

31<sup>st</sup> December 2021

Dear Shareholders

**IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S ANNUAL GENERAL MEETING**

The annual general meeting of Norwood Systems Limited (ACN 062 959 540) (**Company**) is scheduled to be held virtually on **Monday 31<sup>st</sup> January 2022 at 10.00am (AWST)**.

The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and following guidance from the Federal and State Governments. In light of the current circumstances and continued uncertainty on restrictions on gatherings, the Directors have made the decision to hold the Meeting virtually. Accordingly, there will not be a physical location where shareholders can attend the Meeting in person.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below. Please also refer to the Online Meeting Guide in the Notice of Meeting for details on how to participate in the Meeting.

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the meeting**. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting. Shareholders who wish to vote by poll during the Meeting will be able to submit their online poll votes immediately after the Chair calls for a vote on the Resolutions. Shareholders can do this by clicking the poll button on their screen. The outcome of each Resolution will not be determined until after the conclusion of the Meeting to allow the Company Secretary sufficient time to check poll votes.

Participation in the virtual meeting and electronic voting will be offered through [www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login](http://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login). Please refer to the Meeting ID and Shareholder ID on your proxy form to login to the website.

Shareholders will be able to view and download the Meeting Materials online from the Company's website, [www.norwoodsystems.com](http://www.norwoodsystems.com). Alternatively, a complete copy of the Meeting Materials has been posted on the Company's ASX market announcements page (ASX: NOR).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at [www.advancedshare.com.au](http://www.advancedshare.com.au). Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the Meeting Materials online please contact the Company Secretary, Stuart Usher, on +61 0499 900 044 or via email at [stuart.usher@genevapartners.com.au](mailto:stuart.usher@genevapartners.com.au).

The Australian government and the respective State governments are implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at [www.norwoodsystems.com](http://www.norwoodsystems.com) and the Company's ASX Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: NOR).

This announcement is authorised for market release by Norwood Systems Limited.

Sincerely,



Stuart Usher

**Company Secretary**



---

**NORWOOD SYSTEMS LIMITED**  
**ACN 062 959 540**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 10:00AM (AWST)

**DATE:** 31<sup>st</sup> January 2022

**PLACE:** Virtually

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00AM on 29<sup>th</sup> January 2022.***

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

---

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

A voting prohibition statement applies to this Resolution. Please see below.

---

#### 2. RESOLUTION 2 – SPILL RESOLUTION

**If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.**

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

*“That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:*

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and*
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”*

A voting prohibition statement applies to this Resolution. Please see below.

---

#### 3. RESOLUTION 3 – ELECTION OF DIRECTOR – JOHN TARRANT

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

*“That, for the purpose of clause 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Dr John Tarrant, a proposed director who being eligible and having consented to act, be appointed as a Director of the Company with effect from the close of the Meeting.”*

---

**4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

---

**5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – PAUL OSTERGAARD**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 8,333,333 Shares to Paul Ostergaard (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,401,046 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1)**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,347,826 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1)**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,666,665 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

---

**9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES (LISTING RULE 7.1)**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**10. RESOLUTION 10 – PLACEMENT OF NEW OPTIONS**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 67,356,636 New Options on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**11. RESOLUTION 11 – RELATED PARTY PARTICIPATION IN OPTION PLACEMENT – GILES EVERIST**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 New Options to Giles Everist (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**12. RESOLUTION 12 – RELATED PARTY PARTICIPATION IN OPTION PLACEMENT – MICHAEL EDWARDS**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 500,000 New Options to Michael Edwards (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**13. RESOLUTION 13 – RE-ELECTION OF DIRECTOR – MICHAEL EDWARDS**

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

*“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Michael Edwards, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

---

**14. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,647,058 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**15. RESOLUTION 15 – ELECTION OF DIRECTOR – PHILIP OTLEY**

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

*“That, for the purpose of clause 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Philip Otley, a proposed director who being eligible and having consented to act, be appointed as a Director of the Company with effect from the close of the Meeting.”*

---

**16. RESOLUTION 16 – ELECTION OF DIRECTOR – PHILIP MARSLAND**

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

*“That, for the purpose of clause 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Philip Marsland, a proposed director who being eligible and having consented to act, be appointed as a Director of the Company with effect from the close of the Meeting.”*

---

**17. RESOLUTION 17 – ISSUE OF SHARES TO RELATED PARTY – PAUL OSTERGAARD**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares to Paul Ostergaard (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

---

**18. RESOLUTION 18 – ISSUE OF OPTIONS TO RELATED PARTY – JOHN TARRANT**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to John Tarrant (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**19. RESOLUTION 19 – ISSUE OF OPTIONS TO RELATED PARTY – PHILIP OTLEY**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Philip Otley (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**20. RESOLUTION 20 – ISSUE OF OPTIONS TO RELATED PARTY – PHILIP MARSLAND**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Philip Marsland (or their nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

---

**Dated: 30 December 2021**

**By order of the Board**



**Stuart Usher  
Company Secretary**

## Voting Prohibition Statements

<p><b>Resolution 1 – Adoption of Remuneration Report</b></p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<p><b>Resolution 2 – Spill Resolution</b></p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<p><b>Resolution 18-20 – Issue of Options to Related Party</b></p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected</li> </ul>

directly or indirectly with remuneration of a member of the Key Management Personnel.

### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 5- Issue of Shares to Related Party – Paul Ostergaard</b>	Paul Ostergaard (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval to issue Shares</b>	A 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) (Grange Consulting Group Pty Ltd) or an associate of that person (or those persons).
<b>Resolution 7 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the January Placement participants) or an associate of that person or those persons.
<b>Resolution 8 - Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the February Placement participants) or an associate of that person or those persons.
<b>Resolution 9 - Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Grange Consulting Group Pty Ltd) or an associate of that person or those persons.
<b>Resolution 10 – Placement of New Options</b>	A 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) (namely the Option Placement participants) or an associate of that person (or those persons).
<b>Resolution 11 – Related Party Participation in Option Placement</b>	Giles Everist (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 12 – Related Party Participation in Option Placement</b>	Michael Edwards (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 14 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the October Placement participants) or an associate of that person or those persons
<b>Resolution 17- Issue of Shares to Related Party – Paul Ostergaard</b>	Paul Ostergaard (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 18 – Issue of Options to Related Party</b>	John Tarrant (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 19 – Issue of Options to Related Party</b>	Philip Otley (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a

	benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 20 – Issue of Options to Related Party</b>	Philip Marsland (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

### **Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 499 900 044.***

---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

---

### FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.norwoodsystems.com](http://www.norwoodsystems.com).

---

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 1.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, the Spill Resolution will be relevant for this Annual General Meeting if at least 25% of the votes cast on the Remuneration Report Resolution are voted against adoption of the Remuneration Report. Refer to Resolution 2 and Section 2 for further information.

---

## 2. RESOLUTION 2 – SPILL RESOLUTION

**If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.**

### 2.1 General

The Corporations Act requirements for this Resolution to be put to vote are set out in Section 1.2.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as directors of the Company at the Spill Meeting.

### 2.2 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to this Resolution.

---

## 3. RESOLUTION 3 – ELECTION OF DIRECTOR – JOHN TARRANT

### 3.1 General

In accordance with clause 14.3 of the Constitution, the Company may appoint a person as a Director by resolution passed at a general meeting.

