that was considered at the 2019 Annual General Meeting, at the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2020 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- (d) if the Company's subsequent (i.e. 2020) Remuneration Report also receives a "no vote" at the 2020 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2020 Annual General Meeting will be asked (at that 2020 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

2.2 Board Recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1.

Subject to the below voting restrictions, the Chairman intends to exercise all undirected proxies in favour of Resolution 1.

2.3 Voting Prohibition Statement

Voting Prohibition:

A vote must not be cast (in any capacity) on this Resolution 1:

- (a) by or on behalf of a member of the Company's key management personnel whose remuneration is disclosed in the Remuneration Report (**Key Management Personnel or KMP**), or*
- (b) by or on behalf of a closely related party of a member of KMP.*

However, a KMP may cast a vote on this Resolution 1 as a proxy if it is not cast on behalf of any member of the KMP, and either:

- (c) the proxy appointing the member of the KMP specifies the way the proxy is to vote on the Resolution; or*
- (d) the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the Resolution and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of KMP.*

3. Resolution 2: Election of Robert Edgley

3.1 Background

Rule 13.1(d) of the Company's Constitution provides that, amongst other things, that a director appointed under Rule 13.1(c) holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting pursuant to Rule 13.3(b)(ii).

Robert Edgley, appointed by the directors of the Company on 17 April 2019 under rule 13.1(c) of the Company's Constitution and being eligible, offers himself for re-election.

Robert Edgley's career has been predominantly focused in international finance and investment banking in Australia, Asia and the United Kingdom. He has significant experience and skills in strategic planning, performance management and marketing and has proven abilities in building businesses. Robert previously held the position of director and head of sales for the Royal Bank of Scotland in the Asia Pacific region and was a director of Royal Bank of Scotland Australia Pty Ltd. Robert holds a Bachelor of Economics from Monash University together with a secondary degree in Japanese language.

3.2 Board Recommendation

The Directors (other than Robert Edgley) recommend that Shareholders vote in favour of this Resolution 2.

4. Resolution 3: Ratification of previous issue of 20,171,001 shares to sophisticated and professional investors

4.1 Background

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) Shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% (**15% Limit**).

Where at an annual general meeting, the shareholders have approved by special resolution the additional capacity to issue equity securities under ASX Listing Rule 7.1A, the company may issue an additional 10% of the share capital (**Additional 10% Capacity**), in the following 12-month period. The Additional 10% Capacity, once approved, is available in addition to the 15% Limit.

Shareholders will recall that at the 2018 annual general meeting, the Company obtained shareholder approval for the Additional 10% Capacity.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify a prior issue of securities under Listing Rules 7.1 and or 7.1A. (provided that the previous issue of securities did not breach those rules), those securities issuances will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1 and 7.1A, respectively.

4.2 ASX Listing Rules Application

The purpose of Resolutions 3 is to seek shareholder approval pursuant to ASX Listing Rule 7.4. to the previous allotments of a total of 20,171,001 securities on 20 December 2018 pursuant to ASX Listing Rules 7.1 and 7.1A, namely the issue to professional and sophisticated investors (introduced to the Company by Minerva Capital Partners) of the following:

- a) 7,225,473 Shares at \$0.07 per Share under the Company's 15% Limit, and
- b) 12,945,528 Shares at \$0.07 per Share under the Company's Additional 10% Capacity.

The issue of securities detailed above was within the 15% Limit and Additional 10% Capacity thresholds, respectively.

All securities detailed above were issued as fully paid ordinary shares ranking equally with existing shares on issue.

The current and intended use of the funds raised is for investing in technology, resourcing for the client services and sales teams and to support the marketing activities of the Company's existing and future products.

The above information is provided in compliance with the information requirements of Listing Rule 7.5 for seeking Shareholder approval pursuant to Listing Rule 7.4.

4.3 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

4.4 Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast in favour of the proposed Resolution 4 by or on behalf of any person (or their associates) who participated in the issue.

However, the Company need not disregard a vote on Resolution 4 if:

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

5. Resolution 4: Approval of increased placement capacity

5.1 Placement capacity

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, to issue equity securities up to 10% of its issued share capital (**Placement Securities**) through placements over a 12-month period after the annual general meeting. The additional 10% capacity (**Additional 10% Capacity**) is in addition to the Company's 15% placement capacity under Listing Rule 7.1. This Resolution 4 seeks approval to allow the Board the flexibility to issue additional Shares if it so decided. The Board may decide not to issue any Placement Securities.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. As at the date of this Notice of Meeting, the Company is an "eligible entity" for the purposes of ASX Listing Rule 7.1A.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional 10% Capacity.

The (maximum) number of equity securities that could be issued under the Additional 10% Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

5.2 Description of Listing Rule 7.1A

Any equity securities issued under the Additional 10% Capacity must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of equity securities, being ordinary shares (**Shares**).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting for the Additional 10% Capacity may issue or agree to issue, during the 12 month period after the date of that annual general

meeting, a number of Placement Securities up to that amount calculated in accordance with the following formula:

$$\text{Additional Capacity} = (A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

The issue price of Placement Securities issued under Listing Rule 7.1A.3 must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which Placement Securities are to be issued is agreed; or
- (ii) if Placement Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which Placement Securities are issued.

Shareholder approval of the Additional 10% Capacity under Listing Rule 7.1A.1 is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX

(10% Placement Period).

The effect of Resolution 4 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period without using any of the Company's 15% placement capacity under Listing Rule 7.1.

