



HIREMII LIMITED

ACN 642 994 214

NOTICE OF GENERAL MEETING

**A general meeting of the Company will be held at
12.00pm (AWST) on Monday, 26 February 2024 at the offices of
RSM Australia Pty Ltd, Level 32, 2 The Esplanade, Perth, Western Australia.**

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders may vote by directed proxy in lieu of attending the Meeting in person. Proxy Forms for the Meeting should be lodged before 12.00pm (AWST) on Saturday, 24 February 2024.

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to info@hiremii.com by no later than 5.00pm (AWST) on Friday, 23 February 2024.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at www.hiremii.com.

Should you wish to discuss any matter please do not hesitate to contact the Company at info@hiremii.com or by telephone on +61 2 7259 1501.

HIREMII LIMITED

ACN 642 994 214

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Hiremii Limited (**Company**) will be held at 12.00pm (AWST) on Monday, 26 February 2024 at the offices of RSM Australia Pty Ltd, Level 32, 2 The Esplanade, Perth WA, Australia (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday 24 February 2024 at 12.00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

1 Resolution 1 – Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue by the Company of 11,857,141 Shares issued under Listing Rule 7.1 (at an issue price of \$0.035 per Share) pursuant to the Tranche 1 Placement on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of persons who participated in the issue of Shares pursuant to the Tranche 1 Placement or associates of any of those persons.

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

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

- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Issue of Shares to Mr David Buckingham under the Tranche 2 Placement

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

'That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders authorise and approve the issue of up to 142,858 Shares (at an issue price of \$0.035 per Share) to Mr David Buckingham (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr David Buckingham (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr David Buckingham or of any of the other abovementioned persons.

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr David Buckingham or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr David Buckingham or his nominee(s) or any of his, or their, associates.

3 Resolution 3 – Issue of Shares to Mr Andrew Hornby under the Tranche 2 Placement

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

'That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders authorise and approve the issue of up to 1,428,572 Shares (at an issue price of \$0.035 per Share) to Mr Andrew Hornby (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Andrew Hornby (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Andrew Hornby or of any of the other abovementioned persons.

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Andrew Hornby or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Andrew Hornby or his nominee(s) or any of his, or their, associates.

4 Resolution 4 – Issue of Shares to Mr Conor O'Brien under the Tranche 2 Placement

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

'That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders authorise and

approve the issue of up to 857,143 Shares (at an issue price of \$0.035 per Share) to Mr Conor O'Brien (and/or his nominee(s)) pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Conor O'Brien (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of Mr Conor O'Brien or of any of the other abovementioned persons.

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

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

Voting Prohibition

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Conor O'Brien or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above and the further voting prohibition below, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Conor O'Brien or his nominee(s) or any of his, or their, associates.

5 Resolution 5 – Ratification of Lead Manager Options issued to Prenzler

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue by the Company of 2,500,000 Options issued to Prenzler on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Prenzler or an associate of Prenzler or of any of the other abovementioned persons.

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

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

6 Resolution 6 – Section 195 approval

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

'That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 2, 3 and 4.'

Dated: 23 January 2024

By order of the Board



Susan Park
Company Secretary

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background
Section 4	Resolution 1 – Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1
Section 5	Resolutions 2 to 4 (inclusive) – Issue of Shares to Directors under the Tranche 2 Placement
Section 6	Resolution 5 – Ratification of Lead Manager Options to Prenzler
Section 7	Resolution 6 – Section 195 approval
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Lead Manager Options

A Proxy Form is enclosed with this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting (subject to the voting exclusions detailed in the Notice).

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 12.00pm (AWST) on Saturday, 24 February 2024, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at Meeting

Shareholders can submit any questions in advance of the Meeting by emailing the questions to info@hiremii.com by no later than 5.00pm (AWST) on Friday, 23 February 2024.

If it becomes necessary or appropriate to make alternative Meeting arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform and on the Company's website at www.hiremii.com.

3 Background

3.1 Background

On 21 December 2023, the Company announced that it had received firm commitments for a placement of approximately 14,285,714 Shares each at an issue price of \$0.035 per Share to be issued by the Company to raise \$500,000 (before costs) (**Placement**). The Placement comprises:

- (a) 11,857,141 Shares issued to existing and new sophisticated investors to raise approximately \$415,000 (before costs) using the Company's existing Listing Rule 7.1 placement capacity (**Tranche 1 Placement**); and
- (b) 2,428,573 Shares proposed to be issued to the Directors (and/or their respective nominee(s)) to raise approximately \$85,000 (before costs), subject to Shareholder approval (which approval is being sought pursuant to Resolutions 2 to 4 (inclusive) (**Tranche 2 Placement**).