No person (other than a Director seeking re-election) shall be eligible for election to the office of Director at any general meeting unless the person or a Shareholder intending to propose that person's nomination has, at least 30 Business Days before the date of the meeting, left at the registered office of the Company a notice in writing duly signed by the person signifying his or her candidature or if a Shareholder intends to nominate the person, a notice in writing duly signed by that Shareholder and by the person nominated signifying the person's consent to the nomination.

The Company has received nominations for Dr John Tarrant.

The Proposed Director, having been nominated as a candidate for election as a Director by the Managing Director and having consented to his nomination, is eligible for election in accordance with clause 14.3 of the Constitution.

Resolution 3 seeks Shareholder approval for the election of the Proposed Director, to be appointed with effect from the close of the Meeting.

### **3.2 Qualifications and other material directorships**

Dr Tarrant has had a forty-year career in diverse roles including in accounting and finance, the legal profession, the mining and oil and gas industries (including twenty-five years as an entrepreneur), as legal academic and as a military lawyer in the Royal Australian Air Force.

He has served as a director of a wide range of companies in Australia, Canada and the United Kingdom including listed and unlisted companies. The various companies have been active in the mining and oil and gas industries, the higher education sector and in investment activities. He has served in several roles including Managing Director, Chairperson and Chair of audit and other committees.

Dr Tarrant has a Doctor of Philosophy and a Doctor of Juridical Science, both in law, masters degrees in law and defence studies, and bachelor degrees in arts, commerce, law and science.

Dr Tarrant is a member of CPA Australia, FINSIA, The Tax Institute, the Australasian Institute of Mining and Metallurgy and the New South Wales Bar Association. He is a Public Notary in New South Wales.

### **3.3 Independence**

Dr John Tarrant has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Dr John Tarrant will be an independent Director.

### **3.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr John Tarrant.

Dr John Tarrant has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

### **3.5 Board recommendation**

The Board has reviewed Dr John Tarrant's performance since his appointment to the Board and considers that Dr John Tarrant's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Dr John Tarrant and recommends that Shareholders vote in favour of Resolution 3.

---

## **4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

### **4.1 General**

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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$4,248,073 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 December 2021).

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 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.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

### **4.2 Technical information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

#### **(a) Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity 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 Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for potential acquisition of new assets and investments (including expenses associated with such an acquisition), continued expenditure on and development of the Company's current assets and general working capital.

For the avoidance of doubt, Equity Securities can only be issued under the 7.1A Mandate for cash consideration.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 17 December 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
		Issue Price			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	\$0.007	\$0.015	\$0.022
			50% decrease	Issue Price	50% increase
		Funds Raised			
Current	283,204,864 Shares	28,320,486 Shares	\$212,404	\$424,807	\$637,211

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.007	\$0.015	\$0.022
			50% decrease	Issue Price	50% increase
				Funds Raised	
50% increase	424,807,296 Shares	42,480,429 Shares	\$318,605	\$637,211	\$955,816
100% increase	566,409,728 Shares	56,640,972 Shares	\$424,807	\$849,615	\$1,274,422

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 283,204,864 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 17 December 2021 (being \$[0.015]).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(e) Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients

of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
  - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
  - (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**

The Company did not obtain approval under Listing Rule 7.1A at its annual general meeting held on 30 November 2020. Accordingly, the Company has not issued any Equity Securities under Listing Rule 7.1A.2 in the twelve months preceding the date of the Meeting.

### 4.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

---

## 5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – PAUL OSTERGAARD

### 5.1 Background

On 17 May 2021 (as varied on 11 August 2021 and 2 December 2021), the Company entered into an unsecured convertible note facility (**Convertible Note Facility**) with Paul Ostergaard and completed the issue of 8,333,333 convertible notes (**Notes**) to the value of \$200,000, the conversion of the Notes into Shares being subject to the receipt of shareholder approval.

Upon the receipt of Shareholder approval, the Company has agreed to issue 8,333,333 Shares (**Conversion Shares**) to Paul Ostergaard (or his nominee) (**Note Holder**) on the terms and conditions set out below.

Under the Convertible Note Facility, shareholder approval is required on or before 31 August 2021 (**Condition**). On 2 December 2021, the parties agreed to vary the Convertible Note Facility by extending this period to 31 January 2022.

The purpose of raising the funds under the Convertible Note Facility is for the ongoing development, enhancement and evolution of the Company's flagship World Voicemail telco service, including R&D, product manufacturing and

operating costs, staff costs, administration and corporate costs, costs of the offer, and general working capital.

Resolution 5 seeks approval for the Company to issue up to 8,333,333 Shares to the Note Holder to convert the 8,333,333 Notes on issue.

## **5.2 Chapter 2E of the Corporations Act**

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.

As the issue of the Conversion Shares to Paul Ostergaard (or his nominee) constitutes giving a financial benefit and the Note Holder is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Paul Ostergaard who has a material personal interest in this Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Conversion Shares as the Convertible Note Facility was negotiated on an arm's length basis.

## **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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Conversion Shares falls within Listing Rule 10.11.1 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 5 seeks Shareholder approval for the issue of the Conversion Shares under the Convertible Note Facility under and for the purposes of Listing Rule 10.11.

#### **5.4 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Conversion Shares to convert the debt under the 8,333,333 Notes on issue (total face value of \$200,000) and will raise additional funds which will be used in the manner set out in Section 5.1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Conversion Shares in respect of the Notes under the Convertible Note Facility (because approval is being obtained under Listing Rule 10.11), the issue of the Share to the Note Holder will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Convertible Note Facility will be at an end and the Notes shall become a debt instrument. Accordingly, the Company will not be able to proceed with the issue of the Conversion Shares to the note holder as required under the Convertible Note Facility and no further funds will be raised in respect of the issue.

#### **5.5 Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Conversion Shares will be issued to Paul Ostergaard (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Paul Ostergaard is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Paul Ostergaard (or his nominee) under the Convertible Note Facility is 8,333,333 Shares;
- (c) the material terms of the Notes are set out in Schedule 1
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- (e) the Conversion Shares will be issued no later than 1 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) and it is intended that the Conversion Shares to the Note Holder will occur on the same date;
- (f) the issue price will be \$0.024 per Conversion Share. The Shares are being issued to the Note Holder to convert the debt under the existing 8,333,333 Notes on issue (total face value of \$200,000). The Company will not receive any other consideration for the issue of the Conversion Shares;
- (g) the purpose of the issue of the Notes and the conversion of the Shares is for funding purposes as set out in out in Section 5.1;
- (h) the Conversion Shares to be issued are not intended to remunerate or incentivise Mr Ostergaard; and
- (i) the Conversion Share are proposed to the Note Holder (or his nominee) under the Convertible Note Facility. A summary of the material terms of

the Convertible Note Facility, including those which relate to the conversion of Shares, is set out in Schedule 2.

---

## **6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES**

### **6.1 General**

The Company is proposing to issue up to 1,401,046 Shares to the value of approximately \$22,417 at a deemed issue price of \$0.016 per Share (being the Company's closing Share price on 10 August 2021) in part consideration for company secretarial and financial management services provided by Grange Consulting Group Pty Ltd (ACN 154 869 066) (**Grange**) (**Consultancy Shares**) for the period between October 2020 and July 2021.

