

# Notice of Annual General Meeting and explanatory memorandum

**Crowd Media Holdings Limited**

ACN 083 160 909

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**Date:** Wednesday 25 November 2020

**Time:** 6.00pm (AEDT)

**Place:** Online via the Lumi App or <https://web.lumiagm.com/301888636>

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# NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting of  
Crowd Media Holdings Limited ACN 083 160 909 (the **Company**)  
will be held at online via the Lumi App or <https://web.lumiagm.com/301888636>  
on Wednesday 25 November 2020 at 6.00pm (AEDT)

## BUSINESS OF THE MEETING

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

### Ordinary Business

#### FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2020.

#### ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2020 Annual Report and is available from the Company's website ( <a href="http://www.crowdmedia.com.au">www.crowdmedia.com.au</a> ). In accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2020 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this Resolution:  (a) by or on behalf of a member of Key Management Personnel ( <b>KMP</b> ) named in the remuneration report for the year ended 30 June 2020, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and  (b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.  However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:  (c) in accordance with the directions of how to vote on the Proxy Form; or  (d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

## RE-ELECTION AND ELECTION OF DIRECTORS

<b>Resolution 2</b>	<b>Re-election of Robert Quandt as Director</b>
<b>Description</b>	Robert Quandt was appointed as a Director on 23 September 2019 and retires as a Director in accordance with clause 12.2 of the Constitution and, being eligible, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT Robert Quandt, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 12.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

<b>Resolution 3</b>	<b>Election of John Palermo as Director</b>
<b>Description</b>	John Palermo was appointed as a Director on 10 February 2020 and stands for election as a Director in accordance with clause 12.4 of the Constitution and, being eligible, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT John Palermo, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 12.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

## APPROVAL FOR ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

<b>Description</b>	Resolutions 4A – 4D seek Shareholder approval for the issue of performance rights to the Directors.
<b>Resolution 4A</b>	<b>Approval for issue of Carosa Rights</b>
<b>Description</b>	The Company seeks Shareholder approval for the issue of 5,000,000 Carosa Rights to Mr Domenic Carosa, CEO and Executive Director of the Company, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Carosa Rights, and the issue of underlying Shares in respect of the Carosa Rights, to Mr Domenic Carosa, CEO and Executive Director of the Company, or his nominee(s), on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>

<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Carosa and any of his 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"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<b>Resolution 4B</b>	<b>Approval for issue of Palermo Rights</b>
<b>Description</b>	<p>The Company seeks Shareholder approval for the issue of 5,000,000 Palermo Rights to Mr John Palermo, Non-Executive Director of the Company, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Palermo Rights, and the issue of underlying Shares in respect of the Palermo Rights, to Mr John Palermo, Non-Executive Director of the Company, or his nominee(s), on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Palermo and any of his 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"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

<b>Resolution 4C</b>	<b>Approval for issue of Quandt Rights</b>
<b>Description</b>	The Company seeks Shareholder approval for the issue of 5,000,000 Quandt Rights to Mr Robert Quandt, Non-Executive Director of the Company, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Quandt Rights, and the issue of underlying Shares in respect of the Quandt Rights, to Mr Robert Quandt, Non-Executive Director of the Company, or his nominee(s), on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Quandt and any of his associates.  However, this does not apply to a vote cast in favour of the Resolution by: <ul style="list-style-type: none"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<b>Resolution 4D</b>	<b>Approval for issue of Schapera Rights</b>
<b>Description</b>	The Company seeks Shareholder approval for the issue of 5,000,000 Schapera Rights to Mr Steven Schapera, Chairman of the Company, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 5,000,000 Schapera Rights, and the issue of underlying Shares in respect of the Schapera Rights, to Mr Steven Schapera, Chairman of the Company, or his nominee(s), on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Schapera and any of his 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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>
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#### APPROVAL OF PERFORMANCE RIGHTS PLAN

Resolution 5	Approval of Performance Rights Plan
<b>Description</b>	The Company seeks shareholder approval for the Company's Performance Rights Share Plan for the purposes of the ASX Listing Rules and the Corporations Act.
<b>Resolution (Ordinary)</b>	<p>To consider and if thought fit pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT the issue of performance rights and underlying performance shares in the Company under the Company's Performance Rights Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved as an exception to ASX Listing Rule 7.1 in accordance with exception 13 of ASX Listing Rule 7.2.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by any person who is eligible to participate in the employee incentive scheme and any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

## RATIFICATION OF PREVIOUS SECURITY ISSUES

Resolution 6	Ratification of issue of Convertible Note Interest Shares
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of 59,361 Shares in lieu of interest payable on the convertible notes.
<b>Resolution</b>	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 59,361 Shares on 3 September 2020 to Mr Anthony Ramage (and his nominee), on the terms and conditions set out in the Explanatory Memorandum.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Anthony Ramage and his nominee who participated in the issue of the Shares 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"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
Resolution 7	Ratification of issue of Acquisition Shares (Forever Holdings)
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of 4,000,000 Shares in consideration for investment in Forever Holdings Limited.
<b>Resolution</b>	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,000,000 Shares on 11 September 2020 to Forever Holdings Limited (and its nominee), on the terms and conditions set out in the Explanatory Memorandum.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Forever Holdings Limited and its nominee who participated in the issue of the Shares 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>

	<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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul>
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<b>Resolution 8</b>	<b>Ratification of issue of Commission Shares</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of 430,535 Shares in consideration for commission and facilitation payments to Perpetual Capital Investments Pty Ltd.
<b>Resolution</b>	<p>To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 430,535 Shares on 1 October 2020 to Perpetual Capital Investments Pty Ltd (and its nominees), on the terms and conditions set out in the Explanatory Memorandum.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of Perpetual Capital Investments Pty Ltd and its nominee who participated in the issue of the Shares 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"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

<b>Resolution 9</b>	<b>Ratification of issue of Commission Options</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of 7,500,000 Options in consideration for commission and facilitation payments to Perpetual Capital Investments Pty Ltd.
<b>Resolution</b>	To consider and, if thought fit, pass the following Resolution as an <b>ordinary resolution</b> :  <i>“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 7,500,000 Options on 1 October 2020 to Perpetual Capital Investments Pty Ltd (and its nominees), on the terms and conditions set out in the Explanatory Memorandum.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Perpetual Capital Investments Pty Ltd and its nominee who 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: <ul style="list-style-type: none"> <li>(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</li> <li>(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</li> <li>(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"> <li>○ 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</li> <li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

#### APPROVAL OF 10% PLACEMENT CAPACITY

<b>Resolution 10</b>	<b>Approval of 10% Placement Capacity</b>
<b>Description</b>	The Company seeks approval of Shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under ASX Listing Rule 7.1.
<b>Resolution (Special)</b>	To consider and, if thought fit, pass the following Resolution as a <b>special resolution</b> :  <i>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).  However, this does not apply to a vote cast in favour of the Resolution by:

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|  | <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"><li>○ 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</li><li>○ The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li></ul> |
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Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

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Dated: 22 October 2020

**By order of the Board of Crowd Media Holdings Limited**



**Laura Newell**  
**Company Secretary**

## QUESTIONS FROM SHAREHOLDERS

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In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia, in relation to the conduct of the external audit for the year ended 30 June 2020, or the content of its audit report. Please send your questions to:

The Company Secretary, **Crowd Media Holdings Limited**  
BoardRoom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

E. [company.secretary@boardroomlimited.com.au](mailto:company.secretary@boardroomlimited.com.au)

Written questions must be received by no later than **5.00 pm (AEDT) on Wednesday, 18 November 2020**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

## VOTING INFORMATION

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### Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual 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 **6.00pm (AEDT) on 23 November 2020**:

<b>Online</b>	<a href="http://www.votingonline.com.au/crowdmediaagm2020">www.votingonline.com.au/crowdmediaagm2020</a>
<b>By post</b>	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
<b>By personal delivery</b>	BoardRoom Pty Limited Level 12, Grosvenor Place 225 George Street Sydney NSW 2000
<b>By facsimile</b>	+61 9290 9655

### Voting and other entitlements at the Annual 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 **7.00pm (AEDT) on 23 November 2020** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

### Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 4A, 4B, 4C, 4D and 5. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 4A, 4B, 4C, 4D and 5. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Steven Schapera, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 4A, 4B, 4C, 4D and 5, he will not vote your proxy on that item of business.

## 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 AGM through an online platform.

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

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com/301888636>; or
- from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/301888636> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

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

- the meeting ID for the online AGM, which is 301-888-636
- 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 AGM live, lodge a direct vote in real time and ask questions online.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) 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 2020 ANNUAL GENERAL MEETING

### FINANCIAL AND RELATED REPORTS

Item	Financial and related reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2020 to be laid before the Company's 2020 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Crowd Media and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2020 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (<a href="http://www.crowdmedia.com.au">www.crowdmedia.com.au</a>).</p> <p>The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Australia, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2020, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</p>

### ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2020 Annual Report and is available from the Company's website (<a href="http://www.crowdmedia.com.au">www.crowdmedia.com.au</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p> <p><b>Voting consequences</b></p> <p>Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution</p>

	<p>proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (<b>Spill Resolution</b>).</p> <p>If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (<b>Spill Meeting</b>) within 90 days of the second annual general meeting, at which all of the Directors (other than the Executive Directors) of the Company, would need to stand for re-election.</p> <p>Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.</p> <p>As Shareholders voted in favour of the Company's Remuneration Report at its last Annual General Meeting, the Spill Resolution is not relevant for this Annual General Meeting.</p> <p>Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of Resolution 1, subject to compliance with the Corporations Act.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

## RE-ELECTION AND ELECTION OF DIRECTORS

<b>Resolution 2</b>	<b>Re-election of Robert Quandt as Director</b>
<b>Explanation</b>	<p>Clause 12.2 of the Constitution requires one third of the Directors (rounded up to the nearest whole number), other than the Managing Director, to retire at each annual general meeting of the Company. Clause 12.2 further provides that the Director/s to retire under clause 12.2 are those who have held office as Director for the longest period of time since their last election to office.</p> <p>Robert Quandt, retires at the 2020 Annual General Meeting, and being eligible under clause 12.2 of the Constitution, offers himself for re-election as a Director.</p>
<b>About Robert Quandt</b>	<p>Robert Quandt was appointed to the Board of the Company on 23 September 2019. Mr Quandt is currently a Non-Executive Director of the Company and is considered independent by the Board.</p> <p>Robert Quandt is a consultant by training and has spend 10 years in Management Consulting at Booz &amp; Company. He also served 2 years as strategy lead for the €5bn Americas Business of Linde AG a German industrial gases supplier. He later joined Invincible Brands, a digital native brand builder with HelloBody, Natural Mojo, lamKamu, Mermaid + Me and Banana Beauty as COO and CFO and helped to scale the business from 7m to 100m in just 3 years. Robert has broad expertise in operations from supply chain to fulfilment and deep expertise in Finance. He also lead the sale of Invincible Brands to the London based Private Equity Capital D.</p>
<b>Board Recommendation</b>	The Board, with Mr Quandt abstaining from making a recommendation on this Resolution, recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this