The Shares under the Tranche 1 Placement were issued on 28 December 2023.

The investors who have participated in the Tranche 1 Placement comprise existing and new sophisticated investors identified by the lead manager for the Placement, Prenzler Group (**Lead Manager** or **Prenzler**). On 28 December 2023, the Company issued 2,500,000 Options (on the terms and conditions in Schedule 2) to Prenzler as part of the consideration for the provision of lead manager services.

Refer to the Company's ASX announcement on 21 December 2023 for further details of the Placement.

3.2 Indicative use of funds

Funds raised under the Placement will be utilised for the expansion of the Company's business and for working capital purposes. Specifically, the proceeds from the Placement will be used for the following:

- (a) to advance the Company's current product suite, combining *Sourced.ai*, Shortlist and Videofy and enable users to access a fully automated solution;
- (b) to develop the Company's innovative products with new applications as general artificial intelligence continues to rapidly develop; and
- (c) for general working capital to market these new solutions to the Company's clients and costs of the Placement.

4 Resolution 1 – Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1

4.1 General

As detailed in Section 3.1, the Company issued 11,857,141 Shares at an issue price of \$0.035 per Share under the Tranche 1 Placement (**Tranche 1 Placement Shares**).

All 11,857,141 Tranche 1 Placement Shares were issued on 28 December 2023 without Shareholder approval pursuant to the Company's placement capacity under Listing Rule 7.1.

Refer to Section 3.1 for further details of the Placement.

Resolution 1 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) of the issue of the 11,857,141 Tranche 1 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

4.2 Listing Rule 7.1

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 (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without having to obtain prior Shareholder approval under Listing Rule 7.1.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity 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 of issue of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity 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 of issue of the Tranche 1 Placement Shares.

4.3 Information required by Listing Rule 7.5

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 11,857,141 Shares were issued to existing and new sophisticated investors identified by the Lead Manager. No investor under the Tranche 1 Placement was a related party of the Company or an adviser of the Company or an associate of any of those persons. An associate of Mr Brad Kobus, the Company's chief financial officer and a member of the Company's key management personnel, received 571,429 Shares under the Tranche 1 Placement. Mr Jason Carroll, a substantial Shareholder, received 2,857,143 Shares under the Tranche 1 Placement.
- (b) The Tranche 1 Placement Shares were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 28 December 2023.
- (e) The Tranche 1 Placement Shares were issued at a price of \$0.035 per Share, raising a total of approximately \$415,000 (before costs).
- (f) Funds raised from the issue of the Tranche 1 Placement Shares are intended to be used as detailed in Section 3.2.
- (g) The Tranche 1 Placement Shares were issued pursuant to short form subscription letters under which the existing and new sophisticated investors were issued Shares at an issue price of \$0.035 per Share.
- (h) A voting exclusion statement is included in the Notice for Resolution 1.

4.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

5 Resolutions 2, 3 and 4 – Issue of Shares to Directors under the Tranche 2 Placement

5.1 General

Resolutions 2, 3 and 4 seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) (and for all other purposes) to issue (in aggregate) 2,428,573 Shares to the Directors, being Mr David Buckingham, Mr Andrew Hornby and Mr Conor O'Brien (and/or their respective nominee(s)) under the Tranche 2 Placement (together, the **Director Shares**). The Director Shares will be offered at the same issue price as the Shares under the Placement (being \$0.035 per Share), to raise up to \$85,000 (before costs).

Refer to Section 3.1 for further details of the Placement.

The Company is proposing to issue:

- (a) 142,858 Shares to Mr David Buckingham (and/or his nominee(s)) pursuant to Resolution 2;
- (b) 1,428,572 Shares to Mr Andrew Hornby (and/or his nominee(s)) pursuant to Resolution 3; and
- (c) 857,143 Shares to Mr Conor O'Brien (and/or his nominee(s)) pursuant to Resolution 4.

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of Shares to a related party. Messrs Buckingham, Hornby and O'Brien are each Directors and therefore are related parties of the Company.