5.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Capacity as follows:

(a) Minimum issue price

The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date in paragraph , the date on which the securities are issued.

The actual number of Placement Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2, as described above.

(b) Effect on existing (non-participating) Shareholders

If Resolution 4 is approved by Shareholders and the Company issues Placement Securities under the Additional 10% Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of any Placement Securities than on the date of the Annual General Meeting; and
- (ii) Placement Securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date, or Placement Securities may be issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The below table is included for illustrative purposes only and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 7 October 2019 and the current number of Shares for variable "A" (above) calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows the voting dilution impact in:

- (i) Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and

- (ii) Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the Additional 10% Capacity.
- (ii) 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%.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder's holding at the date of the Annual General Meeting.
- (iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Placement Securities under the Additional 10% Capacity consists only of Shares, with no options being exercised into Shares before the date of the issue of the Placement Securities under the Additional 10% Capacity.
- (vi) The issue price is \$0.260, being the closing price of the Shares on ASX on 7 October 2019.

Variable 'A' in Listing Rule 7.1A.2		\$0.130 50% decrease in Issue Price	\$0.260 Issue Price	\$0.520 100% increase in Issue Price
Current Variable A 171,782,428 Shares	10% Voting Dilution	17,178,243 Shares	17,178,243 Shares	17,178,243 Shares
	Funds raised	\$2,233,172	\$4,466,343	\$8,932,686
50 % increase in current Variable A 257,673,641 Shares	10% Voting Dilution	25,767,364 Shares	25,767,364 Shares	25,767,364 Shares
		\$3,349,757	\$6,699,515	\$13,399,029

	Funds raised			
100% increase in current Variable A 343,564,855 Shares	10% Voting Dilution	34,356,486 Shares	34,356,486 Shares	34,356,486 Shares
	Funds raised	\$4,466,343	\$8,932,686	\$17,865,372

(c) Date by which Placement Securities may be issued

The Company will only issue and allot Placement Shares during the 10% Placement Period, that is, at any time up to 20 November 2020. An approval given under Resolution 4 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purposes for which Placement Securities may be issued

The Company may seek to issue Placement Securities as non-cash consideration or cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes.

There are no current proposals to utilise the Additional 10% Capacity. The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Placement Securities.

Should any specific proposals be approved by the Board, the Company will announce same to ASX as required by its continuous disclosure obligations

(e) Company's share allocation policy

The Company's share allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Capacity. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, issues in which existing security holders can participate;
- (ii) the effect of the issue of the Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Previous approvals under ASX Listing Rule 7.1A

The Company last obtained Shareholder approval under Listing Rule 7.1A, on 15 November 2018

(g) Information under ASX Listing Rule 7.3A.6

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

Equity securities on issue at the commencement of the 12-month period	139,062,109 (being 129,455,280 fully paid ordinary shares and 9,606,829 options to acquire shares)
Equity securities issued in the prior 12-month period	42,327,148 (fully paid ordinary shares)
Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period	30.44%

A table sets out specific details for each issue of equity securities that has taken place in the 12-month period preceding the date of the AGM is included in the Annexure on page 16.

5.4 Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 4.

5.5 Voting Exclusion Statement

Voting exclusion:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person (or their associates) who is expected to participate, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of the Company's ordinary securities).

However, the Company need not disregard a vote on Resolution 4 if:

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

At the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of equity securities under the 10% Placement Facility. If this is still the case on the date of the Meeting, no existing Shareholder's votes will be excluded under this voting exclusion.

6. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Annexure A – Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting / AGM means the annual general meeting of the Company to be held at 10:30 am on 21 November 2019 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Company means **Selfwealth** means Selfwealth Ltd or ACN 154 324 428.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel or KMP means the key management personnel as disclosed in the 2019 Remuneration Report.

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2019 as set out in the Company's Annual Report for the year ended 30 June 2019.

Resolution means the resolutions referred to in the Notice of Meeting.

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average price, rounded down to four decimal places, of the Shares traded in the ordinary course of business on the ASX over a specified of successive trading days (excluding crossings executed outside the open session state, special crossings, overseas trades and trades pursuant to exercise of options over Shares).

Annexure

Information under Listing Rule 7.3A.6(b)

Date of issue	Number issued	Class and type of equity security	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Price at which equity securities were issued	Discount to market price (if any):	For cash issues			
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):
20-Dec-18	20,171,001	Ordinary shares	Shares rank pari passu with all other fully paid ordinary shares on issue in the Company	Sophisticated and professional investors under a private placement	\$0.070	4.52% discount to 15-day VWAP	\$1,411,970	(*)	For investing in technology, resourcing for the client services and sales teams and to support the marketing activities of the Company's existing and future products	
7-Feb-19	2,252,308			Eligible shareholders under a rights issue			\$157,662			
7 & 27-Mar-19	17,642,858			Investors who participated in the shortfall placement			\$1,235,000			
15-May-19	854,750			Senior management (including the Managing Director)	Deemed issue price of \$0.150	N/A	N/A – non-cash issue			
27-Sep-19	1,406,231			Eligible employees for FY19 bonus – in lieu of cash payment	Deemed issue price of \$0.126	N/A				

(*) - Cash when raised is held in a common bank account and is not tracked separately.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

SelfWealth Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 21 November 2019 at K&L Gates, Level 25, South Tower, 525 Collins Street, Melbourne Victoria, 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Election of Robert Edgley as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Ratification of previous issue of 20,171,001 shares to sophisticated and professional investors

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of increased placement capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 19 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Selfwealth Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**