<b>available proxies</b>	Resolution.
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<b>Resolution 3</b>	<b>Election of John Palermo as Director</b>
<b>Explanation</b>	<p>Clause 12.4 of the Constitution provides that any Director appointed by the Board as an addition to the existing Directors holds office until the next general meeting and is then eligible for re-election at that meeting.</p> <p>John Palermo was appointed as a Director on 10 February 2020, and in accordance with clause 12.4 retires at the 2020 Annual General Meeting. He, being eligible under clause 12.4 of the Constitution, offers himself for re-election as a Director.</p>
<b>About John Palermo</b>	John has 20 years' experience in public practice, with expertise in corporate transaction execution, strategic business management and business structuring.
<b>Board Recommendation</b>	The Board, with Mr Palermo abstaining from making a recommendation on this Resolution, recommends that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

<b>Resolution 4</b>	<b>Issue of Performance Rights to Directors</b>
	<p>The Company is proposing to issue Performance Rights to all of the Directors of the Company.</p> <p>Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:</p> <ul style="list-style-type: none"> <li>• A director of the company (10.11.1);</li> <li>• A person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company (10.11.2);</li> <li>• A person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which them a right or expectation to do so (10.11.3);</li> <li>• An associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or</li> <li>• A person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,</li> </ul> <p>unless it obtains the approval of its shareholders.</p> <p>The Performance Rights Issues to the Directors fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12 and therefore require the approval of the Company's Shareholders under Listing Rule 10.11.</p> <p>Resolutions 4A to 4D seek the required Shareholder approval of the proposed Performance Rights Issues under and for the purposes of Listing Rule 10.11.</p> <p>If the Resolutions are passed, the Company will be able to proceed with the Performance Rights Issues and the Performance Rights (and Shares issued upon vesting of the Performance Rights) will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities under Listing Rule 7.1.</p>

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If the Resolutions are not passed, the Company will not be able to proceed with the Performance Rights Issues.

**Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Performance Rights contemplated by Resolutions 4A to 4D constitutes the provision of a financial benefit to a related party.

An exception to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the reasonable remuneration of the related party.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Shares pursuant to section 208 of the Corporations Act.

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## Resolution 4A – Issue of Rights to Domenic Carosa

### Specific information for Resolution 4A

For the purposes of ASX Listing Rule 10.13, , the following information is provided to Shareholders in respect of Resolution 4A:

<b>Recipient</b>	Mr Domenic Carosa or his nominee(s).
<b>Maximum number of securities to be issued</b>	5,000,000 Performance Rights, each to acquire a Share, on the terms described below ( <b>Carosa Rights</b> ).
<b>Terms of Performance Rights</b>	Each Performance Right will convert to a fully paid ordinary Share in the Company upon satisfying both the service and share price vesting conditions.

The service vesting condition requires that the Director remains appointed to the Board of the Company at the time the Performance Rights vest. The Share price vesting condition requires the Company's volume weighted average Share price for 10 consecutive trading days prior to vesting to meet specified thresholds (Share Price Hurdle), as set out below.

No. of Rights	Vesting Date	Share Price hurdle	Uplift on current share price*
1,666,666	31 Dec 2022	\$0.05	x2
1,666,666	31 Dec 2023	\$0.075	x3
1,666,668	31 Dec 2024	\$0.10	x4

\* closing share price \$0.025 on 12 October 2020

If the vesting conditions of the Performance Rights are not satisfied, the Performance Rights will automatically lapse.

<b>Issue Price</b>	The Carosa Rights will be issued for nil cash consideration. No consideration is payable upon the vesting and conversion of each Carosa Right into a Share.
<b>Purpose of Performance Rights Issue</b>	The issue of Performance Rights is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only.
<b>Total Remuneration Package</b>	\$493,732 per annum
<b>Voting Exclusion</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Terms of any loans to acquire the securities</b>	No loans are proposed to be advanced in relation to the proposed issue of the Carosa Rights.
<b>Date for issue of Performance Rights</b>	If Shareholder approval is obtained for this Resolution, the Company intends to issue the Carosa Rights as soon as reasonably practicable after the Meeting, or in any event within 1 month after the date of the Meeting.

### Board Recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

### Chairman's available proxies

The Chairman intends to vote all available proxies in favour of this Resolution.

## Resolution 4B – Issue of Rights to John Palermo

### Specific information for Resolution 4B

For the purposes of ASX Listing Rule 10.13 the following information is provided to Shareholders in respect of Resolution 4B:

**Recipient** Mr John Palermo or his nominee(s).

**Maximum number of securities to be issued** 5,000,000 Performance Rights, each to acquire a Share, on the terms described below (**Palermo Rights**).

**Terms of Performance Rights** Each Performance Right will convert to a fully paid ordinary Share in the Company upon satisfying both the service and share price vesting conditions.

The service vesting condition requires that the Director remains appointed to the Board of the Company at the time the Performance Rights vest. The Share price vesting condition requires the Company's volume weighted average Share price for 10 consecutive trading days prior to vesting to meet specified thresholds (Share Price Hurdle), as set out below.

No. of Rights	Vesting Date	Share Price hurdle	Uplift on current share price*
1,666,666	31 Dec 2022	\$0.05	x2
1,666,666	31 Dec 2023	\$0.075	x3
1,666,668	31 Dec 2024	\$0.10	x4

\* closing share price \$0.025 on 12 October 2020

If the vesting conditions of the Performance Rights are not satisfied, the Performance Rights will automatically lapse.

**Issue Price** The Palermo Rights will be issued for nil cash consideration. No consideration is payable upon the vesting and conversion of each Palermo Right into a Share.

**Purpose of Performance Rights Issue** The issue of Performance Rights is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only.

**Total Remuneration Package** \$23,275 per annum

**Voting Exclusion** A voting exclusion statement applies to this item of business, as set out in the Notice.

**Terms of any loans to acquire the securities** No loans are proposed to be advanced in relation to the proposed issue of the Palermo Rights.

**Date for issue of Performance Rights** If Shareholder approval is obtained for this Resolution, the Company intends to issue the Palermo Rights as soon as reasonably practicable after the Meeting, or in any event within 12 months after the date of the Meeting.

### Board Recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

### Chairman's available proxies

The Chairman intends to vote all available proxies in favour of this Resolution.

## Resolution 4C – Issue of Rights to Robert Quandt

### Specific information for Resolution 4C

For the purposes of ASX Listing Rule 10.13 the following information is provided to Shareholders in respect of Resolution 4C:

<b>Recipient</b>	Mr Robert Quandt or his nominee(s).
<b>Maximum number of securities to be issued</b>	5,000,000 Performance Rights, each to acquire a Share, on the terms described below ( <b>Quandt Rights</b> ).
<b>Terms of Performance Rights</b>	Each Performance Right will convert to a fully paid ordinary Share in the Company upon satisfying both the service and share price vesting conditions.

The service vesting condition requires that the Director remains appointed to the Board of the Company at the time the Performance Rights vest. The Share price vesting condition requires the Company's volume weighted average Share price for 10 consecutive trading days prior to vesting to meet specified thresholds (Share Price Hurdle), as set out below.

No. of Rights	Vesting Date	Share Price hurdle	Uplift on current share price*
1,666,666	31 Dec 2022	\$0.05	x2
1,666,666	31 Dec 2023	\$0.075	x3
1,666,668	31 Dec 2024	\$0.10	x4

\* closing share price \$0.025 on 12 October 2020

If the vesting conditions of the Performance Rights are not satisfied, the Performance Rights will automatically lapse.

<b>Issue Price</b>	The Quandt Rights will be issued for nil cash consideration. No consideration is payable upon the vesting and conversion of each Quandt Right into a Share.
<b>Purpose of Performance Rights Issue</b>	The issue of Performance Rights is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only.
<b>Total Remuneration Package</b>	\$203,834 per annum
<b>Voting Exclusion</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Terms of any loans to acquire the securities</b>	No loans are proposed to be advanced in relation to the proposed issue of the Quandt Rights.
<b>Date for issue of Performance Rights</b>	If Shareholder approval is obtained for this Resolution, the Company intends to issue the Quandt Rights as soon as reasonably practicable after the Meeting, or in any event within 12 months after the date of the Meeting.

### Board Recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

### Chairman's available proxies

The Chairman intends to vote all available proxies in favour of this Resolution.

## Resolution 4D – Issue of Rights to Steven Schapera

### Specific information for Resolution 4D

For the purposes of ASX Listing Rule 10.13 the following information is provided to Shareholders in respect of Resolution 4D:

<b>Recipient</b>	Mr Steven Schapera or his nominee(s).
<b>Maximum number of securities to be issued</b>	5,000,000 Performance Rights, each to acquire a Share, on the terms described below ( <b>Schapera Rights</b> ).
<b>Terms of Performance Rights</b>	Each Performance Right will convert to a fully paid ordinary Share in the Company upon satisfying both the service and share price vesting conditions.

The service vesting condition requires that the Director remains appointed to the Board of the Company at the time the Performance Rights vest. The Share price vesting condition requires the Company's volume weighted average Share price for 10 consecutive trading days prior to vesting to meet specified thresholds (Share Price Hurdle), as set out below.

No. of Rights	Vesting Date	Share Price hurdle	Uplift on current share price*
1,666,666	31 Dec 2022	\$0.05	x2
1,666,666	31 Dec 2023	\$0.075	x3
1,666,668	31 Dec 2024	\$0.10	x4

\* closing share price \$0.025 on 12 October 2020

If the vesting conditions of the Performance Rights are not satisfied, the Performance Rights will automatically lapse.

<b>Issue Price</b>	The Schapera Rights will be issued for nil cash consideration. No consideration is payable upon the vesting and conversion of each Schapera Right into a Share.
<b>Purpose of Performance Rights Issue</b>	The issue of Performance Rights is a cost effective and efficient reward and incentive to provide the Directors as opposed to alternative forms of incentive such as the payment of cash compensation only.
<b>Total Remuneration Package</b>	\$240,184 per annum
<b>Voting Exclusion</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Terms of any loans to acquire the securities</b>	No loans are proposed to be advanced in relation to the proposed issue of the Schapera Rights.
<b>Date for issue of Performance Rights</b>	If Shareholder approval is obtained for this Resolution, the Company intends to issue the Schapera Rights as soon as reasonably practicable after the Meeting, or in any event within 12 months after the date of the Meeting.

### Board Recommendation

The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

### Chairman's available proxies

The Chairman intends to vote all available proxies in favour of this Resolution.

## APPROVAL OF PERFORMANCE RIGHTS PLAN

Resolution 5	Approval of Performance Rights Plan				
<p><b>Explanation</b></p>	<p>ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.</p> <p>ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Performance Rights Plan (the <b>Plan</b>).</p> <p>If this Resolution is passed, the Company will have the ability to issue Performance Rights to eligible participants under the Plan over a period of 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>If this Resolution is not passed, and if the Board decides to issue any Performance Rights under the Plan (notwithstanding the non-approval), any Performance Rights issued will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.</p> <p>The Plan is designed as a standard component of senior executive remuneration and is intended to comprise the long-term incentive component of remuneration for senior executives, including executive directors. Accordingly, performance rights under the Plan will be granted at no cost.</p> <p>Other than the Plan, the Company has no other employee or executive share based plans. Grants made under the Plan are subject to a performance period (usually set at three years) and performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. The Plan has generally been designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to shareholders, and for other executives, to reward their performance.</p> <p>Since the Plan was last approved by shareholders at the Company's Annual General Meeting on 28 November 2017, the Company has as at the date of this notice issued 9,820,000 performance rights to senior executives in the Company of which:</p> <ul style="list-style-type: none"> <li>a) 2,200,000 have vested;</li> <li>b) None have lapsed due to performance conditions not being met, such conditions including continuation of employment; and</li> <li>c) 7,620,000 are currently on issue.</li> </ul> <p>A summary of the key terms of the Plan is set out below:</p> <table border="1" data-bbox="459 1805 1445 2029"> <tbody> <tr> <td data-bbox="469 1818 737 1859"><b>Eligibility</b></td> <td data-bbox="746 1818 1436 1859">Employees of the Company as determined by the Board.</td> </tr> <tr> <td data-bbox="469 1872 737 1912"><b>Form of grant</b></td> <td data-bbox="746 1872 1436 2020">Performance rights, being a right to acquire fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions. Each performance right granted will entitle the executive to one fully paid ordinary share in the Company (<b>Performance Share</b>).</td> </tr> </tbody> </table>	<b>Eligibility</b>	Employees of the Company as determined by the Board.	<b>Form of grant</b>	Performance rights, being a right to acquire fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions. Each performance right granted will entitle the executive to one fully paid ordinary share in the Company ( <b>Performance Share</b> ).
<b>Eligibility</b>	Employees of the Company as determined by the Board.				
<b>Form of grant</b>	Performance rights, being a right to acquire fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions. Each performance right granted will entitle the executive to one fully paid ordinary share in the Company ( <b>Performance Share</b> ).				

<b>Participation</b>	Eligible employees may be invited by the Board to participate in the Plan.
<b>Maximum Number of Performance Rights</b>	The aggregate number of performance rights to be issued under the Plan is limited to no more than 19,000,000. This maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan, but is instead a ceiling for the purposes of Listing Rule 7.2 Exception 13(b).
<b>Performance conditions</b>	The Board has discretion under the Plan Rules to set performance conditions which will apply to a grant of performance rights. The relevant performance conditions may vary between grants.
<b>Grant price</b>	Although the Board has the discretion under the Plan to set a grant price, it is intended that performance rights will be granted at no cost to the participating executive (on the basis that the grant comprises part of the employee's remuneration).
<b>Vesting and exercise price</b>	There is no exercise price for performance rights, once relevant performance conditions are met, the performance rights vest and the executive may call for the underlying Performance Shares to be issued to them.
<b>Restrictions attaching to performance rights</b>	Performance rights may only be transferred with the consent of the Board or by force of law (i.e. upon death or bankruptcy) and will lapse immediately where an employee purports to transfer them in breach of the Rules.
<b>Restrictions attaching to performance shares</b>	The Board has discretion under the Plan to impose trading or other restrictions on Performance Shares issued to an executive upon vesting of a performance right.
<b>Cessation of employment</b>	<p>If the employee ceases to be employed by a group company due to death, disability, bona fide redundancy or other reason with the approval of the Board:</p> <ul style="list-style-type: none"> <li>▪ the Board has the discretion to determine that some or all of the executive's unvested performance rights will vest; and</li> <li>▪ if the Board does not make a determination, or determines that only some of the executive's performance rights will vest, then all remaining unvested performance rights will lapse.</li> </ul> <p>If the employee ceases to be employed for any other reason the executive's unvested performance rights will lapse.</p> <p>If the employee acts fraudulently or dishonestly or is in breach of his or her obligations to any group company, the Board may deem any unvested performance rights of the executive to have lapsed, and deem all or any Performance Shares held by the executive to be forfeited.</p>
<b>Takeover/scheme of arrangement</b>	In the event of a takeover bid or scheme of arrangement in respect of the Company, the Board has discretion to determine that some or all of an employee's performance rights vest, having regard to pro rata performance against the relevant performance conditions.
<b>Bonus issues, rights issues and</b>	If shares are issued pro rata to the Company's shareholders generally by way of bonus issue or rights issue or any

	<b>reconstruction</b>	reorganisation of the issued capital of the Company is effected, the number of performance rights to which an executive is entitled will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the employee.
	<b>Amendment to the Plan</b>	Subject to the ASX Listing Rules and to specified restrictions in the Plan Rules, the Company may at any time by written instrument or by resolution of the Board, amend the Plan Rules or the terms of performance rights granted.
<b>Voting Exclusion</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.	
<b>Board Recommendation</b>	The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.	
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.	

## RATIFICATION OF PREVIOUS SECURITY ISSUES

<b>Resolutions 6 - 9 (inclusive) – Ratification issues of securities</b>	
	<p>Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.</p> <p>The security issues under Resolutions 6 to 9 do not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use part of the 15% limit in Listing Rule 7.1, 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.</p> <p>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.</p> <p>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.</p> <p>To this end, Resolutions 6 to 9 seek Shareholder approval to the security issues under and for the purposes of Listing Rule 7.4.</p> <p>If Resolutions 6 to 9 are passed, the securities issued under the approved Resolutions will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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.</p> <p>If Resolutions 6 to 9 are not passed, the securities issued under the failed Resolutions will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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.</p>

	<p>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.</p> <p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 7.1 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 6 – Ratification of issue of Convertible Note Interest Shares

<b>Specific information required by ASX Listing Rule 7.5</b>	<p>For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in respect of this Resolution:</p> <p><b>No. of securities issued</b> 59,361 fully paid ordinary shares, ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Issue price per security</b> \$0.027 per Share</p> <p><b>Issue Date</b> 3 September 2020</p> <p><b>Name of allottees</b> Mr Anthony Ramage</p> <p><b>Use of funds raised</b> No funds were raised from the issue of the Shares, as the Shares were issued as in lieu of interest payments on the convertible notes.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

#### Resolution 7 – Ratification of issue of Acquisition Shares (Forever Holdings)

<b>Specific information required by ASX Listing Rule 7.5</b>	<p>For the purposes of ASX Listing Rule 7.5 the following information is provided to Shareholders in respect of this Resolution:</p> <p><b>No. of securities issued</b> 4,000,000 fully paid ordinary shares, ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Issue price per security</b> \$0.023 per Share</p> <p><b>Issue Date</b> 11 September 2020</p> <p><b>Name of allottees</b> Forever Holdings Limited</p> <p><b>Use of funds raised</b> No funds were raised from the issue of the Shares, as the Shares were issued as consideration for an investment in Forever Holdings Limited.</p>
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<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

#### Resolution 8 – Ratification of issue of Commission Shares

<b>Specific information required by ASX Listing Rule 7.5</b>	<p>For the purposes of ASX Listing Rule 7.5 the following information is provided to Shareholders in respect of this Resolution:</p> <p><b>No. of securities issued</b> 430,535 fully paid ordinary shares, ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p><b>Issue price per security</b> \$0.02 per Share</p> <p><b>Issue Date</b> 1 October 2020</p> <p><b>Name of allottees</b> Perpetual Capital Investments Pty Ltd</p> <p><b>Use of funds raised</b> No funds were raised from the issue of the Shares, as the Shares were issued as consideration for commission and facilitation payments.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

#### Resolution 9 – Ratification of issue of Commission Options

<b>Specific information required by ASX Listing Rule 7.5</b>	<p>For the purposes of ASX Listing Rule 7.5 the following information is provided to Shareholders in respect of this Resolution:</p> <p><b>No. of securities issued</b> 7,500,000 unlisted options</p> <p><b>Terms of the options</b> Exercise price: \$0.03 Expiry date: 30 September 2023</p> <p><b>Issue price per security</b> Issued for nil consideration</p> <p><b>Issue Date</b> 1 October 2020</p> <p><b>Name of allottees</b> Perpetual Capital Investments Pty Ltd</p> <p><b>Use of funds raised</b> No funds were raised from the issue of the Shares, as the Shares were issued as consideration for commission and facilitation payments.</p>
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<b>Voting Exclusion</b>	A voting exclusion statement applies to this Resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that Shareholders vote in favour of this Resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

## APPROVAL OF 10% PLACEMENT CAPACITY

<b>Resolution 10</b>	<b>Approval of 10% Placement Capacity</b>
<b>General</b>	<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 securities it had on issue at the start of that period.</p> <p>Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.</p> <p>An 'eligible entity' means an entity which is not included in the S&amp;P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.</p> <p>The Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.</p> <p>If the Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.</p> <p>If the Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.</p> <p>The Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders entitled to vote and voting on this Resolution for it to be passed.</p>
<b>Eligibility</b>	<p>An eligible entity under ASX Listing Rule 7.1A is one which, at the date of the resolution, has a market capitalisation of \$300 million or less and is not included in the S&amp;P / ASX 300 Index.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&amp;P/ASX 300 Index. Accordingly, the Company is considered eligible to seek Shareholder approval under ASX Listing Rule 7.1A.</p>
<b>Formula</b>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> $(A \times D) - E$ <p>Where:</p> <p><b>A</b> is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue (the relevant period):</p>

	<ul style="list-style-type: none"> <li>• plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;</li> <li>• plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where: <ul style="list-style-type: none"> <li>○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or</li> <li>○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;</li> </ul> </li> <li>• plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: <ul style="list-style-type: none"> <li>○ the agreement was entered into before the commencement of the relevant period; or</li> <li>○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;</li> </ul> </li> <li>• plus the number of fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;</li> <li>• plus the number of partly paid ordinary securities that became fully paid in the 12 months;</li> <li>• less the number of fully paid ordinary securities cancelled in the 12 months;</li> </ul> <p>Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.</p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.</p>
<p><b>Conditions of issue under the 10% Placement Capacity</b></p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of Equity Securities which are quoted, being ordinary Shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ul>
<p><b>Period of validity of shareholder approval</b></p>	<p>Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which approval is obtained until the earlier of:</p> <ul style="list-style-type: none"> <li>a) the date which is 12 months after the date of the Annual General Meeting at which the approval was obtained;</li> <li>b) the time and date of the Company's next Annual General Meeting; or</li> <li>c) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).</li> </ul>

**Information to be provided to shareholders under ASX Listing Rule 7.3A**

**Minimum issue price**

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that 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 the securities are to be issued is agreed by the Company and the recipient of the securities; or
- ii. if the securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the securities are issued.

**Risk of dilution to shareholders**

If the Resolution is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.4 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 13 October 2020.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.012	Issue price \$0.024	100% increase in issue price \$0.048
Current Variable 'A' 389,982,293 Shares	10% voting dilution	38,998,229 Shares	38,998,229 Shares	38,998,229 Shares
	Funds raised	\$467,979	\$935,958	\$1,871,915
50% increase in current Variable 'A' 584,973,440 Shares	10% voting dilution	58,497,344 Shares	58,497,344 Shares	58,497,344 Shares
	Funds raised	\$701,968	\$1,403,936	\$2,807,873
100% increase in current Variable 'A' 779,964,586 Shares	10% voting dilution	77,996,459 Shares	77,996,459 Shares	77,996,459 Shares
	Funds raised	\$935,958	\$1,871,915	\$3,743,830

The above dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the "issue price at current market price" is the closing price of the Shares on ASX on 13 October 2020.
- b) Variable "A" is 389,982,293 which equates to the number of current Shares on issue at 13 October 2020. 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 issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders meeting;
- c) the Company issues the maximum number of securities available under the additional 10% ASX Listing Rule 7.1A approval;
- d) the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;

	<p>e) no options (including any options issued under the 10% Placement Capacity), performance rights or convertible notes are exercised into Shares before the date of issue of equity securities;</p> <p>f) 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%;</p> <p>g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;</p> <p>h) the issue of Shares under ASX Listing Rule 7.1A consists only of fully-paid ordinary shares in the Company; and</p> <p>i) "Funds Raised" are before any capital raising costs which may be incurred.</p>
<b>Period of validity</b>	<p>The Company will only issue and allot the Equity Securities during the Placement Period. The approval under this Resolution for the issue of the Equity 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).</p>
<b>Reason for issue of shares under 10% Placement Capacity</b>	<p>While the Company does not have any immediate plans to issue Shares under the 10% Placement Capacity, the Company may seek to issue securities under the 10% Placement Capacity for cash consideration. The Company may use the funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company.</p> <p>The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any securities under ASX Listing Rule 7.1A.</p>
<b>Allocation policy</b>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial Shareholders and/or new Shareholders, but it is not intended that the allottees will be related parties or associates of a related party of the Company.</p> <p>In the event that the Shares under the 10% Placement Capacity are issued as consideration for the acquisition of resources, assets or investments, it is likely that the allottees will be the vendors of such resources, assets or investments. Any Shares issued under the 10% Placement Capacity will rank equally with all other existing Shares on issue in the Company.</p>

<p><b>Previous issue of Securities under ASX Listing Rule 7.1A.2 in last 12 months</b></p>	<p>The Company issued 31,146,210 fully paid ordinary shares to professional and sophisticated investors as part of a placement on 26 June 2020 (<b>Placement Shares</b>).</p> <p>The Placement Shares were issued for \$0.025 per Share. This issue price represented a 19.5% discount to the 10 day VWAP of the Shares as at 19 June 2020.</p> <p>The funds raised from the issue of the Placement Shares was utilised to strengthen the Company’s balance sheet, accelerate scale up, bolster sales and reduce the Billfront facility by up to AUD\$500k.</p> <p>The number of Shares issued to 1215 Capital Pty Ltd (<b>1215 Capital</b>) as part of the Placement equated to more than 1% of the entity’s share capital immediately prior to the Placement. 1215 Capital is an associate of 180 Markets Pty Ltd who are advisors to the Company and who also participated in the Placement.</p> <p>This share issued under Listing Rule 7.1A.2 represents 10.5% of the total number of equity securities on issue at 12 months before the date of the Meeting (total equity securities on issue one year ago consisted of 269, 926,619 Shares, 1,056 convertible notes (converting to the equivalent of 24,357,460 shares) and 2,000,000 options).</p>
<p><b>Board Recommendation</b></p>	<p>The Directors unanimously recommend that Shareholders vote in favour of this Resolution.</p>
<p><b>Chairman’s available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.</p>

## DEFINITIONS

<b>Annual General Meeting</b>	Means the annual general meeting of the Company for 2020 to which the Notice relates.
<b>Chairman</b>	Means the chairman of the annual general meeting
<b>Company or Crowd Media</b>	Means <i>Crowd Media Holdings Limited</i> ACN 083 160 909.
<b>Constitution</b>	Means the Company's constitution.
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or of the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this definition.</li> </ul>
<b>Director</b>	Means a director of the board of Crowd Media Holdings Limited.
<b>Explanatory Memorandum</b>	Means this explanatory memorandum accompanying and forming part of the Notice.
<b>FY20</b>	Means the financial year from 1 July 2019 to 30 June 2020.
<b>Key Management Personnel or KMP</b>	Means those people described as Key Management Personnel in the Remuneration Report and includes all directors
<b>Meeting</b>	Means the annual general meeting of the Company for 2020 to which the Notice relates.
<b>Notice</b>	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
<b>Option</b>	Means an option to acquire a fully paid ordinary share in the Company
<b>Performance Right</b>	Means a right to acquire a fully paid ordinary share in the Company
<b>Proxy Form</b>	Means the proxy form that is enclosed with and forms part of this Notice

<b>Remuneration Report</b>	Means the remuneration report set out in the Directors' Report section of the Company's annual financial report for the year ended 30 June 2020
<b>Resolution</b>	Means a resolution set out in this Notice.
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	Means a holder of at least one Share in the Company.

# Online Voting User Guide

## Getting Started

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

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

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

**Meeting ID: 301-888-636**

**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)

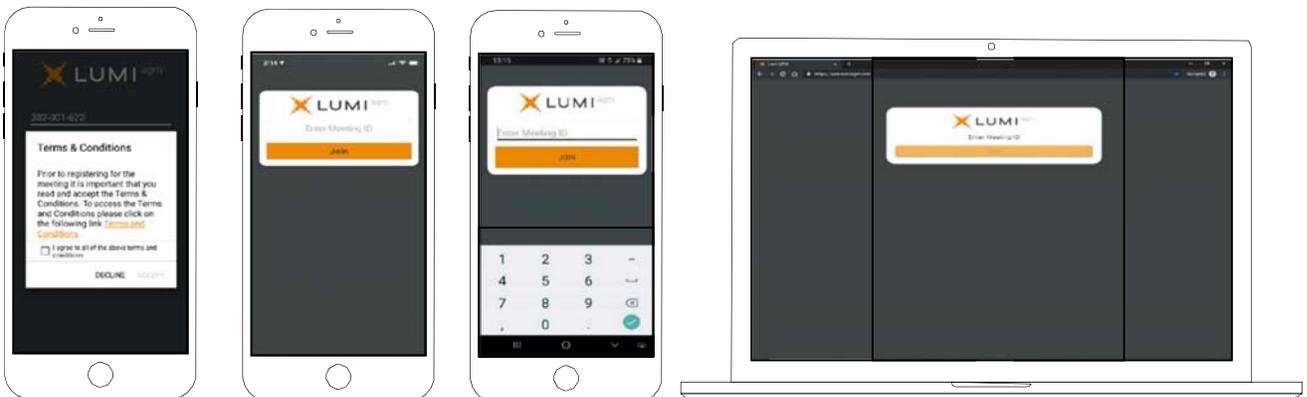
**Overseas Residents**

**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

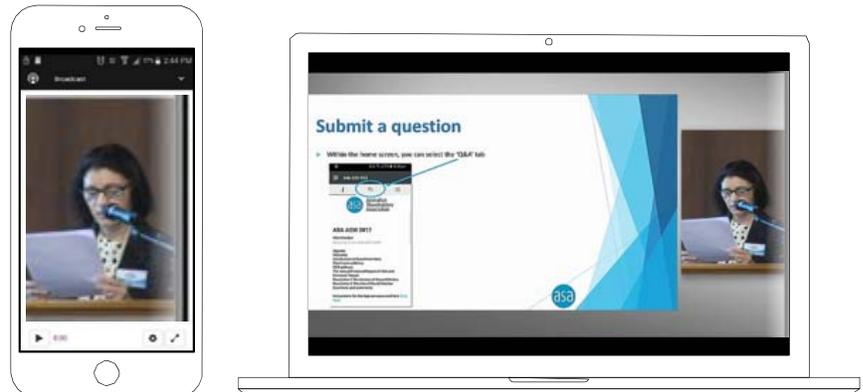
Once you have registered, you will be taken to the homepage which displays your name and meeting information.



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.

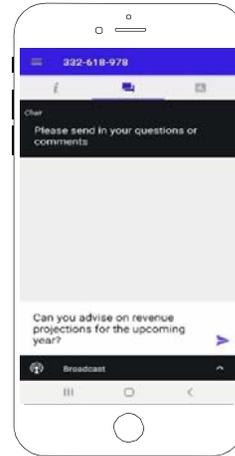


## To ask a Question

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.

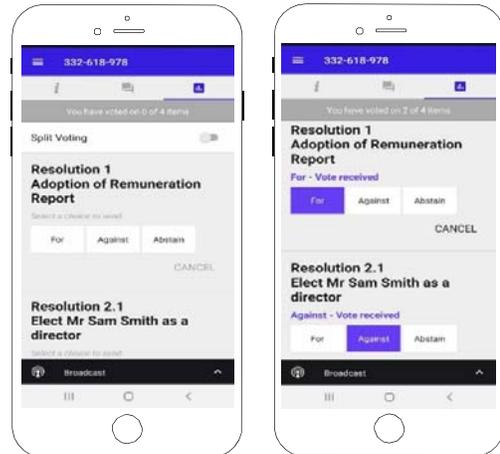
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



## 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.

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

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

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

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCD</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	East Timor
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	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](http://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 6:00pm (AEDT) on Monday 23 November 2020.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/crowdmediaaagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **6:00pm (AEDT) on Monday 23 November 2020.** 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/crowdmediaaagm2020>
- 📠 **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 Annual General Meeting of the Company to be held virtually at <https://web.lumiagm.com> on **Wednesday, 25 November 2020 at 6:00pm (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 authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair as my/our proxy or the Chair Holder of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4A, 4B, 4C, 4D and 5, I/we expressly authorise the Chair to exercise my/our proxy in respect of Resolutions 1, 4A, 4B, 4C, 4D and 5, even though each of these Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

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

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

		FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*	
<b>Res 1</b>	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 5</b>	Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Re-election of Robert Quandt as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 6</b>	Ratification of issue of Convertible Note Interest Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Election of John Palermo as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 7</b>	Ratification of issue of Acquisition Shares (Forever Holdings)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4A</b>	Approval for issue of Carosa Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Ratification of issue of Commission Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4B</b>	Approval for issue of Palermo Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Ratification of issue of Commission Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4C</b>	Approval for issue of Quandt Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4D</b>	Approval for issue of Schapera Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020