The issues of the relevant Director Shares does not fall within any of the exceptions to Listing Rule 10.11 and are therefore conditional upon Shareholder approval (which is being sought pursuant to Resolutions 2, 3 and 4).

Resolutions 2, 3 and 4 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 2, 3 and 4.

5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Messrs Buckingham, Hornby and O'Brien are Directors and therefore are related parties of the Company for the purposes of section 208 of the Corporations Act.

There is no quorum of the Board capable forming the view that the exception for dealing on arm's length terms in section 210 of the Corporations Act applies, due to Messrs Buckingham, Hornby and O'Brien having an interest in the outcome of Resolutions 2, 3 and 4. Accordingly, the Board has determined to seek Shareholder approval pursuant to section 208 of the Corporations Act for Resolutions 2, 3 and 4.

5.3 Listing Rule 10.11

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:

- (a) a related party;
- (b) 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;
- (c) 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 gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of the Director Shares to Mr David Buckingham, Mr Andrew Hornby and Mr Conor O'Brien (and/or their respective nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Messrs Buckingham, Hornby and O'Brien are related parties of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 2 seeks the required Shareholder approval to issue 142,858 Shares to Mr David Buckingham (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 3 seeks the required Shareholder approval to issue 1,428,572 Shares to Mr Andrew Hornby (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

Resolution 4 seeks the required Shareholder approval to issue 857,143 Shares to Mr Conor O'Brien (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 2, 3 or 4 is passed, the Company will be able to proceed with the issue of the relevant Director Shares to the relevant Director (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the relevant Director Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2, 3 or 4 is not passed, the Company will not be able to proceed with the issue of the relevant Director Shares to the relevant Director (and/or his nominee(s)), and the Company will not be able to raise funds from issuing Director Shares to that Director and may seek to raise them from alternate investors.

5.4 Information required by Listing Rule 10.13 and section 219 of the Corporations Act

The following information in relation to Resolutions 2, 3 and 4 is provided to Shareholders for the purposes of Listing Rule 10.13 and section 219 of the Corporations Act:

- (a) The Director Shares under the Tranche 2 Placement will be issued to:
 - (i) Mr David Buckingham (and/or his nominee(s)) under Resolution 2;
 - (ii) Mr Andrew Hornby (and/or his nominee(s)) under Resolution 3; and
 - (iii) Mr Conor O'Brien (and/or his nominee(s)) under Resolution 4.
- (b) Messrs Buckingham, Hornby and O'Brien fall within Listing Rule 10.11.1 as they are Directors and therefore related parties of the Company.
- (c) The maximum number of Director Shares to be issued to:
 - (i) Mr David Buckingham (and/or his nominee(s)) is 142,858 Shares pursuant to Resolution 2;
 - (ii) Mr Andrew Hornby (and/or his nominee(s)) is 1,428,572 Shares pursuant to Resolution 3; and
 - (iii) Mr Conor O'Brien (and/or his nominee(s)) is 857,143 Shares pursuant to Resolution 4.
- (d) The Director Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Shares will have an issue price of \$0.035 per Share, raising a total of up to \$85,000 (before costs).
- (f) The Director Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (g) Funds raised from the issue of the Director Shares to Messrs Buckingham, Hornby and O'Brien (and/or their respective nominee(s)) are intended to be used as detailed in Section 3.2.
- (h) The estimated value of the financial benefit provided to the Directors on the basis of the issue price per Share under the Tranche 2 Placement (being \$0.035 per Share) is as follows:

Director	Number of Director Shares	Value at \$0.035 per Share
Mr David Buckingham	142,858	\$5,000
Mr Andrew Hornby	1,428,572	\$50,000

Mr Conor O'Brien	857,143	\$30,000
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- (i) The current remuneration package of the Directors, being Messrs Buckingham, Hornby and O'Brien is as follows:

Director ¹	Cash salary and fees (\$)	Cash bonus ² (\$)	Non-monetary (\$)	Superannuation (\$)	Share based payments (\$)	Total (\$)
Mr David Buckingham	49,942	-	-	5,244	33,876 ³	89,062
Mr Andrew Hornby	260,000	32,812	-	27,300	88,466	408,578
Mr Conor O'Brien	19,949	-	-	1,131	36,976 ³	58,056

Notes:

1. Remuneration for the financial year ended 30 June 2023.
2. FY22 bonus paid during the year ended 30 June 2023 based on the performance against KPIs approved by the Board.
3. FY22 and FY23 accrual of Shares and the final accrual during the year which were issued on 13 December 2022 and 22 December 2023, respectively (whereby the Directors received Shares instead of cash for half their fees).