The Company entered into an agreement with Grange on 1 October 2018 and as varied on 20 April 2020 (**Mandate**). The material terms of the Mandate in consideration for the services, the Company has agreed to pay a total of \$11,000 per month, comprising of:

- (a) a monthly fee cash amount of \$8,000; and
- (b) subject to Shareholder approval, the issue \$3,000 worth of Shares per month at a 5 trading day volume weighted average price (**VWAP**) of the Shares trading on the ASX for each months end.

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Consultancy Shares falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **6.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Consultancy Shares. In addition, the issue of the Consultancy 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 6 is not passed, the Company will not be able to proceed with the issue of the Consultancy Shares and will be required to pay the Share based component of the fees under the Mandate in cash.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consultancy Shares.

### **6.3 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the Consultancy Shares will be issued to Grange;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Consultancy Shares to be issued is 1,401,046 Shares. The Consultancy Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
  - (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consultancy Shares will occur on the same date;
  - (e) the Consultancy Shares will be issued at a nil issue price, in part consideration for company secretarial and financial management services provided by Grange;
  - (f) the purpose of the issue of the Consultancy Shares is to satisfy the Company's obligations under the Mandate as payment for the services provided by Grange as set at Section 6.1 above;
  - (g) the Consultancy Shares are being issued to Grange under the Mandate. A summary of the material terms of the Mandate is set out in Section 6.1; and
  - (h) the Consultancy Shares are not being issued under, or to fund, a reverse takeover.

---

## 7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

### 7.1 General

On 29 January 2021, the Company announced that it had completed a capital raise through the issue of 4,347,826 Shares at an issue price of \$0.023 per Share to raise \$100,000 (**January Placement Shares**).

As summarised in Section 6.1 above, 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 12 month period. The Company confirms that it is not in breach of Listing Rule 7.1.

Under Listing Rule 7.1A, 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%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 30 November 2020.

The issue of the January Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up 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 date of issue of the January Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the January Placement Shares.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the January Placement Shares.

## **7.2 Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the January Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the January Placement Shares.

If Resolution 7 is not passed, the January Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the January Placement Shares.

## **7.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the January Placement Shares were issued to professional and sophisticated investors who were identified by the Directors;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 4,347,826 January Placement Shares were issued and the January Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the January Placement Shares were issued on 29 January 2021;
- (e) the issue price was \$0.023 per January Placement Share;

- (f) the purpose of the issue of the January Placement Shares was to raise \$100,000, which was applied towards the ongoing development, enhancement, and evolution of the Company's flagship World Voicemail telco service, including R&D, product manufacturing and operating costs, staff costs, administration and corporate costs, costs of the offer, and for general working capital purposes; and
- (g) the January Placement Shares were not issued under an agreement.

---

## **8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1**

### **8.1 General**

On 26 February 2021, the Company issued 6,666,665 Shares at an issue price of \$0.018 per Share to raise \$120,000 (**February Placement Shares**).

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that it is not in breach of Listing Rule 7.1.

### **8.2 Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the February Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the February Placement Shares.

If Resolution 8 is not passed, the February Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the February Placement Shares.

### **8.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the February Placement Shares were issued to professional and sophisticated investors who were identified by the Directors (**February Placement Participants**). None of the February Placement Participants are related parties of the Company, members of the Key Management Personnel, substantial holders of the Company or an associate of any of these parties;
- (b) 6,666,665 February Placement Shares were issued to the February Placement Participants and the February Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the February Placement Shares were issued on 26 February 2021;
- (d) the issue price was \$0.018 per February Placement Share;

- (e) the purpose of the issue of the February Placement Shares was to raise \$120,000, which was applied towards the ongoing development, enhancement, and evolution of the Company's flagship World Voicemail telco service, including R&D, product manufacturing and operating costs, staff costs, administration and corporate costs, costs of the offer, and for general working capital purposes; and
- (f) the February Placement Shares were not issued under an agreement.

---

## **9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES**

### **9.1 General**

As set out above, the Company engaged Grange for company secretarial and financial management services under the Mandate. Independent to these services, throughout the financial period ending 2021, Grange provided additional corporate advisory services outside of the scope of the Mandate in connection with the preparation of a prospectus, supplementary prospectus, and multiple capital raisings. In consideration for these services provided during the financial period ended 30 June 2021, the Company issued 2,500,000 Shares on 1 July 2021 to the value of \$60,000 (**Grange Shares**).

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that it is not in breach of Listing Rule 7.1.

### **9.2 Technical information required by Listing Rule 14.1A**

If Resolution 9 is passed, the Grange Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Grange Shares.

If Resolution 9 is not passed, the Grange Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Grange Shares.

### **9.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the 2,500,000 Shares were issued to Grange;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

- (ii) issued more than 1% of the issued capital of the Company;
- (c) the Grange Shares were issued and the Grange Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Grange Shares were issued on 1 July 2021;
- (e) the Grange Shares were issued at a nil issue price, in consideration for the additional corporate advisory services provided by Grange to the Company as set out in Section 5.1 above;
- (f) no funds were raised from this issue as the Shares were issued for nil consideration;
- (g) the purpose of the issue of the Grange Shares was to remunerate Grange for the corporate advisory services provided by Grange to the Company outside of the scope of the Mandate; and
- (h) the Grange Shares were not issued under an agreement.

---

## 10. RESOLUTION 10 – PLACEMENT OF NEW OPTIONS

### 10.1 General

This Resolution seeks Shareholder approval for the issue of up to 67,356,636 Options (exercisable at \$0.08 expiring 12 months from the date of issue) (**New Options**) at an issue price of \$0.002 per New Option (**Option Placement**).

The Option Placement will be offered to all Australian and New Zealand based holders of the Company's NOROC class of Options, on the basis of one (1) New Option for every one (1) NOROC Option held at 31 October 2021 being the expiry date of the NOROC Options. The Company will issue a prospectus in relation to the Option Placement shortly after the Meeting (**Prospectus**).

The primary purpose of the Option Placement is to enable the holders of NOROC Options to continue to participate in the ongoing development of the Company. Accordingly, Shareholders should note that the Option Placement is not being undertaken as a capital raising exercise.

In addition to the above, the Company confirms that no related parties will be issued New Options pursuant to the Option Placement, other than the Directors for whom Shareholder approval is being separately sought under Resolutions 11 and 12 for their participation in the Option Placement.

### 10.2 Timetable for Option Placement

The indicative timetable for the Option Placement is set out below:

Action	Date*
Date for determining eligibility of participants in the offer	31 October 2021
Lodgement of the Prospectus with the ASIC and ASX	31 January 2022
Opening Date of the offer	31 January 2022
Closing Date of the offer*	18 February 2022

*\*The Directors reserve the right to bring forward or extend the Closing Date of the offer at any time after the Opening Date of the offer without notice.*

The Company will apply the funds raised from the Option Placement to meet the expenses of preparing and lodging the Prospectus with the ASIC and ASX and to general working capital.

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

If this Resolution is passed, the Company will be able to proceed with the issue of the New Options. In addition, the issue of the New Options 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 this Resolution is not passed, the Company will not be able to proceed with the issue of the New Options and the current holders will not be able to participate in the Options Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the New Options.

