

Notice of Extraordinary General Meeting and explanatory memorandum

Crowd Media Holdings Limited

ACN 083 160 909

Date: 19 March 2021

Time: 5.30pm (AEDT)

Place: Online via the Lumi App or <https://web.lumiagm.com/360957342>

NOTICE OF 2021 EXTRAORDINARY GENERAL MEETING

Notice is given that the 2021 Extraordinary General Meeting of Crowd Media Holdings Limited ACN 083 160 909 (the **Company**) will be held online via the Lumi App or <https://web.lumiagm.com/360957342> on 19 March 2021 at 5.30pm (AEDT)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Extraordinary General Meeting:

Ordinary Business

Resolution 1	Ratification of issue of Investor Relations Advisory Shares
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of 1,950,000 Shares in consideration for Investor Relations advisory services provided by General Research GmbH.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,950,000 Shares on 18 November 2020 to General Research GmbH (and its nominees) in consideration for investor relations advisory services, on the terms and conditions set out in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of General Research GmbH and its nominees which participated in the issue of the Shares under this Resolution, or any of their associates. However, this does not apply to a vote cast in favour of the 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none">○ 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○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2	Ratification of issue of November Placement Shares
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of the 80,000,000 Shares to professional and sophisticated investors to raise working capital.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 80,000,000 Shares on 19 November 2020 to professional and sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of any investor who participated in the November Placement and their nominees which participated in the issue of the Shares under this Resolution, or any of their associates. However, this does not apply to a vote cast in favour of the 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 3	Ratification of issue of February Placement Shares
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of the 32,000,000 Shares to professional and sophisticated investors to raise working capital.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 32,000,000 Shares on 1 February 2021 to professional and sophisticated investors, on the terms and conditions set out in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of any investor who participated in the February Placement and their nominees which participated in the issue of the Shares under this Resolution, or any of their associates. However, this does not apply to a vote cast in favour of the Resolution by:

	<p>(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 4	Approval of issue of November Placement Options
Description	The Company seeks Shareholder approval for the issue of 40,000,000 Options, without using the Company's 15% placement capacity under ASX Listing Rule 7.1, to Shareholders who participated in the Placement on 19 November 2020.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 40,000,000 November Placement Options and the issue of underlying Shares in respect of those options, on such terms and conditions set out in the Explanatory Memorandum."</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of any investor who participated in the November Placement and their nominees which participated in the issue of the Shares under on 19 November 2020, or any of their associates.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <p>(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5	Approval of issue of November Lead Manager Options
Description	The Company seeks Shareholder approval for the issue of 10,000,000 Options, without using the Company's 15% placement capacity under ASX Listing Rule 7.1, to the lead manager of the November Placement in lieu of fees.

Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 10,000,000 Lead Manager Options and the issue of underlying Shares in respect of those options, to Evolution Capital Advisors Pty Ltd (and its nominees) on such terms and conditions set out in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Evolution Capital Advisors Pty Ltd and its nominees who will receive Options under this Resolution, or any of their associates. However, this does not apply to a vote cast in favour of the Resolution by: <ul style="list-style-type: none"> (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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6	Approval of issue of February Placement Options
Description	The Company seeks Shareholder approval for the issue of 16,000,000 Options, without using the Company’s 15% placement capacity under ASX Listing Rule 7.1, to Shareholders who participated in the Placement on 1 February 2021.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 16,000,000 February Placement Options and the issue of underlying Shares in respect of those options, on such terms and conditions set out in the Explanatory Memorandum.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of any investor who participated in the February Placement and their nominees which participated in the issue of the Shares under on 1 February 2021, or any of their associates. However, this does not apply to a vote cast in favour of the Resolution by:

	<p>(a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(b) The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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Resolution 7	Approval of issue of February Lead Manager Options
Description	The Company seeks Shareholder approval for the issue of 4,000,000 Options, without using the Company's 15% placement capacity under ASX Listing Rule 7.1, to the co-lead managers of the February Placement in lieu of fees.
Resolution	<p>To consider and, if thought fit, pass the following Resolution as an ordinary resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 4,000,000 February Lead Manager Options and the issue of underlying Shares in respect of those options, to the co-Lead Managers (and their nominees) on such terms and conditions set out in the Explanatory Memorandum."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Evolution Capital Advisors Pty Ltd, Peak Asset Management and their nominees who will receive Options under this Resolution, or any of their associates.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> (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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8	Approval of issue of Aflorithmic Labs Shares
Description	The Company seeks Shareholder approval for the issue of 8,451,740 Shares, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution	To consider and, if thought fit, pass the following Resolution as an ordinary resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 8,451,740 Shares to Aflorithmic Labs Ltd (and its nominees) on such terms and conditions set out in the Explanatory Memorandum."</i>
Voting Exclusion	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Aflorithmic Labs Ltd and its nominees who will receive Shares under this Resolution, or any of their associates. However, this does not apply to a vote cast in favour of the 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 of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ 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 ○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 16 February 2021

By order of the Board of Crowd Media Holdings Limited

Laura Newell
Company Secretary

VOTING INFORMATION

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) 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 or title of the individual representative of the body corporate for the Meeting.
- (e) A Proxy Form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) **certified** copy of that power of authority by **5.30pm (AEDT) on 17 March 2021**

Online <https://www.votingonline.com.au/crowdmediaegm2021>

By post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

By personal delivery BoardRoom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

By facsimile +61 9290 9655

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the Corporations Regulations 2001 that Shares in the Company which are on issue at 7.00 pm (AEDT) on 17 March 2021 will be taken to be held by the persons who held them at that time for the purposes of the Extraordinary General Meeting (including determining voting entitlements at the Meeting).

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

Virtual participation

In accordance with Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, and to facilitate Shareholder participation, the Chairman has determined that Shareholders will have the opportunity to participate in the EGM through an online platform.

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

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com/360957342>; or
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/360957342> or by using the Lumi GM app, which is available by downloading the app from the Apple App Store or Google Play Store.

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

- the meeting ID for the online EGM, which is 360-957-342
- your username is your Boardroom Voting Access Code (VAC), which is located on the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

Shareholders will be able to view the EGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the EGM (including how to vote and ask questions online during the EGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

EXPLANATORY MEMORANDUM TO NOTICE OF 2021 EXTRAORDINARY GENERAL MEETING

Resolutions 1 – 3 (inclusive) – Ratification issues of Shares

Requirement for approvals under ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, 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. 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 increase this 15% limit by an extra 10% to 25%. The Company received approval from Shareholders at the 2020 annual general meeting to increase the Company’s placement capacity under Listing Rule 7.1A.

The Shares issued under Resolutions 1, 2 and 3 do not fit within any of these exceptions and, as they have not yet been approved by the Company’s Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, reducing the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date. The Company’s capacity to issue equity securities under Listing Rule 7.1A will be reduced until the earlier of the expiry of the authority to issue securities under the additional 10% placement capacity or 12 months from the date of issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company’s capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 1, 2 and 3 seek Shareholder approval to the Shares issued under and for the purposes of Listing Rule 7.4.

If Resolutions 1, 2 and 3 are passed, the Shares issued under the approved Resolutions will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A effectively, increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the securities were issued.

If Resolutions 1, 2 and 3 are not passed, the Shares issued under the failed Resolutions will be included in calculating the Company’s 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date the securities were issued.

The Directors do not (save for as otherwise set out in this Notice) currently have any specific intention to make any further issue of securities without approval of Shareholders under Listing Rule 7.1 in the next 12 months, unless such issue falls under an exception to the 15% threshold in LR 7.2.