- (j) As at the date of the Notice, Messrs Buckingham, Hornby and O'Brien's interests in the securities of the Company are as follows:

Director	Shares	Options
Mr David Buckingham	1,528,336 ¹	1,000,000 ⁴
Mr Andrew Hornby	4,245,461 ²	1,225,245 ⁵
Mr Conor O'Brien	5,871,286 ³	778,161 ⁴

Notes:

- 1.If Resolution 2 is passed, Mr Buckingham will have an interest in a further 142,858 Shares.
- 2.If Resolution 3 is passed, Mr Hornby will have an interest in a further 1,428,572 Shares.
- 3.If Resolution 4 is passed, Mr O'Brien will have an interest in a further 857,143 Shares.
- 4.Options exercisable at \$0.30 each and expiring on 7 May 2024.
- 5.1,225,245 Options comprising:
 - (a) 225,245 Options exercisable at \$0.30 each and expiring on 7 May 2024.
 - (b) 1,000,000 Options exercisable at \$0.101 each and expiring on 13 December 2025.

- (k) The Director Shares to be issued to Messrs Buckingham, Hornby and O'Brien (and/or their respective nominee(s)) will result in a dilution of all other Shareholder's holding in the Company of approximately 0.02%.

- (l) The historical quoted price information for Shares for the last twelve months from the date of the Notice is as follows:

Shares	Price	Date
Highest	\$0.062	30 January 2023
Lowest	\$0.032	20 September 2023
Last	\$0.04	22 January 2024

- (m) The Director Shares are to be offered pursuant to short form subscription letters pursuant to which Messrs Buckingham, Hornby and O'Brien (and/or their respective nominee(s)) will subscribe for Shares at an issue price of \$0.035 per Share.
- (n) Mr Buckingham has an interest in Resolution 2 and therefore believes it inappropriate to make a recommendation.
- (o) Mr Hornby has an interest in Resolution 3 and therefore believes it inappropriate to make a recommendation.
- (p) Mr O'Brien has an interest in Resolution 4 and therefore believes it inappropriate to make a recommendation.
- (q) A voting exclusion statement is included in the Notice for Resolutions 2, 3 and 4.
- (r) Other than the information above and otherwise detailed in the Notice, the Company believes there is no other information that would be reasonably required by Shareholders to pass Resolutions 2, 3 and 4.

5.5 **Director Recommendation**

The Directors (excluding Mr David Buckingham, due to his personal interest in Resolution 2) recommend that Shareholders vote in favour of Resolution 2.

The Directors (excluding Mr Andrew Hornby, due to his personal interest in Resolution 3) recommend that Shareholders vote in favour of Resolution 3.

The Directors (excluding Mr Conor O'Brien, due to his personal interest in Resolution 4) recommend that Shareholders vote in favour of Resolution 4.

6 **Resolution 5 – Ratification of Lead Manager Options to Prenzler**

6.1 **General**

Prenzler acted as lead manager to the Placement. The Company issued 2,500,000 Options (**Lead Manager Options**) to Prenzler as part of the consideration for Prenzler providing lead manager services to the Company pursuant to the Placement.

The Lead Manager Options each have an exercise price of \$0.045 per Option and expire on 28 December 2025. The terms and conditions of the Lead Manager Options are detailed in Schedule 2.

All 2,500,000 Lead Manager Options were issued on 28 December 2023 without Shareholder approval pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1.

Refer to Section 3.1 for further details of the Placement.

Resolution 5 seeks Shareholder ratification and approval pursuant to Listing Rule 7.4 (and for all other purposes) of the issue of the 2,500,000 Lead Manager Options issued pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

6.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is described in Section 4.2.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without having to obtain prior Shareholder approval under Listing Rule 7.1.

If Resolution 5 is passed, the Lead Manager Options (and Shares issued on exercise of the Lead Manager Options) will be excluded in calculating the Company's 15% Placement Capacity 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 of issue of the Lead Manager Options.