### **10.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Option Placement:

- (a) the New Options will be issued to the Company's Option Placement participants;
- (b) other than the Directors participating in the Option Placement, in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of New Options to be issued is 67,356,636. The terms and conditions of the New Options are set out in Schedule 3;
- (d) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the New Options will occur on the same date;
- (e) the issue price will be \$0.002 per New Option;
- (f) the Company intends to use the funds raised from the Options Placement to meet the expenses of preparing and lodging the Prospectus, with any surplus funds to be used toward working capital;
- (g) all Australian and New Zealand based holders of the NOROC Options will be able to subscribe for New Options on the basis of one (1) New Option

for every one (1) NOROC Option held on 31 October 2021 pursuant to the terms of the Prospectus. The Directors will determine the allocation policy. However, no related parties will participate in the Option Placement other than the Directors for whom Shareholder approval is being separately sought in Resolutions 11 to 12 for their participation in the Option Placement; and

- (h) the New Options are not being issued under, or to fund, a reverse takeover.

---

## **11. RESOLUTIONS 11 TO 12 – RELATED PARTY PARTICIPATION IN OPTION PLACEMENT**

### **11.1 General**

As set out in Section 10.1, the Company proposes to undertake the Option Placement. Giles Everist and Michael Edwards (together, the **Related Parties**), being Directors, are holders of NOROA Options and wish to participate in the Option Placement (**Participation**).

Resolutions 11 to 12 seek Shareholder approval for the issue of up to an aggregate of 1,000,000 New Options to the Related Parties arising from the Related Parties' Participation in the Option Placement.

### **11.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

The Participation will result in the issue of New Options which constitutes giving a financial benefit and Giles Everist and Michael Edwards are related parties of the Company by virtue of being Directors.

In respect of Resolution 11, the Directors (other than Giles Everist who has a material personal interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr Everist's Participation because the New Options will be issued to Mr Everist on the same terms as New Options issued to non-related party participants in the Option Placement and as such the giving of the financial benefit is on arm's length terms.

In respect of Resolution 12, the Directors (other than Michael Edwards who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr Edwards Participation for the same reason as is given for Mr Everist's Participation above.

### **11.3 ASX Listing Rule 10.11**

A summary of ASX Listing Rule 10.11 is set out in Section 5.3 above.

The Participation falls within Listing Rule 10.11.1 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.

Resolutions 11 and 12 seeks Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

#### **11.4 Technical information required by Listing Rule 14.1A**

If Resolutions 11 and 12 are passed, the Company will be able to proceed with the issue of the New Options to Giles Everist and Michael Edwards within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the New Options (because approval is being obtained under Listing Rule 10.11), the issue of the New Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 11 and 12 are not passed, the Company will not be able to proceed with the issue of the New Options.

#### **11.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 11 and 12:

- (a) the New Options will be issued to the following persons, comprising of:
  - (i) 500,000 Options to Giles Everist (or their nominee) pursuant to Resolution 11; and
  - (ii) 500,000 Options to Michael Edwards (or their nominee) pursuant to Resolution 12,

each of whom fall within the category set out in Listing Rule 10.11.1 as both Giles Everist and Michael Edwards are related parties of the Company by virtue of being Directors;

- (b) the maximum number of New Options to be issued to:
  - (i) Giles Everist (or their nominee) is 500,000 pursuant to Resolution 11; and
  - (ii) Michael Edwards (or their nominee) is 500,000 pursuant to Resolution 12;
- (c) the terms and conditions of the New Options are set out in Schedule 3;
- (d) the New Options will be issued no later than 1 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) and it is anticipated that issue of the New Options will occur on the same date;
- (e) the issue price of the New Options will be \$0.002, being the same as all other New Options issued to other participants under the Options Placement;
- (f) the Company intends to use the funds raised from the Option Placement in accordance with Section 10.3(e) above;
- (g) the New Options to be issued under the Participation are not intended to remunerate or incentivise the Director; and
- (h) a voting exclusion statements is included in Resolutions 11 and 12 of the Notice.

---

## 12. RESOLUTION 13 – RE-ELECTION OF DIRECTOR – MICHAEL EDWARDS

### 12.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Michael Edwards, who has served as a Director since 8 June 2015 and was last re-elected on 28 November 2019, retires by rotation and seeks re-election.

### 12.2 Qualifications and other material directorships

Mr Edwards is a Geologist and Economist with over 20 years' experience in Senior Management in both the private and public sector. He has a Bachelor of Business (Economics and Finance) from Curtin University of Technology and a Bachelor of Science (Geology) from The University of Western Australia. He spent three years with Barclays Australia in their Corporate Finance department and then 8 years as an Exploration and Mine Geologist with companies such as Gold Mines of Australia, Eagle Mining and International Mineral Resources. Since 2010 Mr Edwards has been consulting to numerous companies conducting project evaluations and deal structuring across a wide range of commodities and countries.

Mr Edwards is a current Director of ASX listed company Firefly Resources Limited, Barra Resources Limited and Auroch Minerals Limited.

### 12.3 Independence

If re-elected the Board considers Mr Edward's will be an independent Director.

### 12.4 Board recommendation

The Board has reviewed Mr Edward's performance since his appointment to the Board and considers that Mr Edward's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Edward's and recommends that Shareholders vote in favour of this Resolution.

---

## 13. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

### 13.1 General

On 20 October 2021, the Company issued 17,647,058 Shares at an issue price of \$0.017 per Share to raise \$323,000 (**October Placement**).

On 6 October 2021, the Company engaged the services of Alto Capital Pty Ltd (ACN 088 503 208) (**Alto Capital**) (AFSL 279099), to manage the issue of the October Placement (**Alto Mandate**). The Company agreed to pay Alto Capital a placement fee of \$19,380 (being, 6% of the amount raised under the issue of the October Placement).

In addition, the Company has further agreed to pay:

- (a) for any future introduction of venture capitalists or other parties that may add value or funds to the Company to issue Alto Capital (or its nominees) a corporate advisory fee (amount to be agreed); and

- (b) for any introduction made by Alto Capital of a suitable candidate for a board position if successful, the Company will issue to Alto Capital a corporate advisory fee of 1 million Options each exercisable at \$0.024 cents and expiring 31 December 2023 (**Advisory Fee**).

The Company note, Dr John Tarrant has been nominated as a Director and is included in this meeting notice (Resolution 8), should he be elected the Advisory Fee shall become payable.

The Alto Mandate may be terminated without cause at any time by the Company or Alto Capital by giving the other party immediate written notice.

As summarised in this Section above, 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 12 month period. The Company confirms that it is not in breach of Listing Rule 7.1.

Under Listing Rule 7.1A, 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%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 30 November 2021.

The issue of the October Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up 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 date of issue of the October Placement.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the October Placement Shares.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the October Placement Shares.

### **13.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the October Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the October Placement Shares.

If this Resolution is not passed, the October Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder

approval over the 12 month period following the date of issue of the October Placement Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 4 being passed at this Meeting.

### **13.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the October Placement Shares were issued to professional and sophisticated investors who are clients of Alto Capital. The recipients were identified through a bookbuild process, which involved Alto Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 17,647,058 October Placement Shares were issued and the October Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the October Placement Shares were issued on 20 October 2021;
- (e) the issue price was \$0.017 per October Placement Share. The Company has not and will not receive any other consideration for the issue of the October Placement Shares;
- (f) the purpose of the issue of the October Placement was to raise \$300,000, which was applied towards business development, R&D and applied towards general working capital; and
- (g) the October Placement Shares were issued under the Alto Mandate. A summary of the material terms of the Alto Mandate is set out in Section 13.1 above.

---

## **14. RESOLUTION 15 – ELECTION OF DIRECTOR – PHILIP OTLEY**

### **14.1 General**

In accordance with clause 14.3 of the Constitution, the Company may appoint a person as a Director by resolution passed at a general meeting.

No person (other than a Director seeking re-election) shall be eligible for election to the office of Director at any general meeting unless the person or a Shareholder intending to propose that person's nomination has, at least 30 Business Days before the date of the meeting, left at the registered office of the Company a

notice in writing duly signed by the person signifying his or her candidature or if a Shareholder intends to nominate the person, a notice in writing duly signed by that Shareholder and by the person nominated signifying the person's consent to the nomination.

The Company has received nominations for Philip Otley.

The Proposed Director, having been nominated as a candidate for election as a Director by the Managing Director and having consented to his nomination, is eligible for election in accordance with clause 14.3 of the Constitution.

Resolution 15 seeks Shareholder approval for the election of the Proposed Director, to be appointed with effect from the close of the Meeting.

## **14.2 Qualifications and other material directorships**

Philip Otley has developed a more than thirty-year career in commercial business operations, venture creation and strategy consulting at an international level. He is expert in defining and creating strategic growth platforms and digital and data-powered business models.

He has served as Partner/Senior Executive & Pricing Strategy Practice Leader for Accenture (ACN), as Senior Partner & Global Co-lead of the Marketing Strategy Practice for Prophet, as Partner in the Digital Services practice of PwC Australia and as Senior Advisor with the growth strategy consultancy Growth Mantra.

He has founded several companies as an entrepreneur and in collaboration with larger organisations. Most recently, Mr Otley founded The Growth Advisors (Ltd) to act as a strategic growth consultancy serving blue-chip clients and selected high-growth companies globally from his base in Europe.

Mr Otley has an MBA from IMD Switzerland and a Bachelor of Arts from UWA.

Mr Otley has proven capabilities in building highly successful teams and winning market propositions, with a track record of applying balanced strategic, commercial and creative approaches to achieve organic and M&A driven growth. He is excited to be joining the Norwood board to help it embrace transformational growth opportunities and this will make him a valued member of the Norwood board.

## **14.3 Independence**

Philip Otley has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Philip Otley will be an independent Director.

## **14.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company has undertaken such checks.

Philip Otley has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

#### **14.5 Board recommendation**

The Board considers that Philip Otley's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Philip Otley and recommends that Shareholders vote in favour of this Resolution.

---

### **15. RESOLUTION 16 – ELECTION OF DIRECTOR – PHILIP MARSLAND**

#### **15.1 General**

In accordance with clause 14.3 of the Constitution, the Company may appoint a person as a Director by resolution passed at a general meeting.

No person (other than a Director seeking re-election) shall be eligible for election to the office of Director at any general meeting unless the person or a Shareholder intending to propose that person's nomination has, at least 30 Business Days before the date of the meeting, left at the registered office of the Company a notice in writing duly signed by the person signifying his or her candidature or if a Shareholder intends to nominate the person, a notice in writing duly signed by that Shareholder and by the person nominated signifying the person's consent to the nomination.

The Company has received nominations for Philip Marsland.

The Proposed Director, having been nominated as a candidate for election as a Director by the Managing Director and having consented to his nomination, is eligible for election in accordance with clause 14.3 of the Constitution.

Resolution 16 seeks Shareholder approval for the election of the Proposed Director, to be appointed with effect from the close of the Meeting.

#### **15.2 Qualifications and other material directorships**

Philip Marsland has had a thirty five year career covering strategic advisory, marketing and general management. He now runs his own consultancy providing strategic and management consulting to business leaders using skills he developed in senior roles at a range of top tier companies including Vodafone, Capital One Bank Europe plc, American Express, Virgin Active and Applied Predictive Technologies.

His more recent senior executive roles include Arrow Global Group plc (CEO UK), and Lloyds Bank (Consumer Finance Strategic Analytics Director).

Mr Marsland has an MBA (with Distinction) from INSEAD, France and a BA (Hons), MA in Physics from Oxford University.

Mr Marsland has strong commercial knowledge of business drivers that drive performance, growing both larger and smaller businesses alike, and this will be of great benefit to Norwood and make him a valued member of the Norwood board.

### 15.3 Independence

Philip Marsland has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Philip Marsland will be an independent Director.

### 15.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company has undertaken such checks.

Philip Marsland has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

### 15.5 Board recommendation

The Board considers that Philip Marsland's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Philip Marsland and recommends that Shareholders vote in favour of Resolution 16.

---

## 16. RESOLUTION 17 – ISSUE OF SHARES TO RELATED PARTY – PAUL OSTERGAARD

### 16.1 Background

On 12 October 2021, the Company entered into an unsecured convertible note facility (**Second Convertible Note Facility**) with Paul Ostergaard and completed the issue of 4,166,667 convertible notes (**Notes**) to the value of \$100,000, the conversion of the Notes into Shares being subject to the receipt of shareholder approval.

Upon the receipt of Shareholder approval, the Company has agreed to issue 4,166,667 Shares (**Conversion Shares**) to Paul Ostergaard (or his nominee) (**Note Holder**) on the terms and conditions set out below.

Under the Convertible Note Facility, shareholder approval is required on or before 31 January 2022 (**Condition**).

The purpose of raising the funds under the Convertible Note Facility is for the ongoing development, enhancement and evolution of the Company's flagship World Voicemail telco service, including R&D, product manufacturing and operating costs, staff costs, administration and corporate costs, costs of the offer, and general working capital.

Resolution 17 seeks approval for the Company to issue up to 4,166,667 Shares to the Note Holder to convert the 4,166,667 Notes on issue.

### 16.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

As the issue of the Conversion Shares to Paul Ostergaard (or his nominee) constitutes giving a financial benefit and the Note Holder is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Paul Ostergaard who has a material personal interest in this Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Conversion Shares as the Convertible Note Facility was negotiated on an arm's length basis.

### **16.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The issue of the Conversion Shares falls within Listing Rule 10.11.1 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 5 seeks Shareholder approval for the issue of the Conversion Shares under the Convertible Note Facility under and for the purposes of Listing Rule 10.11.

### **16.4 Technical information required by Listing Rule 14.1A**

If Resolution 17 is passed, the Company will be able to proceed with the issue of the Conversion Shares to convert the debt under the 4,166,667 Notes on issue (total face value of \$100,000) and will raise additional funds which will be used in the manner set out in Section 5.1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Conversion Shares in respect of the Notes under the Convertible Note Facility (because approval is being obtained under Listing Rule 10.11), the issue of the Share to the Note Holder will not use up any of the Company's 15% annual placement capacity.

If Resolution 17 is not passed, the Convertible Note Facility will be at an end and the Notes shall become a debt instrument. Accordingly, the Company will not be able to proceed with the issue of the Conversion Shares to the note holder as required under the Convertible Note Facility and no further funds will be raised in respect of the issue.

### **16.5 Technical information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Conversion Shares will be issued to Paul Ostergaard (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as Paul Ostergaard is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued to Paul Ostergaard (or his nominee) under the Convertible Note Facility is 4,166,667 Shares;
- (c) the material terms of the Notes are set out in Schedule 1
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;

- (e) the Conversion Shares will be issued no later than 1 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) and it is intended that the Conversion Shares to the Note Holder will occur on the same date;
- (f) the issue price will be \$0.024 per Conversion Share. The Shares are being issued to the Note Holder to convert the debt under the existing 4,166,667 Notes on issue (total face value of \$100,000). The Company will not receive any other consideration for the issue of the Conversion Shares;
- (g) the purpose of the issue of the Notes and the conversion of the Shares is for funding purposes as set out in out in Section 16.1 ;
- (h) the Conversion Shares to be issued are not intended to remunerate or incentivise Mr Ostergaard; and
- (i) the Conversion Share are proposed to the Note Holder (or his nominee) under the Convertible Note Facility. A summary of the material terms of the Convertible Note Facility, including those which relate to the conversion of Shares, is set out in Schedule 4.

---

## 17. RESOLUTION 18 TO 20 – ISSUE OF OPTIONS TO RELATED PARTIES

### 17.1 General

The Company has agreed, subject to obtaining Shareholder approval and to the appointment of the proposed Directors (refer to Resolutions 3, 15 and 16), to issue the following options:

- (a) 5,000,000 Options to John Tarrant (or their nominee);
- (b) 5,000,000 Options to Philip Otley (or their nominee); and
- (c) 5,000,000 Options to Philip Marsland (or their nominee),

(together, the **Options**) on the terms and conditions set out below.

Resolutions 18 to 20 seeks Shareholder approval for the issue of the Options to John Tarrant, Philip Otley and Philip Marsland (or their nominee) (together, the **Proposed Recipient Directors**).

### 17.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

The issue of Options to the Proposed Recipient Directors (or their nominee) constitutes giving a financial benefit and the Recipients are related parties of the Company by virtue of being Proposed Directors.

The Directors (other than the Recipients who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to issue the Options, reached as part of the remuneration package for the Recipients, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

### **17.3 Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 5.3 above.

The issue of Options falls within Listing Rule 10.11.1 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.

Resolutions 18 to 20 seek the required Shareholder approval for the issue of the Options under and for the purposes of Listing Rule 10.11.

### **17.4 Technical information required by Listing Rule 14.1A**

If Resolutions 18 to 20 are passed, the Company will be able to proceed with the issue of the Options to the Proposed Recipient Directors within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 18 to 20 are not passed, the Company will not be able to proceed with the issue of the Options to the Proposed Recipient Directors and alternative forms of remuneration may need to be negotiated.

### **17.5 Technical Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 18 to 20:

- (a) the Options will be issued to the Proposed Recipient Directors (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 as the Proposed Recipient Directors are related parties of the Company by virtue of being a Director;
- (b) the maximum number of Options to be issued is 15,000,000, comprising of:
  - (i) 5,000,000 Options to John Tarrant (or their nominee);
  - (ii) 5,000,000 Options to Philip Otley (or their nominee); and
  - (iii) 5,000,000 Options to Philip Marsland (or their nominee);
- (c) the terms and conditions of the Options are set out in Schedule 5;
- (d) the Options will be issued no later than 1 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) and it is intended that issue of the Options will occur on the same date;
- (e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options is to provide a performance linked incentive component in the remuneration package for the Proposed Recipient Directors to motivate and reward their performance as Directors and to provide cost effective remuneration to the Proposed

Recipient Directors, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Proposed Recipient Directors;

- (g) the proposed total remuneration package for the proposed Directors is as follows:

Director	Current Remuneration <sup>1</sup>	Proposed Remuneration <sup>1</sup>
John Tarrant (Resolution 18)	N/A	\$29,441 (subject to the election of John Tarrant)
Philip Otley (Resolution 19)	N/A	\$29,441 (subject to the election of Philip Otley)
Philip Marsland (Resolution 20)	N/A	\$29,441 (subject to the election of Philip Marsland)

If the Options are issued, the total remuneration package for each of Messrs Tarrant, Otley and Marsland will increase by \$29,441, being the value of the Options (based on the Black Scholes methodology);

- (h) the value of the Options and the pricing methodology is set out in Schedule 6; and
- (i) the Options are not being issued under an agreement.

---

## GLOSSARY

---

**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

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

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Norwood Systems Limited (ACN 062 959 540).

**Condition** has the meaning set out in Section 5.1.

**Constitution** means the Company's constitution.

**Consultancy Shares** has the meaning set out in Section 6.1.

**Convertible Note Facility** has the meaning set out in Section 5.1.

**Conversion Shares** has the meaning set out in Section 5.1.

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

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**February Placement Participants** has the meaning set out in Section 8.3(a)

**February Placement Shares** has the meaning set out in Section 8.1.

**Grange** means Grange Consulting Group Pty Ltd (ACN 154 869 066).

**Grange Shares** has the meaning set out in Section 9.1.

**January Placement Shares** has the meaning set out in Section 7.1

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Mandate** has the meaning set out in Section 6.1.

**New Options** has the meaning set out in Section 10.1.

**Note Holder** has the meaning set out in Section 5.1.

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

**Option** means an option to acquire a Share.

**Option Placement** has the meaning set out in Section 10.1.

**Optionholder** means a holder of an Option.

**Participation** has the meaning set out in Section 11.1.

**Prospectus** has the meaning set out in Section 10.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Parties** has the meaning set out in Section 11.1.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Second Convertible Note Facility** has the meaning set out in Section 16.1.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Vacating Directors** means the Directors who were directors of the Company when the resolution to make the directors' report considered at the last annual general meeting of the Company was passed, other than the Managing Director at that time.

**Variable A** means "A" as set out in the formula in Listing Rule 7.1A.2.

**WST** means Western Standard Time as observed in Perth, Western Australia.

---

**SCHEDULE 1 – TERMS AND CONDITIONS OF NOTES**

---

The material terms of the Notes are set out below:

<b>Face Value</b>	Each note will have a face value of \$0.024 (2.4 cents)
<b>Principal Amount:</b>	\$200,000
<b>Maturity Date:</b>	The maturity date of the Notes is the date that is 12 months from the date the Convertible Note Facility is signed by all the parties ( <b>Subscription Date</b> ).
<b>Conversion:</b>	Each Note issued under the Convertible Note Facility may be converted into one fully paid ordinary share in the capital of the Company at the Conversion Price.
<b>Conversion Price:</b>	Each Convertible Note will be convertible into Shares at a conversion price of \$0.024 (2.4 cents) per Share ( <b>Conversion Price</b> ).
<b>Interest:</b>	8% per annum, payable in arrears on redemption. If automatically converted, no interest applies.
<b>Conversion Rights:</b>	<p>(a) The Notes are automatically deemed to convert into Shares on receipt of the Shareholder Approval and the receipt of the approval is deemed to be the notice of conversion (<b>Automatic Conversion Notice</b>).</p> <p>(b) If the Notes are not the subject of the Automatic Conversion Notice, the Company will have the right to redeem any unconverted Convertible Notes by payment to the Subscriber of the Face Value of the Convertible Notes plus any outstanding accrued interest by written notice to the Subscriber.</p>
<b>Redemption:</b>	<p>The Company is required to redeem the unconverted Notes (inclusive of interest) on the earlier of:</p> <p>(a) the Repayment Date;</p> <p>(b) within 10 business days of a demand by the Subscriber on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time; and</p> <p>(c) on a change in control of the Company (including by takeover) or the sale of the Company's main undertaking.</p>

## SCHEDULE 2 – MATERIAL TERMS OF THE CONVERTIBLE NOTE FACILITY

A summary of the key terms of the Convertible Note Facility is set out below:

<b>Face Value</b>	The face value of a convertible note is \$0.024 (2.4 cents)
<b>Principal Amount:</b>	\$200,000
<b>Term:</b>	The term of the Convertible Note Facility is 12 months ( <b>Repayment Date</b> ).
<b>Conversion</b>	Each note issued under the Convertible Note Facility ( <b>Note</b> ) may be converted into one fully paid ordinary share in the capital of the Company at the Conversion Price (below) ( <b>Conversion</b> ).
<b>Condition</b>	Prior to a Conversion, the Company is required to seek Shareholder approval on or before 31 January 2022 ( <b>Condition</b> ).
<b>Conversion Price:</b>	Each Note will be convertible into Shares at a conversion price of \$0.024 (2.4 cents) per Share ( <b>Conversion Price</b> ).
<b>Interest:</b>	Interest shall be payable in cash on the Principal Amount from the Subscription Date until the Notes are redeemed (other than by Conversion) at the simple interest rate of 8% per annum, payable in arrears on redemption. If the Notes are automatically converted there will not be any interest accrued.
<b>Conversion Right:</b>	<p>(a) The Notes are automatically deemed to convert into Shares on receipt of the Shareholder Approval and the receipt of the approval is deemed to be the notice of conversion (<b>Automatic Conversion Notice</b>).</p> <p>(b) If the Notes are not the subject of the Automatic Conversion Notice, the Company will have the right to redeem any unconverted Convertible Notes by payment to the Subscriber of the Face Value of the Convertible Notes plus any outstanding accrued interest by written notice to the Subscriber.</p>
<b>Ordinary Shares Ranking:</b>	Shares issued on conversion of the Notes will be fully paid, will be unencumbered and will rank <i>pari passu</i> in all respects with the fully paid ordinary shares in the Company on issue.
<b>Company Redemption Rights:</b>	<p>(a) On and from the subscription Date and before the Repayment Date, if the Notes are not the subject of the Automatic Conversion Notice, the Company will have the right to redeem any unconverted Notes by payment to the subscriber of the Face Value of the Notes plus any outstanding accrued interest by written notice of such redemption to the Subscriber.</p> <p>(b) The redemption of the Notes in accordance with subparagraph (a) above operates in satisfaction of the Company's obligation to the subscriber in respect of the outstanding Principal Amount on the Notes so redeemed.</p>
<b>Redemption:</b>	<p>The Company is required to redeem the unconverted Notes for their Face Value plus any unpaid interest on the earlier of:</p> <p>(a) the Repayment Date;</p>

	<p>(b) within 10 business days of a demand by the Subscriber on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time; and</p> <p>(c) on a change in control of the Company (including by takeover) or the sale of the Company's main undertaking.</p>
<b>Reconstruction:</b>	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, then the number of Shares into which each Note is convertible will be adjusted in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of such reconstruction so that the Notes are convertible into the same percentage of the issued ordinary share capital of the Company as the percentage into which they are convertible immediately before the relevant reconstruction and in a manner which will not result in any additional benefits being conferred on the Subscriber which are not conferred on the shareholders of the Company.</p>
<b>Event of Default:</b>	<p>It is an event of default, whether or not it is within the control of the Company, where:</p> <p>(a) <b>Failure to pay:</b> the Company fails to pay or repay any amount due by it under this Terms Sheet;</p> <p>(b) <b>Non-remediable failure:</b> the Company fails to perform or observe any material undertaking, obligation or agreement expressed in this Terms Sheet and the Company does not remedy such failure within 14 days, or a longer period determined by the Subscriber, after receipt by the Company of a notice from the Subscriber specifying the failure;</p> <p>(c) <b>Receiver:</b> a receiver, manager, official manager, trustee, administrator or similar official is appointed, or steps taken for such appointment, over any of the assets or undertaking of the Company;</p> <p>(d) <b>Insolvency:</b> the Company is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the Corporations Act;</p> <p>(e) <b>Administrator:</b> an administrator is appointed or a resolution is passed or any steps are taken to appoint, or to pass a resolution to appoint, an administrator to the Company;</p> <p>(f) <b>Winding up:</b> an application or order is made for the winding-up or dissolution of the Company, which application is not dismissed or withdrawn within 21 days or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company otherwise than for the purpose of an amalgamation or reconstruction; or</p> <p>(g) <b>Suspends payment:</b> the Company suspends payment of its debts generally,</p>

	(together, <b>Events of Default</b> ).
<b>Voting rights and Participation Rights:</b>	<p>(a) The Subscriber will be able to attend general meetings of the Company but is not entitled to vote prior to conversion of the Notes into Shares.</p> <p>(b) Before conversion, the Subscriber is not entitled to participate in rights issues, returns of capital, bonus issues or capital reconstructions of the Company.</p>
<b>Security</b>	The Convertible Note Facility is unsecured.

---

## SCHEDULE 3 – TERMS AND CONDITIONS OF NEW OPTIONS

---

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise.

(b) **Exercise Price**

Subject to paragraph (m), the Options are exercisable at \$0.08 each at any time up to 5.00pm (WST) on the date that is 1 year from the date of issue (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire on the Expiry Date.

(c) **Exercise**

The Options are exercisable by delivering to the registered office of the Company a notice in writing (**Notice of Exercise**) stating the intention of the Optionholder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the Optionholder's right to exercise the balance of any Options remaining.

(d) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) 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;
- (ii) 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
- (iii) 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 a notice delivered under (g)(ii) for any reason 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.

(e) **Ranking of Shares**

Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the then existing fully ordinary shares of the Company at the date of issue.

(f) **Transferability**

Subject to the Corporations Act, Constitution and the ASX Listing Rules, the Options are transferable.

(g) **Quotation of Shares on exercise**

The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

(h) **Participation rights**

The Optionholder is not entitled to participate in any issue to existing Shareholders of securities unless they have exercised their Options before the relevant "record date" for determining entitlements to the issue of securities and participate as a result of holding Shares. The Company must give the Optionholder notice of the proposed terms of the issue or offer in accordance with the ASX Listing Rules.

(i) **Reorganisation**

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the issued share capital of the Company, then the rights of the Optionholder (including the number of Options to which the Optionholder is entitled to and the exercise price) is changed to the extent necessary to comply with the Corporations Act and the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(j) **Amendments**

There will be no change to the exercise price of the Options in the event the Company makes a pro rata rights issue of securities.

## SCHEDULE 4 – MATERIAL TERMS OF THE SECOND CONVERTIBLE NOTE FACILITY

A summary of the key terms of the Second Convertible Note Facility is set out below:

<b>Face Value</b>	The face value of a convertible note is \$0.024 (2.4 cents)
<b>Principal Amount:</b>	\$100,000
<b>Term:</b>	The term of the Convertible Note Facility is 12 months ( <b>Repayment Date</b> ).
<b>Conversion</b>	Each note issued under the Convertible Note Facility ( <b>Note</b> ) may be converted into one fully paid ordinary share in the capital of the Company at the Conversion Price (below) ( <b>Conversion</b> ).
<b>Condition</b>	Prior to a Conversion, the Company is required to seek Shareholder approval on or before 31 January 2022 ( <b>Condition</b> ).
<b>Conversion Price:</b>	Each Note will be convertible into Shares at a conversion price of \$0.024 (2.4 cents) per Share ( <b>Conversion Price</b> ).
<b>Interest:</b>	Interest shall be payable in cash on the Principal Amount from the Subscription Date until the Notes are redeemed (other than by Conversion) at the simple interest rate of 8% per annum, payable in arrears on redemption. If the Notes are automatically converted there will not be any interest accrued.
<b>Conversion Right:</b>	<p>(a) The Notes are automatically deemed to convert into Shares on receipt of the Shareholder Approval and the receipt of the approval is deemed to be the notice of conversion (<b>Automatic Conversion Notice</b>).</p> <p>(b) If the Notes are not the subject of the Automatic Conversion Notice, the Company will have the right to redeem any unconverted Convertible Notes by payment to the Subscriber of the Face Value of the Convertible Notes plus any outstanding accrued interest by written notice to the Subscriber.</p>
<b>Ordinary Shares Ranking:</b>	Shares issued on conversion of the Notes will be fully paid, will be unencumbered and will rank <i>pari passu</i> in all respects with the fully paid ordinary shares in the Company on issue.
<b>Company Redemption Rights:</b>	<p>(c) On and from the subscription Date and before the Repayment Date, if the Notes are not the subject of the Automatic Conversion Notice, the Company will have the right to redeem any unconverted Notes by payment to the subscriber of the Face Value of the Notes plus any outstanding accrued interest by written notice of such redemption to the Subscriber.</p> <p>(d) The redemption of the Notes in accordance with subparagraph (a) above operates in satisfaction of the Company's obligation to the subscriber in respect of the outstanding Principal Amount on the Notes so redeemed.</p>
<b>Redemption:</b>	<p>The Company is required to redeem the unconverted Notes for their Face Value plus any unpaid interest on the earlier of:</p> <p>(d) the Repayment Date;</p>

	<p>(e) within 10 business days of a demand by the Subscriber on the occurrence of an Event of Default (as defined below) which has not been remedied within the prescribed time; and</p> <p>(f) on a change in control of the Company (including by takeover) or the sale of the Company's main undertaking.</p>
<b>Reconstruction:</b>	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, then the number of Shares into which each Note is convertible will be adjusted in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of such reconstruction so that the Notes are convertible into the same percentage of the issued ordinary share capital of the Company as the percentage into which they are convertible immediately before the relevant reconstruction and in a manner which will not result in any additional benefits being conferred on the Subscriber which are not conferred on the shareholders of the Company.</p>
<b>Event of Default:</b>	<p>It is an event of default, whether or not it is within the control of the Company, where:</p> <p>(h) <b>Failure to pay:</b> the Company fails to pay or repay any amount due by it under this Terms Sheet;</p> <p>(i) <b>Non-remediable failure:</b> the Company fails to perform or observe any material undertaking, obligation or agreement expressed in this Terms Sheet and the Company does not remedy such failure within 14 days, or a longer period determined by the Subscriber, after receipt by the Company of a notice from the Subscriber specifying the failure;</p> <p>(j) <b>Receiver:</b> a receiver, manager, official manager, trustee, administrator or similar official is appointed, or steps taken for such appointment, over any of the assets or undertaking of the Company;</p> <p>(k) <b>Insolvency:</b> the Company is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act or is presumed to be insolvent under the Corporations Act;</p> <p>(l) <b>Administrator:</b> an administrator is appointed or a resolution is passed or any steps are taken to appoint, or to pass a resolution to appoint, an administrator to the Company;</p> <p>(m) <b>Winding up:</b> an application or order is made for the winding-up or dissolution of the Company, which application is not dismissed or withdrawn within 21 days or a resolution is passed or any steps are taken to pass a resolution for the winding-up or dissolution of the Company otherwise than for the purpose of an amalgamation or reconstruction; or</p> <p>(n) <b>Suspends payment:</b> the Company suspends payment of its debts generally,</p>

	(together, <b>Events of Default</b> ).
<b>Voting rights and Participation Rights:</b>	<p>(c) The Subscriber will be able to attend general meetings of the Company but is not entitled to vote prior to conversion of the Notes into Shares.</p> <p>(d) Before conversion, the Subscriber is not entitled to participate in rights issues, returns of capital, bonus issues or capital reconstructions of the Company.</p>
<b>Security</b>	The Convertible Note Facility is unsecured.

---

## SCHEDULE 5 – TERMS AND CONDITIONS OF OPTIONS

---

### 1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### 2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$2.4cents (**Exercise Price**).

### 3. Expiry Date

Each Option will expire at 5:00 pm (WST) 36 months after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### 5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

### 7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (i) 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;
- (ii) 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
- (iii) 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 a notice delivered under 7(ii) for any reason 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.

**8. Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

**9. Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**10. 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 without exercising the Options.

**11. Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**12. Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

---

**SCHEDULE 6 – VALUATION OF DIRECTOR OPTIONS**

---

The proposed Director Options to be issued to Messrs Tarrant, Otley and Marsland, have been valued by internal management, using the Black & Scholes option model and based on the assumptions set out below.

<b>Assumptions:</b>	
Valuation date	14 December 2021
Market price of Shares	\$0.014
Exercise price	\$0.024
Expiry date (length of time from issue)	3 Years
Risk free interest rate	0.89%
Volatility (discount)	85%
Indicative value per Director Option	\$0.0059
Total Value of Director Options	\$88,220
500,000 Options to John Tarrant	\$29,407
500,000 Options to Philip Otley	\$29,407
500,000 Options to Philip Marsland	\$29,407

**Notes:**

1. The valuation noted above is not necessarily the market price that the Director Options could be traded at and is not automatically the market price for taxation purposes.

**LODGE YOUR PROXY APPOINTMENT ONLINE**



**ONLINE PROXY APPOINTMENT**

www.advancedshare.com.au/investor-login



**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

**ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Norwood Systems Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the Meeting **OR**

**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 31 January 2022 at 10.00am (WST)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2 & 18-20 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

**VOTING DIRECTIONS**

**Resolutions**

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – John Tarrant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Shares to related party – Paul Ostergaard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue of Shares (Listing Rule 7.1) - 4,347,826 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of prior issue of Shares (Listing Rule 7.1) - 6,666,665 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of prior issue of Shares (Listing Rule 7.1) - 2,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Placement of New Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Related party participation in Option Placement – Giles Everist	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Related party participation in Option Placement – Michael Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Re-election of Director – Michael Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of prior issue of Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Election of Director – Philip Otley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Election of Director – Philip Marsland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Issue of Shares to related party – Paul Ostergaard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Issue of Options to related party – John Tarrant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Issue of Options to related party – Philip Otley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Issue of Options to related party – Philip Marsland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

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

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## NORWOOD SYSTEMS LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 2 & 18-20, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 2 & 18-20.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (WST) on 29 January 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033