The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 7.1 and 7.1A Placement Capacity, as this will enhance the Company’s flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

Resolution 1 – Ratification of issue of Investor Relations Advisory Shares

Specific information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in respect of this Resolution:</p> <p>No. of securities issued 1,950,000 fully paid ordinary shares, held in voluntary escrow for a period of 12 months from the date of issue. Following the release of the Shares from voluntary escrow, the shares will rank pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Issue price per security \$0.05 per Share</p> <p>Issue Date 18 November 2020</p> <p>Name of allottees General Research GmbH</p> <p>Use of funds raised No funds were raised from the issue of the Shares, as the Shares were issued as consideration for investor relations advisory services provided by General Research GmbH.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is the reinstatement of a proportion of the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 2 – Ratification of issue of November Placement Shares

Specific information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in respect of this Resolution:</p> <p>No. of securities issued 80,000,000 fully paid ordinary shares, ranking pari-passu with other existing fully paid ordinary shares in the Company (November Placement Shares).</p> <p>Note: 44,520,963 Shares were issued under the Company's 7.1 Placement Capacity and the remaining 35,479,037 Shares were issued under the Company's 7.1A Placement Capacity.</p> <p>Issue price per security 44,520,963 Shares at \$0.04362 per Share 35,479,037 Shares at \$0.058 per Share</p> <p>Issue Date 19 November 2020</p> <p>Name of allottees The November Placement Shares were issued to professional and sophisticated investors.</p> <p>Use of funds raised The funds raised from the issue of the November Placement Shares was utilised to support the "Talking Head" R&D, inventory for Crowd Direct, pay down of the Billfront debt facility and general working capital.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.

Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is the reinstatement of a proportion of the Company's 15% Placement Capacity under Listing Rule 7.1 and 10% Placement Capacity under Listing Rule 7.1A. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 3 – Ratification of issue of February Placement Shares

Specific information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in respect of this Resolution:</p> <p>No. of securities issued 32,000,000 fully paid ordinary shares, ranking pari-passu with other existing fully paid ordinary shares in the Company (February Placement Shares).</p> <p>Note: 22,000,000 Shares were issued under the Company's 7.1 Placement Capacity and the remaining 10,000,000 Shares were issued under the Company's 7.1A Placement Capacity.</p> <p>Issue price per security \$0.05 per Share</p> <p>Issue Date 1 February 2021</p> <p>Name of allottees The February Placement Shares were issued to professional and sophisticated investors.</p> <p>Use of funds raised The funds raised from the issue of the February Placement Shares was utilised to strengthen the Company's balance sheet and to continue accelerating R&D for its "Talking Heads" technology.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is the reinstatement of a proportion of the Company's 15% Placement Capacity under Listing Rule 7.1 and 10% Placement Capacity under Listing Rule 7.1A. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolutions 4 - 8 (inclusive) – Approval of issue of Options and Shares

Requirement for approvals under ASX Listing Rules	<p>Broadly speaking, and subject to a number of exceptions, 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 shares it had on issue at the start of that period.</p> <p>The issue of Placement Options, Lead Manager Options and AFLR Shares do not fit within any of the exceptions under Listing Rule 7.2. If Resolutions 1, 2 and 3 set out in the Notice are passed, the issue of Placement Options, Lead Manager Options and AFLR Shares will not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule. The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of Placement Options, Lead Manager Options and AFLR Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.</p>
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	<p>To this end, Resolutions 4 - 8 seek Shareholder approval to the issue Placement Options, Lead Manager Options and AFLR Shares under and for the purposes of Listing Rule 7.1.</p> <p>If the Resolutions are passed, the issue of Placement Options, Lead Manager Options and AFLR Shares can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.</p> <p>If the Resolutions are not passed but all other Resolutions within this Notice are passed, the issue of Placement Options, Lead Manager Options and AFLR Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Placement Options issue.</p> <p>If Resolutions 4 - 8 are not passed and at least one other Resolution within this Notice is not passed, the Company will not be able to proceed with the issue of Placement Options, Lead Manager Options and AFLR Shares as the Company will have insufficient Placement Capacity under Listing Rule 7.1.</p> <p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15% Placement Capacity, as this will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p>
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Resolution 4 – Approval of issue of November Placement Options