If Resolution 5 is not passed, the Lead Manager Options (and Shares issued on exercise of the Lead Manager Options) will be included in calculating the Company's 15% Placement Capacity 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 of issue of the Lead Manager Options.

6.3 Information required by Listing Rule 7.5

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 2,500,000 Options were issued to Prenzler. Prenzler is not a related party of the Company.
- (b) The Lead Manager Options were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 5.
- (c) The Lead Manager Options have an exercise price of \$0.045 per Option and will expire on 28 December 2025. The terms and conditions of the Lead Manager Options are detailed in Schedule 2. The Shares to be issued on exercise of the Lead Manager Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Lead Manager Options were issued on 28 December 2023.
- (e) The Lead Manager Options were issued for nil cash consideration. The Lead Manager Options were issued as part consideration for Prenzler providing lead manager services to the Company pursuant to the Placement.
- (f) No funds will be raised from the issue of the Lead Manager Options as they are being issued for nil cash consideration to Prenzler.
- (g) The Company entered into a mandate with Prenzler pursuant to which Prenzler agreed to act as lead manager to the Placement. Pursuant to the mandate, the Company issued 2,500,000 Options to Prenzler. The Company also agreed to pay a 6% capital raising fee to Prenzler on the gross amount raised under the Placement.
- (h) A voting exclusion statement is included in the Notice for Resolution 5.

6.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

7 Resolution 6 – Section 195 approval

7.1 General

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

Messrs Buckingham, Hornby and O'Brien have a material personal interest in the outcome of Resolutions 2, 3 and 4.

In the absence of Resolution 6, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms Resolutions 2, 3 and 4.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Resolution 6 is an ordinary resolution.

7.2 Director Recommendation

The Directors consider that, given the subject matter of Resolution 6, it would be inappropriate for the Directors to make a recommendation to Shareholders on Resolution 6.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 4.2.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company or **Hiremii** means Hiremii Limited (ACN 642 994 214).

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

Director means a director of the Company.

Director Share has the meaning given in Section 5.1.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Lead Manager Options has the meaning given in Section 6.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Placement has the meaning given in Section 3.1.

Prenzler or **Lead Manager** means Prenzler Group.

Proxy Form means the proxy form enclosed with this Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Tranche 1 Placement has the meaning given in Section 3.1.

Tranche 1 Placement Shares has the meaning given in Section 4.1.

Tranche 2 Placement has the meaning given in Section 3.1.

Schedule 2

Terms and Conditions of Options

(a) **Entitlement**

Each Option entitles the holder (**Holder**) to subscribe for one Share upon exercise.

(b) **Exercise Price and Expiry Date**

The exercise price of each Option is A\$0.045 (**Exercise Price**).

Each Option will expire on 28 December 2025 (**Expiry Date**).

(c) **Exercise Period**

Each Option is exercisable at any time prior to the Expiry Date (**Exercise Period**). After this time, any unexercised Options will automatically lapse.

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the applicable Exercise Price for each Option being exercised.

(e) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the Shares on issue and will be free of all encumbrances, liens and third party interests.

(f) **Quotation of Shares**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of Issue of Shares and Quotation of Shares on Exercise**

Within five (5) business days after the later of the following:

- (i) receipt of a Notice of Exercise and payment of the applicable Exercise Price for each Option being exercised in accordance with clause (d); and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Notice of Exercise as detailed in clause (d) above,

the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) as soon as reasonably practicable and if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If, for any reason, a Notice of Exercise delivered under paragraph (d) is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy

section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(i) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N+1}$$

where:

O' = the new Exercise Price of the Option.

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one (1) Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(k) **Adjustments for Reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of Options**

The Company will not seek official quotation of any Options.

(m) **Transferability**

The Options are not transferable.

(n) **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on the exercise of the Options with the appropriate remittance must be lodged at the Share Registry.



Hiremii Limited
ABN 48 642 994 214

HMIRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AWST) on Saturday, 24 February 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Hiremii Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Hiremii Limited to be held at the offices of RSM Australia Pty Ltd, Level 32, 2 The Esplanade, Perth, Western Australia on Monday, 26 February 2024 at 12:00pm (AWST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Shares to Mr David Buckingham under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares to Mr Andrew Hornby under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Shares to Mr Conor O'Brien under the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Lead Manager Options issued to Prenzler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Section 195 approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically