
THE GO2 PEOPLE LTD

ACN 616 199 896

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am AWST

DATE: 18th November 2021

PLACE: Unit 3, 271 Berkshire Road Forrestfield WA 6058

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 4:00pm AWST on 16 November 2021.

BUSINESS OF THE MEETING

AGENDA

1. ☐ 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.

2. ☐ 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.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) ☐ a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) ☐ a Closely Related Party of such a member.

However, a person (the **voter**) 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:

- (a) ☐ the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) ☐ the voter is the Chair and the appointment of the Chair as proxy:
 - (i) ☐ does not specify the way the proxy is to vote on this Resolution; and
 - (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.

3. ☐ RESOLUTION 2 – ELECTION OF DIRECTOR – ROBERT STOCKDALE

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 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Robert Stockdale, a Director who was appointed as an additional Director on 31 May 2021, retires, and being eligible, is re-elected as a director."

4. ☐ RESOLUTION 3 – ELECTION OF DIRECTOR – TONY FITZPATRICK

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 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Tony Fitzpatrick, a Director who was appointed as an additional Director on 31 May 2021, retires, and being eligible, is re-elected as a director."

5. ☐ RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DARREN COOPER

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, Darren Cooper, a Director, retires, and being eligible, is re-elected as a Director.”

6. ☐ RESOLUTION 5 – ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Performance Rights Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme 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 Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) ☐ the proxy is either:
 - (i) ☐ a member of the Key Management Personnel; or
 - (ii) ☐ a Closely Related Party of such a member; and
- (b) ☐ the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) ☐ the proxy is the Chair; and
- (b) ☐ the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly.

7. ☐ RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY - SHARES

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

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to 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 ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement"

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 28 September 2021

By order of the Board



Company Secretary

Voting in person

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

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 changes to the Corporations Act made in 2011 mean 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)419 914 629

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.

1. **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, 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.thego2people.com.au.

2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

2.1 **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.

2.2 **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.

2.3 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 below for further information.

3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS – ROBERT STOCKDALE AND TONY FITZPATRICK

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Robert Stockdale and Mr Tony Fitzpatrick, having both been appointed by other Directors on 31 May 2021 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seek election from Shareholders.

Mr Stockdale and Mr Fitzpatrick have confirmed that they consider they will have sufficient time to fulfil their responsibilities as Non-Executive Directors of the Company and do not consider that any other commitment will interfere with their availability to perform their duties as Non-Executive Directors of the Company.

3.2 Qualifications and other material directorships

Robert Stockdale

Rob has over 35 years of commercial experience in employment, recruitment, education and government service sectors. The past ten years he has held positions of Chairperson, Executive Chairperson, and Non-executive director. With senior management roles/directorships in ASX listed, private, community, indigenous and government companies/agencies.

Rob's vast experience at Board level "a helicopter view" of oversight and strategy, to the delivered a variety of face-to-face training for the long-term unemployed in regional WA. Specializing in the holistic aim of benefiting community by access government funding for high profile community projects.

Rob has recently attended the Australian Institute of Company Directors course.

Tony Fitzpatrick

Tony Fitzpatrick has spent in excess of 30 years in the Employment and Training Industry with management and senior management roles in ASX listed, private and not for profit companies, State and Federal Government agencies. Tony is a Founding Shareholder and Director of Skill Hire being the designer of the integrated portfolio offering of Government Services, Recruitment, Training and Apprenticeships and Traineeships. Tony held roles as Managing Director (13 years), Chief Executive Officer (3 years) Chairman (3 years) and NED (5 years) with Skill Hire.

Tony has held Directorships for private companies in manufacturing and risk management along with several Not-for-Profit appointments with State Sporting Associations and organisations focused on assisting disadvantaged Youth. Tony holds a number of Board and Advisor roles across a range of industries including Chair of the McGovern Foundation, Director of Learning lifelines and is assisting in the development of several Aboriginal owned Small Businesses.

3.3 Independence

Mr. Stockdale is a substantial shareholder of the Company. As such, if elected, the Board does not consider Mr Stockdale to be an independent director.

Mr. Fitzpatrick is a substantial shareholder of the Company. As such, if elected, the Board does not consider Mr Fitzpatrick to be an independent director.

3.4 Board recommendation

The Board supports the re-election of Mr. Stockdale and recommends that Shareholders vote in favour of 2.

The Board also supports the re-election of Mr. Fitzpatrick and recommends that Shareholders vote in favour of 3.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR - DARREN COOPER

4.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

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

Mr Darren Cooper, who has served as a Director since 28 July 2017, and last re-elected in November 2018, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Darren Cooper spent in excess of 20 years with various companies in management and senior executive roles, and has a Bachelor of Business from Curtin University, a Masters of Applied Finance from Macquarie University, and is a graduate of the Australian Institute of Company Directors.

Darren now holds a number of Board and Strategic Advisory roles across a range of industries. Darren is the Board Chair of Spectur Ltd (ASX:SP3) and is a non-executive director of Netccentric Ltd (ASX:NCL).

4.3 ☐ Independence

If re-elected the Board considers Mr Cooper will be an independent Director.

4.4 ☐ Board recommendation

The Board supports the re-election of Mr Cooper and recommends that Shareholders vote in favour of 4.

5. ☐ RESOLUTION 5 – APPROVAL OF PERFORMANCE RIGHTS PLAN

Resolution 5 seeks Shareholder approval for the adoption of the employee incentive scheme entitled “Incentive Performance Rights Plan” (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of three (3) years from the date on which shareholders approve the issue of securities under the Plan as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue Performance Rights under the Plan to eligible participants over a period of 3 years without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

The Plan was first adopted by the Company as part of its initial public offering in 2017.

The Company is seeking Shareholder approval to re-instate the Plan at the Meeting to issue Performance Rights under the Plan to eligible participants over a period of three (3) years from the Meeting under ASX Listing Rule 7.2 (Exception 13(b)) noted above.

The following Performance Rights have previously been issued under the Plan since the Company listed on the ASX.

- ☐ 6,000,000 Performance Rights have previously been issued under the Plan in November 2019;
- ☐ 5,000,000 Performance Rights have vested and been converted into Shares issued to their recipients;
- ☐ 1,000,000 Performance Rights lapsed unvested or have been cancelled.
- ☐ There are no Performance Rights which remain unconverted into Shares; and

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue

of Shares under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

The maximum number of Shares that may be issued on conversion of Performance Rights issued under the Plan (should Resolution 5 be approved), when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date Performance Rights are offered to eligible participants. As such, the maximum number of Performance Rights to be issued under the plan is 12,500,000.

Any future issues of Shares under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of Performance Rights and Options under the Plan to eligible participants, but any issues of Performance Rights or Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Performance Rights.

6. □ RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 □ General

ASX Listing Rule 7.1A provides that an Eligible Entity (defined below) may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (10% Placement Capacity) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

If Shareholders approve Resolution 6, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 4.2 below).

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting: (a) is not included in the S&P/ASX 300 Index; and (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000, (Eligible Entity). The Company is an Eligible Entity.

As at the date of this Notice, the Company currently has on issue 370,879,950 Shares and the last recorded closing price of the Shares on 27 September 2021 was 4.0 cents. 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 \$14,835,198.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security. Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: GO2).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$1. (A \times D) - E$$

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

A. plus the number of fully paid ordinary securities issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

B. plus the number of partly paid ordinary securities that became fully paid in the previous 12 months;

C. plus the number of fully paid ordinary securities issued in the previous 12 months with approval of holders of ordinary securities under Listing Rules 7.1 and 7.4; and

D. less the number of fully paid ordinary securities cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.4.

6.3 ☐ Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) ☐ Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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; or
- (ii) ☐ if the Equity Securities are not issued within 10 ASX trading days of the date in Section 4.3(a)(i) the date on which the Equity Securities are issued.

(b) ☐ Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) ☐ 12 months after the date of this Meeting; and
- (ii) ☐ the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid) **(10% Placement Capacity Period)**
- (iii) ☐ the time and date of the Company's next annual general meeting

(c) ☐ Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares may be reduced as shown in the table below.

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.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	DILUTION			
	Issue Price (per Share)	\$0.02 50% decrease in Issue Price	\$0.040 Issue Price	\$0.08 100% increase in Issue Price
370,879,950 (Current Variable A)	Shares issued - 10% voting dilution	37,087,995 Shares	37,087,995 Shares	37,087,995 Shares
	Funds raised	\$741,760	\$1,483,520	\$2,967,040
556,319,925 (50% increase in Variable A)	Shares issued - 10% voting dilution	55,631,993 hares	55,631,993 hares	55,631,993 hares
	Funds raised	\$1,112,640	\$2,225,280	\$4,450,559
741,759,900 (100% increase in Variable A)	Shares issued - 10% voting dilution	74,175,990 Shares	74,175,990 Shares	74,175,990 Shares
	Funds raised	\$1,483,520	\$2967,040	\$5,934,079

The table has been prepared on the basis of the following assumptions:

- (i) ☐ the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (ii) ☐ no Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
 - (iii) ☐ 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%;
 - (iv) ☐ the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
 - (v) ☐ the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
 - (vi) ☐ the issue of Equity Securities under the 10% Placement Facility consists only of Shares;
 - (vii) ☐ the issue price is \$0.04, being the closing price of the Shares on ASX on 27 September 2021; and
 - (viii) ☐ the table does not reflect any securities to be issued as a result of other Resolutions being passed at the Meeting if any.
- (d) ☐ Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use any funds raised towards, general operational expenses.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) ☐ Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The recipients of the Equity Securities to be issued under the 10% Placement Capacity 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 10% Placement Capacity, 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 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) ☐ (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new projects, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new projects, assets or investments.

(f) ☐ Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2020 Annual General Meeting (Previous Approval). The Company has not issued any equity securities pursuant to the Previous Approval.

During the 12-month period preceding the proposed date of the 2021 AGM, being on and from 26 November 2020, the Company otherwise issued a total of 223,190,332 Shares (approximately 219,866,093 pursuant to shareholder approval to complete acquisitions) and no Options or Performance Rights, which represents approximately 151% of the total number of equity securities on issue in the Company as at 26 November 2020 being 147,689,618.

(g) ☐ The Company has not agreed to issue any equity securities under ASX Listing Rule 7.1A.2 as at the date of the Notice of Meeting.

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

As at the date of this Notice of Meeting, the Company is not proposing to make an issued of any equity securities under ASX Listing Rule 7.1A.2

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 6 is a special resolution.

GLOSSARY

\$ means Australian dollars.

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.

ASX Listing Rules means the Listing Rules of ASX.

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 The GO2 People Ltd (ACN 616 199 896).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

GO2 Group means the Company and each of its subsidiaries.

Initial Public Offer means the initial public offer for the Company's securities pursuant to the Prospectus lodged with the ASIC and ASX on 1 August 2017.

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.

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.

Optionholder means a holder of an Option as the context requires.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

Performance Rights Plan means the incentive performance rights plan the subject of Resolution 5 as summarised in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

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.

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.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – SUMMARY OF PERFORMANCE RIGHTS PLAN

The key terms of the Plan are as follows:

- (a) ☐ The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
 - (i) ☐ a Director (whether executive or non-executive) of any Group Company;
 - (ii) ☐ a full or part time employee of any Group Company;
 - (iii) ☐ a casual employee or contractor of a Group Company to the extent permitted by the Class Order; or
 - (iv) ☐ a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (i), (ii) or (iii) above,

(Eligible Participants).
- (b) ☐ Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (c) ☐ The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
 - (i) ☐ the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
 - (ii) ☐ the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
 - (iii) ☐ any applicable vesting conditions;
 - (iv) ☐ any restriction period the Board has resolved to apply to Shares issued on exercise of the Performance Rights;
 - (v) ☐ when unvested Performance Rights will expire (**Expiry Date**);
 - (vi) ☐ the date by which an offer must be accepted (**Closing Date**); and
 - (vii) ☐ any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.
- (d) ☐ Subject to clause (h), a Performance Right granted under the PR Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.
- (e) ☐ The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.
- (f) ☐ Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the Participant or his or her personal representative (as

the case may be) the number of Shares the Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.

- (g) ☐ A Performance Right will lapse upon the earlier to occur of:
- (i) ☐ three (3) years from their date of issue, if they are not exercised prior to this date;
 - (ii) ☐ an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
 - (iii) ☐ a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
 - (iv) ☐ a vested Performance Right is not exercised within the time limit specified in the Plan;
 - (v) ☐ an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right or resolves to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible, in accordance with the Plan;
 - (vi) ☐ the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
 - (vii) ☐ the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan; and
 - (viii) ☐ the Expiry Date of the Performance Right.
- (h) ☐ The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
- (i) ☐ an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
 - (A) ☐ death or total or permanent disability; or
 - (B) ☐ retirement or redundancy; or
 - (ii) ☐ an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
 - (iii) ☐ a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company,

in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within the Board notifying that the Performance Right has vested and before it lapses, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.



ACN 616 199 896

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Tuesday, 16 November 2021.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

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

Your secure access information is



Control Number: 185728

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of The GO2 People Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of The GO2 People Limited to be held at Unit 3, 271 Berkshire Road, Forrestfield, WA 6058 on Thursday, 18 November 2021 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Robert Stockdale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Tony Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Darren Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Incentive Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Capacity - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

GO 2

2 8 1 2 0 0 A



Computershare



Instructions for completing Proxy Form

1. ☐ **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. ☐ **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. ☐ **(Signing instructions):**
 - ☐ **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - ☐ **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - ☐ **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - ☐ **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. ☐ **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. ☐ **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return:
 - (a) ☐ by mail to the Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia; or
 - (b) ☐ by fax to Computershare Investor Services Pty Limited on:
 - (i) ☐ 1800 783 447 (within Australia); or
 - (ii) ☐ +61 3 9473 2555 (outside Australia);
 - (c) ☐ by Custodian Voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

so that it is received not less than 48 hours prior to commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**