<p>Specific information required by ASX Listing Rule 7.3</p>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders in respect of this Resolution:</p> <p>Maximum no. of securities to be issued 40,000,000 Options, each to acquire a Share, exercisable at \$0.07 on or before the date that is 24 months from their date of issue (November Placement Options).</p> <p>Issue price per security The November Placement Options will be issued for nil cash consideration. The November Placement Options are being issued on the basis of one free attaching Placement Option for each November Placement Share (the subject of Resolution 2) issued.</p> <p>Date by which securities will be issued If Shareholder approval is obtained for this Resolution, the Company will issue the November Placement Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Name of allottees The professional and sophisticated investors who participated in the issue of November Placement Shares (the subject of Resolution 2).</p> <p>Terms of securities Each November Placement Option is exercisable at \$0.07 on or before the date that is 24 months from their date of issue.</p> <p>The Company will not apply to ASX for quotation of the November Placement Options.</p> <p>Any Shares issued upon exercise of the November Placement Options will be fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company. The Company will apply to ASX for quotation of these Shares at their time of issue.</p>
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	<p>Use of funds raised</p> <p>No funds will be raised from the issue of the November Placement Options, as the November Placement Options are being issued on the basis of one free attaching November Placement Option for each November Placement Share (the subject of Resolution 2) issued.</p> <p>In the event that any funds are raised through the exercise of any November Placement Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is to enable the Company to issue the November Placement Options without utilising the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 5 – Approval of issue of November Lead Manager Options

Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders in respect of this Resolution:</p> <p>Maximum no. of securities to be issued 10,000,000 Options, each to acquire a Share, exercisable at \$0.07 on or before the date that is 24 months from their date of issue (November Lead Manager Options).</p> <p>Issue price per security The November Lead Manager Options will be issued for nil cash consideration. The November Lead Manager Options are being issued in lieu of lead manager fees relating to the November Placement (the subject of Resolution 2).</p> <p>Date by which securities will be issued If Shareholder approval is obtained for this Resolution, the Company will issue the November Lead Manager Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Name of allottees Evolution Capital Advisors Pty Ltd</p> <p>Terms of securities Each November Lead Manager Option is exercisable at \$0.07 on or before the date that is 24 months from their date of issue.</p> <p>The Company will not apply to ASX for quotation of the Lead Manager Options.</p> <p>Any Shares issued upon exercise of the November Lead Manager Options will be fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company. The Company will apply to ASX for quotation of these Shares at their time of issue.</p>
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	<p>Use of funds raised</p> <p>No funds will be raised from the issue of the November Lead Manager Options, as the November Lead Manager Options are being issued in lieu of lead manager fees relating to the November Placement (the subject of Resolution 2).</p> <p>In the event that any funds are raised through the exercise of any November Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is to enable the Company to issue the November Lead Manager Options without utilising the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 6 – Approval of issue of February Placement Options

Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders in respect of this Resolution:</p> <p>Maximum no. of securities to be issued 16,000,000 Options, each to acquire a Share, exercisable at \$0.07 on or before the date that is 24 months from their date of issue (February Placement Options).</p> <p>Issue price per security The February Placement Options will be issued for nil cash consideration. The February Placement Options are being issued on the basis of one free attaching February Placement Option for each February Placement Share (the subject of Resolution 3) issued.</p> <p>Date by which securities will be issued If Shareholder approval is obtained for this Resolution, the Company will issue the February Placement Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Name of allottees The professional and sophisticated investors who participated in the issue of February Placement Shares (the subject of Resolution 3).</p> <p>Terms of securities Each February Placement Option is exercisable at \$0.07 on or before the date that is 24 months from their date of issue.</p> <p>The Company will not apply to ASX for quotation of the February Placement Options.</p> <p>Any Shares issued upon exercise of the February Placement Options will be fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company. The Company will apply to ASX for quotation of these Shares at their time of issue.</p>
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	<p>Use of funds raised</p> <p>No funds will be raised from the issue of the February Placement Options, as the February Placement Options are being issued on the basis of one free attaching February Placement Option for each February Placement Share (the subject of Resolution 3) issued.</p> <p>In the event that any funds are raised through the exercise of any February Placement Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is to enable the Company to issue the February Placement Options without utilising the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 7 – Approval of issue of February Lead Manager Options

Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders in respect of this Resolution:</p> <p>Maximum no. of securities to be issued 10,000,000 Options, each to acquire a Share, exercisable at \$0.07 on or before the date that is 24 months from their date of issue (February Lead Manager Options).</p> <p>Issue price per security The February Lead Manager Options will be issued for nil cash consideration. The February Lead Manager Options are being issued in lieu of lead manager fees relating to the February Placement (the subject of Resolution 3).</p> <p>Date by which securities will be issued If Shareholder approval is obtained for this Resolution, the Company will issue the February Lead Manager Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Name of allottees Evolution Capital Advisors Pty Ltd and Peak Asset Management (Lead Managers). Each Lead Manager will receive 2,000,000 February Lead Manager Options.</p> <p>Terms of securities Each February Lead Manager Option is exercisable at \$0.07 on or before the date that is 24 months from their date of issue.</p> <p>The Company will not apply to ASX for quotation of the February Lead Manager Options.</p> <p>Any Shares issued upon exercise of the February Lead Manager Options will be fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company. The Company will apply to ASX for quotation of these Shares at their time of issue.</p>
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	<p>Use of funds raised</p> <p>No funds will be raised from the issue of the February Lead Manager Options, as the Lead Manager Options are being issued in lieu of lead manager fees relating to the February Placement (the subject of Resolution 3).</p> <p>In the event that any funds are raised through the exercise of any February Lead Manager Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is to enable the Company to issue the February Lead Manager Options without utilising the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 8 – Approval of issue of Aflorithmic Labs Shares

Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders in respect of this Resolution:</p> <p>Maximum no. of securities to be issued 8,451,740 Shares (AFLR Shares).</p> <p>Issue price per security \$0.053 per Share</p> <p>Date by which securities will be issued If Shareholder approval is obtained for this Resolution, the Company will issue the AFLR Shares as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</p> <p>Name of allottees Aflorithmic Labs Ltd (AFLR)</p> <p>Use of funds raised No funds will be raised from the issue of the AFLR Shares. The Company has committed to invest GBP£1.0m (AUD\$1.773m) into Aflorithmic Labs Ltd, in a combination of cash (75%) and Shares (25%), for a 10% stake in AFLR, as per the announcement to the market on 27 January 2021.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	As explained above, the effect of Shareholder approval for this Resolution is to enable the Company to issue the AFLR Shares without utilising the Company's 15% Placement Capacity. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS

Chairman	Means the chairman of the extraordinary general meeting
Company or Crowd Media	Means Crowd Media Holdings Limited ACN 083 160 909.
Constitution	Means the Company's constitution
Corporations Act	Means the Corporations Act 2001 (Cth)
Director	Means a director of the board of Crowd Media Holdings Limited
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice
Extraordinary General Meeting or Meeting	Means the extraordinary general meeting of the Company for 2021 to which the Notice relates
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum
Options	An option to acquire a fully paid ordinary share in the Company
Proxy Form	Means the proxy form that is enclosed with and forms part of this Notice
Resolution	Means a resolution set out in this Notice
Share	Means a fully paid ordinary share in the capital of the Company
Shareholder	Means a holder of at least one Share in the Company

Virtual Meeting User Guide

Getting Started

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

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

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

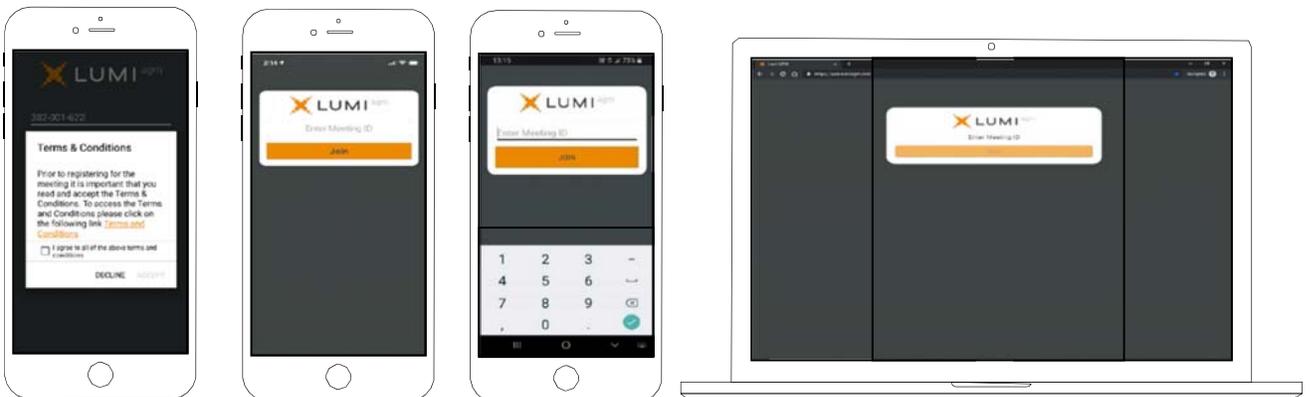
Meeting ID: 360-957-342

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

Overseas Residents Username - **Voting Access Code (VAC*)** and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email. A full list of country codes can be found at the end of this guide.

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

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



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

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



Navigating

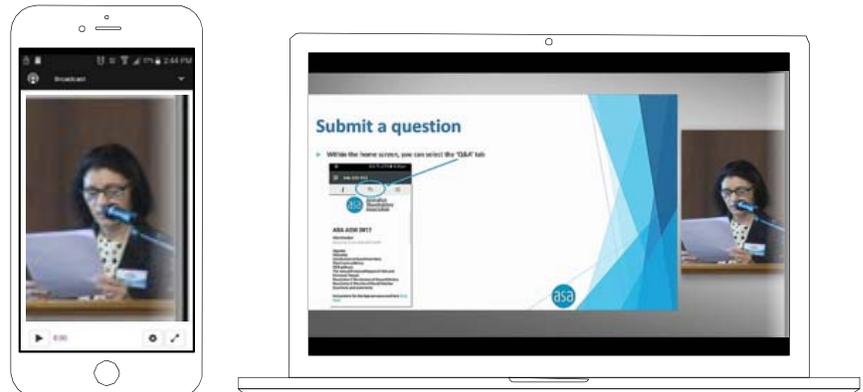
Once you have registered, you will be taken to the homepage which displays your name and meeting information.



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

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

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

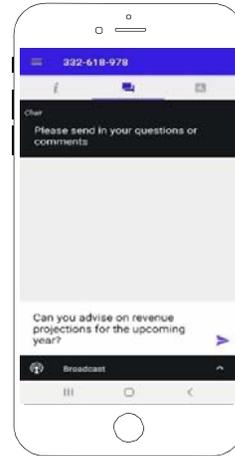


To ask a Question

If you would like to ask a question:

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

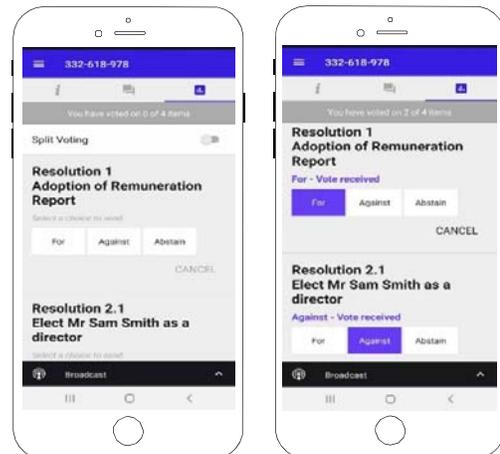
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

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



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

Country Codes

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

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

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

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

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

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 5:30pm (AEDT) on Wednesday 17 March 2021.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/crowdmediaaegm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **5:30pm (AEDT) on Wednesday 17 March 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged as follows:

- 🖥 **Online** <https://www.votingonline.com.au/crowdmediaaegm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

No attendance will be permitted at the meeting. Refer to the Notice of Meeting for further information on participating in the virtual meeting.

Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held virtually at <https://web.lumiagm.com/360957342> on **Friday, 19 March 2021 at 5:30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Refer to the Notice of Meeting for further details on how to participate in the virtual meeting.

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

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

		For	Against	Abstain*
Resolution 1	Ratification of issue of Investor Relations Advisory Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of November Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of February Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of November Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of November Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of February Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of February Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of Aflorithmic Labs Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021