

Notice of annual general meeting

AD1 Holdings Limited ACN 123 129 162

Date: Thursday, 16 December 2021

Time: 11.00am (Melbourne time)

Location: Virtually (online at <https://meetings.linkgroup.com/ad121>)

Important notice

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and information about, the proposal to be considered at the annual general meeting of the Company on 16 December 2021 (**Meeting**). It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

This Notice of Annual General Meeting and Explanatory Memorandum is dated 15 November 2021.

Given the current restriction on gatherings and travel imposed by governments as a consequence of the COVID-19 virus, the Federal Treasurer has made a determination modifying the operation of provisions of the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth) under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* (**Determination**) to allow companies who are required or permitted to hold meetings to hold those meetings remotely as virtual meetings, instead of in person. No hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated, and shareholders will instead be notified of how to access the Notice of Annual General Meeting and Explanatory Memorandum.

To avoid needing to attend the meeting, Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairman before 11.00am (Melbourne time) on Tuesday, 14 December 2021. Instructions for lodging proxies are included on your personalised proxy form.

The Meeting will be held virtually (online) via an online platform. There will be no physical attendance at the meeting. This is an important health and safety measure. Attending the meeting online enables Shareholders to view the Annual General Meeting live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting.

In accordance with the Determination, each resolution considered at the Meeting will be decided on a poll. As the situation regarding the management of COVID-19 is evolving, shareholders are encouraged to monitor the Company's website and ASX announcements for any further updates in relation to the arrangements for the meeting. The Company appreciates the understanding of shareholders during this difficult time. We look forward to your virtual attendance and participation at the meeting.

In this document you will find:

1. Notice of annual general meeting
2. An explanatory memorandum containing an explanation of, and information about, the Resolutions
3. Proxy form

Notice of annual general meeting

AD1 Holdings Limited ACN 123 129 162

Notice is hereby given that the Annual General Meeting of the members of AD1 Holdings Limited (**Company**) will be held:

- Virtually (online at <https://meetings.linkgroup.com/ad121>)
- on Thursday, 16 December 2021
- at 11.00am (Melbourne time)

Business

Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2021.

Note: There is no requirement for the Shareholders to approve these reports.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the Remuneration Report of the Company for the year ended 30 June 2021 be adopted.”

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution.

Please note:

- *this Resolution is advisory only and does not bind the Company or its directors; and*
- *the directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.*

Resolution 2 – Re-Election of Director – Mr Michael Norster

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT Mr Michael Norster, a non-executive director of the Company who retires from the office of Director in accordance with rule 63 of the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company on the terms and conditions as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting.

Resolution 3 – Ratification of issue of Shares to the vendor of Art of Mentoring

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company of 7,857,951 new fully paid ordinary shares to Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 4 – Ratification of Private Placement Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company under a Private Placement completed on 29 October 2021 of 57,875,000 new fully paid ordinary shares to sophisticated and professional investors on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 5 – Ratification of Private Placement Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company under a Private Placement completed on 29 October 2021 of 14,468,754 new options over ordinary shares to sophisticated and professional investors on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 6 – Approval of issue of shares and options to Michael Norster (Director) in connection with the Private Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of 1,562,500 new fully paid ordinary shares and 390,625 options to acquire new fully paid ordinary shares to Michael Norster or his nominee(s) on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 7 – Approval of issue of shares and options to Andrew Henderson (Director) in connection with the Private Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of 1,562,500 new fully paid ordinary shares and 390,625 options to acquire new fully paid ordinary shares to Andrew Henderson or his nominee(s) on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting."

Resolution 8 – Approval of issue of shares and options to Nicholas Smedley (Director) in connection with the Private Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of 1,562,500 new fully paid ordinary shares and 390,625 options to acquire new fully paid ordinary shares to Nicholas Smedley or his nominee(s) on such

terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting.”

Resolution 9 – Approval of issue of shares and options to Brendan Kavenagh (Director) in connection with the Private Placement

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of 937,500 new fully paid ordinary shares and 234,375 options to acquire new fully paid ordinary shares to Brendan Kavenagh or his nominee(s) on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting.”

Resolution 10 – Approval of issue of options to a consultant

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue by the Company of 11,000,000 options to acquire new fully paid ordinary shares to E A L Consulting Pty Ltd or its nominee(s) on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting.”

Resolution 11 – Approval of additional 10% placement capacity

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

“**THAT** for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the Company having the additional capacity to issue Shares up 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 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting.”

Resolution 12 – Change to Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be modified by making the amendments on such terms as more particularly described in the explanatory memorandum which accompanies and forms part of this Notice of Meeting, with effect from 16 December 2021”

Voting exclusions

1. The Company will disregard any votes cast on Resolution 1 by:
 - (a) a member of the Company's key management personnel (**KMP**) or a closely related party of a KMP;
 - (b) persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
 - (c) any associate of a KMP or of any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, a vote may be cast by such a person if:

- (a) the vote is cast by that person as a proxy in accordance with a direction by the shareholder as to how that person is to vote on the Resolution; and

- (b) the shareholder who directed that person how to vote is entitled to vote on the Resolution (eg. the shareholder is not a KMP or a closely related party of a KMP),
- or
- (c) the voter is the chair of the Meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

2. The Company will disregard, for the purposes of Resolution 3, any votes cast in favour of Resolution 3 by or on behalf of:
 - (a) Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust (being the counterparty to the sale and purchase agreement for the Art of Mentoring acquisition); and
 - (b) an associate of Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust.
3. The Company will disregard, for the purposes of Resolution 4 and 5, any votes cast in favour of Resolution 4 and 5 by or on behalf of:
 - (a) persons who have participated in the issue of the New Shares and New Options under the Private Placement; and
 - (b) an associate of persons who have participated in the issue of the New Shares and New Options under the Placement.
4. The Company will disregard for the purposes of Resolutions 6, any votes cast in favour of Resolutions 6 by or on behalf of:
 - (a) Michael Norster; or
 - (b) an associate of Michael Norster.
5. The Company will disregard for the purposes of Resolutions 7, any votes cast in favour of Resolutions 7 by or on behalf of:
 - (a) Andrew Henderson; or
 - (b) an associate of Andrew Henderson.
6. The Company will disregard for the purposes of Resolutions 8, any votes cast in favour of Resolutions 8 by or on behalf of:
 - (a) Nicholas Smedley; or
 - (b) an associate of Nicholas Smedley.
7. The Company will disregard for the purposes of Resolutions 9, any votes cast in favour of Resolutions 9 by or on behalf of:
 - (a) Brendan Kavenagh; or
 - (b) an associate of Brendan Kavenagh.
8. The Company will disregard for the purposes of Resolutions 10, any votes cast in favour of Resolutions 10 by or on behalf of:
 - (a) E A L Consulting Pty Ltd; or

- (b) an associate of E A L Consulting Pty Ltd.
9. With respect to Resolutions 3 to 12 (inclusive), the voting exclusion set out above does not apply to a vote cast in favour of the Resolution by:
- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
 - (b) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
 - (c) a Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlement time

10. It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Melbourne time) on Tuesday 14 December 2021. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Proxies

11. Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.
12. A member who is entitled to vote at the Meeting may appoint:
- (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
13. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.
14. A proxy need not be a member of the Company.
15. If you require an additional proxy form, the Company will supply it on request.
16. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (ie. by no later than 11.00am (Melbourne time) on Tuesday 14 December 2021), at:
- (a) online: www.linkmarketservices.com.au;
 - (b) by mail: AD1 Holdings Limited, c/- Link Market Services Limited, Reply Paid 1519, Sydney South NSW 1234 Australia;
 - (c) by fax: +61 2 9287 0309; or
 - (d) by hand: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 (please do not use this address for mailing purposes).

17. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.
18. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
19. If a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a poll.

Corporate Representatives

20. A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

All Resolutions by Poll

21. In accordance with clause 35.4 of the Constitution, and in accordance with section 5(c) of *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Chairman intends to call a poll on each of the Resolutions proposed at the Meeting, using technology that will allow each Shareholder to participate in the vote in real time or in advance of the Meeting. Consequently, each Resolution considered at the Meeting will be conducted by poll, rather than a show of hands.

Dated: 17 November 2021

By order of the Board



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Harvey Bui
Secretary

AD1 Holdings Limited – Annual General Meeting

Explanatory memorandum

22. Introduction

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Annual General Meeting of the Company will be held virtually (online at <https://meetings.linkgroup.com/ad121>) on Friday, 16 December 2021 commencing at 11.00am (Melbourne time).

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

23. Resolutions

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2021 Annual Report of the Company and is also available on the Company's website at www.ad1holdings.com.au.

The Remuneration Report:

- (a) describes the policies behind and structure of the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- (b) sets out the remuneration arrangements in place for each director and for specified senior executives of the Company; and
- (c) explains the differences between the bases for remunerating non-executive directors and executives, including any executive directors.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be put to the vote. Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2021 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2021 Annual General Meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report set out in the accompanying Notice of Meeting.

Resolution 2: Re-election of Director – Mr Michael Norster

Pursuant to rule 63 of the Constitution and ASX Listing Rule 14.4, Mr Michael Norster, a non-executive Director of the Company, must retire at the Meeting and has decided to offer himself for re-election at the Meeting.

This Resolution seeks Shareholder approval of the re-election of Mr Norster.

Profile of Michael Norster

Michael Norster has been and is the major driving force in forming a number of successful, start up, Australian businesses.

Michael founded the Australian Energy group of companies that traded under the name Powerdirect in 1997. He was the major shareholder in that group from ASX listing in 2001 until its completed sale to Ergon Energy in early 2006. He is the founder and executive chairman of the Green Generation group of private companies which commenced in 2010. The group owns electricity retailer Blue NRG and renewable energy developer and risk manager GG Renewable Energy.

In addition to AD1 Holdings Limited, Michael was also the seed investor in the information technology recruitment company Primex Solutions Pty Ltd. He has assisted in the formation and establishment of one of Australia's largest telecommunications carriers Axicorp Pty Ltd (which became Primus Telecommunications) and was a director and shareholder in Hotkey Internet Services Pty Ltd (all now a part of Vocus Communications).

The Board (excluding Michael Norster, who abstains from making a recommendation) recommends supporting the election of Michael Norster and recommends that Shareholders **vote in favour** of Resolution 2.

Resolution 3: Ratification of issue of Shares to the vendor of Art of Mentoring

(d) Explanation

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 7,857,951 new fully paid ordinary shares that were issued on 1 November 2021 to the vendor of Art of Mentoring Holdings Pty Ltd, being Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust (**AOM Shares**) under the Company's capacity to issue securities pursuant to Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, during a 12 month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12 month period without shareholder approval.

ASX Listing Rule 7.4 allows for the ratification of previous issues of securities which are not made with shareholder approval (or under another exception to ASX Listing Rule 7.1) provided that the issue of securities did not breach the Company's placement capacity under ASX Listing Rule 7.1. If shareholders ratify the issue of securities at general meeting, those securities will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1. If the Company's shareholders ratify the issue of New Shares that occurred on 1 November 2021 as part of the Company's acquisition of Art of Mentoring, these Shares will be deemed to have been issued with Shareholder approval.

(e) Reasons

The effect of the ratification of the issue of the AOM Shares is that the Company's placement capacity under the ASX Listing Rules will be reinstated, enabling it to issue further securities, subject to the ASX Listing Rules, in the next 12 months without Shareholder approval.

(f) Required information

In compliance with ASX Listing Rule 7.5, the Company provides the following information:

Number of securities issued	7,857,951 fully paid ordinary shares
Fixed issue price per security	The AOM Shares were issued at an effective price of \$0.060156397 per New Share, being the same issue price on which the initial

8,320,944 shares were issued on 26 October 2020 upon completion of the Art of Mentoring acquisition.

Recipients of issue

Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust, the vendor of Art of Mentoring.

Terms of securities

The AOM Shares are fully paid ordinary shares. The Shares issued rank equally with other existing fully paid ordinary shares in the Company.

Use of funds raised

The New Shares are being issued to Golden Pond Investments Pty Ltd as trustee for the Golden Pond Investment Trust as part consideration for the Company's acquisition of Art of Mentoring, which was announced to ASX on 30 September 2020. Therefore, there will be no proceeds raised from this issue of the AOM Shares.

(g) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(h) Board recommendation

Your Directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 3 set out in the accompanying Notice of Meeting.

Resolution 4 and 5: Ratification of Private Placement Shares and Options

(a) Explanation

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the placement of 57,875,000 New Shares and 14,468,754 New Options that were issued on 29 October 2021 to sophisticated and professional investors under the Company's capacity to issue securities pursuant to Listing Rule 7.1 and 7.1A.

Of the Placement, a total of 56,875,000 New Shares and 14,468,754 New Options were issued under the Company's placement capacity under ASX Listing Rule 7.1 and a total of 1,000,000 New Shares were issued under the Company's placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, during a 12-month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval. At the Company's annual general meeting held on 27 November 2020, shareholders approved a further 10% placement capacity pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows for the ratification of previous issues of securities which are not made with shareholder approval (or under another exception to ASX Listing Rule 7.1) provided that the issue of securities did not breach the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A. If shareholders ratify the issue of securities at general meeting, those securities will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1. If the Company's shareholders ratify the issue of New Shares and New Options that occurred on 29 October 2021 as part of the Private Placement, these Shares and Options will be deemed to have been issued with Shareholder approval.

(b) Reasons

The effect of the ratification of the issue of New Shares and New Options under the Private Placement is that the Company's placement capacity under the ASX Listing Rules will be reinstated, enabling it to issue further securities, subject to the ASX Listing Rules, in the next 12 months without Shareholder approval.

(c) Required information

In compliance with ASX Listing Rule 7.5, the Company provides the following information:

Number of securities issued	57,875,000 new fully paid ordinary shares and 14,468,754 new options over ordinary shares.
Fixed issue price per security	The New Shares were issued at a price of \$0.032 per New Share. The New Options were issued at nil issue price per New Option and with each New Option having an exercise price of \$0.052.
Recipients of issue	Sophisticated and professional investors.
Terms of securities	The New Shares are fully paid ordinary shares and the New Options are options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions contained in Schedule 1). The Shares issued (including those to be issued on the exercise of the Options) rank equally with other existing fully paid ordinary shares in the Company.
Use of funds raised	The proceeds of the Private Placement have been used partly to settle the second tranche of the Art of Mentoring acquisition upon this business unit achieving its financial performance milestones, with the remainder to fund the Company's growth initiatives. Expenses associated with the Private Placement were paid out of the proceeds of the Private Placement.

(d) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

Your Directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 4 and 5 set out in the accompanying Notice of Meeting.

Resolution 6: Approval of issue of shares and options to Michael Norster (Director) in connection with the Private Placement

(a) Explanation

Mr Michael Norster has agreed to, directly or through one or more nominees, apply for 1,562,500 New Shares at \$0.032 per Share and 390,625 New Options in accordance with the terms and conditions in Schedule 1, subject to Shareholder approval at the Meeting.

Mr Michael Norster currently has a relevant interest in approximately 20.73% of the Shares. Assuming each of the Resolutions are passed, then once all issues of Shares contemplated by the Resolutions are completed, Mr Michael Norster will have a relevant interest in approximately 20.79% of the Shares (assuming no New Options are exercised).

Mr Michael Norster is able to acquire these 1,562,500 New Shares without such acquisition constituting a breach of Section 606 of the Corporations Act in relation on the exception set out in Item 9 of Section 611 of the Corporations Act. In this regard, Mr Michael Norster's voting power in the Company on 30 June 2021 was 22.8% and it has been at least 19% at all times since that date.

In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

(b) Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. The proposed issue of securities requires shareholder approval under ASX Listing Rule 10.11. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any of the Company's placement capacity.

(c) Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	Mr Michael Norster, Director of the Company, or his nominees(s).
Number of securities to be issued	1,562,500 new fully paid ordinary shares and 390,625 new options over ordinary shares, for a total subscription amount of \$50,000.
Date by with the securities will be issued	31 December 2021 and otherwise, no later than 30 days after the date of this meeting.
Terms of securities	The New Shares will be fully paid ordinary shares and the New Options will be options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions contained in Schedule 1). The Shares to be issued (including those to be issued on the exercise of the Options) will rank equally with other existing fully paid ordinary shares in the Company.
Issue price of the securities	The New Shares will be issued at a price of \$0.032 per New Share. The New Options will be issued at nil issue price per New Option and with each New Option having an exercise price of \$0.052, expiring 12 months from the issue date.
Use of funds raised	The proceeds of Michael Norster's proposed subscription will be used for the same purpose as described under Resolution 4 and 5 above.

(d) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

Your Directors (other than Michael Norster) unanimously recommend that eligible shareholders **vote in favour** of Resolution 6 set out in the accompanying Notice of Meeting.

Resolution 7: Approval of issue of shares and options to Andrew Henderson (Director) in connection with the Private Placement

(f) Explanation

Mr Andrew Henderson has agreed to, directly or through one or more nominees, apply for 1,562,500 New Shares at \$0.032 per Share and 390,625 New Options in accordance with the terms and conditions in Schedule 1, subject to Shareholder approval at the Meeting.

Mr Andrew Henderson currently has a relevant interest in approximately 0.80% of the Shares. Assuming each of the Resolutions are passed, then once all issues of Shares contemplated by the Resolutions are completed, Mr Andrew Henderson will have a relevant interest in approximately 1.03% of the Shares (assuming no New Options are exercised). In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

(g) Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. The proposed issue of securities requires shareholder approval under ASX Listing Rule 10.11. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any of the Company's placement capacity.

(h) Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	Mr Andrew Henderson, Director of the Company, or his nominees(s).
Number of securities to be issued	1,562,500 new fully paid ordinary shares and 390,625 new options over ordinary shares, for a total subscription amount of \$50,000.
Date by with the securities will be issued	31 December 2021 and otherwise, no later than 30 days after the date of this meeting.
Terms of securities	The New Shares will be fully paid ordinary shares and the New Options will be options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions contained in Schedule 1). The Shares to be issued (including those to be issued on the exercise of the Options) will rank equally with other existing fully paid ordinary shares in the Company.
Issue price of the securities	The New Shares will be issued at a price of \$0.032 per New Share. The New Options will be issued at nil issue price per New Option and with each New Option having an exercise price of \$0.052, expiring 12 months from the issue date.

Use of funds raised

The proceeds of Andrew Henderson's proposed subscription will be used for the same purpose as described under Resolution 4 and 5 above.

(i) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(j) Board recommendation

Your Directors (other than Andrew Henderson) unanimously recommend that eligible shareholders **vote in favour** of Resolution 7 set out in the accompanying Notice of Meeting.

Resolution 8: Approval of issue of shares and options to Nicholas Smedley (Director) in connection with the Private Placement

(k) Explanation

Mr Nicholas Smedley has agreed to, directly or through one or more nominees, apply for 1,562,500 New Shares at \$0.032 per Share and 390,625 New Options in accordance with the terms and conditions in Schedule 1, subject to Shareholder approval at the Meeting.

Mr Nicholas Smedley currently has a relevant interest in approximately 10.40% of the Shares. Assuming each of the Resolutions are passed, then once all issues of Shares contemplated by the Resolutions are completed, Mr Nicholas Smedley will have a relevant interest in approximately 10.55% of the Shares (assuming no New Options are exercised). In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

(l) Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. The proposed issue of securities requires shareholder approval under ASX Listing Rule 10.11. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any of the Company's placement capacity.

(m) Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	Mr Nicholas Smedley, Director of the Company, or his nominees(s).
Number of securities to be issued	1,562,500 new fully paid ordinary shares and 390,625 new options over ordinary shares, for a total subscription amount of \$50,000.
Date by which the securities will be issued	31 December 2021 and otherwise, no later than 30 days after the date of this meeting.
Terms of securities	The New Shares will be fully paid ordinary shares and the New Options will be options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions contained in Schedule 1). The Shares to be issued (including those to be

issued on the exercise of the Options) will rank equally with other existing fully paid ordinary shares in the Company.

Issue price of the securities

The New Shares will be issued at a price of \$0.032 per New Share. The New Options will be issued at nil issue price per New Option and with each New Option having an exercise price of \$0.052, expiring 12 months from the issue date.

Use of funds raised

The proceeds of Nicholas Smedley's proposed subscription will be used for the same purpose as described under Resolution 4 and 5 above.

(n) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(o) Board recommendation

Your Directors (other than Nicholas Smedley) unanimously recommend that eligible shareholders **vote in favour** of Resolution 8 set out in the accompanying Notice of Meeting.

Resolution 9: Approval of issue of shares and options to Brendan Kavenagh (Director) in connection with the Private Placement

(p) Explanation

Mr Brendan Kavenagh has agreed to, directly or through one or more nominees, apply for 937,500 New Shares at \$0.032 per Share and 234,375 New Options in accordance with the terms and conditions in Schedule 1, subject to Shareholder approval at the Meeting.

Mr Brendan Kavenagh currently has a relevant interest in less than 0.01% of the Shares. Assuming each of the Resolutions are passed, then once all issues of Shares contemplated by the Resolutions are completed, Mr Brendan Kavenagh will have a relevant interest in approximately 0.14% of the Shares (assuming no New Options are exercised). In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

(q) Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. The proposed issue of securities requires shareholder approval under ASX Listing Rule 10.11. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any of the Company's placement capacity.

(r) Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person

Mr Brendan Kavenagh, Director of the Company, or his nominees(s).

Number of securities to be issued	937,500 new fully paid ordinary shares and 234,375 new options over ordinary shares, for a total subscription amount of \$30,000
Date by with the securities will be issued	31 December 2021 and otherwise, no later than 30 days after the date of this meeting.
Terms of securities	The New Shares will be fully paid ordinary shares and the New Options will be options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions contained in Schedule 1). The Shares to be issued (including those to be issued on the exercise of the Options) will rank equally with other existing fully paid ordinary shares in the Company.
Issue price of the securities	The New Shares will be issued at a price of \$0.032 per New Share. The New Options will be issued at nil issue price per New Option and with each New Option having an exercise price of \$0.052, expiring 12 months from the issue date.
Use of funds raised	The proceeds of Brendan Kavenagh's proposed subscription will be used for the same purpose as described under Resolution 4 and 5 above.

(s) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(t) Board recommendation

Your Directors (other than Brendan Kavenagh) unanimously recommend that eligible shareholders **vote in favour** of Resolution 9 set out in the accompanying Notice of Meeting.

Resolution 10 – Approval of issue of options to a consultant

(a) Explanation

The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 to issue 11,000,000 options to acquire new fully paid ordinary shares to E A L Consulting Pty Ltd or its nominee(s) (**EAL Options**) under the Company's capacity to issue securities under Listing Rule 7.1 for corporate and investor relations strategic advisory services. The Board considers that the grant of the EAL Options is a cost-effective method which aligns the interests of the consultant, the Company, and its shareholders/

ASX Listing Rule 7.1 provides that a company must not, during a 12-month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval. If approved, the EAL Options will not be included in the Company's placement capacity.

(b) Reasons

The effect of the ratification of the issue of the EAL Options is that the Company's placement capacity under the ASX Listing Rules will be reinstated, enabling it to issue further securities, subject to the ASX Listing Rules, in the next 12 months without Shareholder approval.

(c) Required information

In compliance with ASX Listing Rule 7.3, the Company provides the following information:

Number of securities to be issued	11,000,000 new options over ordinary shares
Recipients of issue	E A L Consulting Pty Ltd or its nominee(s).
Date by which the securities will be issued	31 December 2021 and otherwise, no later than 90 days after the date of this meeting.
Terms of securities	The Options are options to acquire new fully paid ordinary shares (such options being granted on the terms and conditions set out below and contained in Schedule 1).
Exercise price (and issue price) of the securities	The Options are to be granted at a nil issue price with each New Option having an exercise price of \$0.055
Vesting conditions of the securities	The options shall fully vest upon: ▪ the 5-month VWAP of AD1 shares being equal to or greater than \$0.10 per share: Or: ▪ should the Company issue any capital: being an issue of shares, convertible securities, debt securities or through a merger, of equal to or greater than in aggregate, 10% of 604,456,398 (being its Total Quoted Securities at the date of entering into the agreement with E A L Consulting Pty Ltd) at a price equal to or greater than \$0.08 per share. Notwithstanding anything else in the option terms: ▪ in the event of a takeover of the Company or the sale of its main undertaking all of the options shall vest automatically and be exercisable on the date the takeover, merger or sale is completed; and ▪ all options will be precluded from vesting if the agreement is terminated for cause as contractually specified in the first 12 months otherwise all options will remain valid and may vest subject to the vesting conditions regardless of any subsequent termination of this agreement.
Expiry date of the securities	Any options which remain unvested on the date that is 4 years from the date of their issue will lapse on that date. Any options that do vest within the 4 years after the date of issue will lapse on the date that is 4 years after the date on which those options vest.

Use of funds raised

Any funds raised from the exercise of options by E A L Consulting Pty Ltd and payment of the exercise price will be used to help the Company achieve its strategic objectives.

(d) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

Your Directors (other than Michael Norster) unanimously recommend that eligible shareholders **vote in favour** of Resolution 10 set out in the accompanying Notice of Meeting.

Resolution 11: Approval of additional 10% placement capacity

(a) Explanation

The Company seeks Shareholder approval to permit the Company to issue an additional 10% of its issued capital over a 12 month period in accordance with ASX Listing Rule 7.1A (**Additional Placement Capacity**).

(b) Reasons

ASX Listing Rule 7.1 permits the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under ASX Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 Index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the company obtaining shareholder approval.

The Company is an eligible entity as at the date of this Notice of Meeting.

The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

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

where:

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

- (A) *plus* the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) *plus* the number of partly paid shares that became fully paid in the 12 months;
- (C) *plus* the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to ASX Listing Rule 7.1 without shareholder approval; and
- (D) *less* the number of fully paid shares cancelled in the 12 months.

D is 10%.

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

(c) Required information

In compliance with ASX Listing Rule 7.3A, the Company provides the following information:

Minimum Price at which equity securities may be issued

The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price, at which the securities are to be issued, is agreed; or
- if the securities are not issued within 10 trading days of the date referred to above, the date on which the securities are issued.

Risk of economic and voting dilution

An issue of Shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

- the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.

Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.

Date by which the securities will be issued

The period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:

- the date which is 12 months after the date of the annual general meeting at which approval is obtained;
- the time and date of the Company's next annual general meeting; and
- the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.

The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

Purposes for which the equity securities may be issued

It is the Board's current intention that any funds raised under an issue of equity securities will be used for general working

capital requirements and to increase resources available to pursue major clients and partnerships.

Details of the Company's allocation policy for issues under approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.

Previous approvals under ASX Listing Rule 7.1A

Approval obtained by the Company from Shareholders on 27 November 2020 for additional 10% capacity under ASX Listing Rule 7.1A.

Equity Securities issued in the 12 months preceding the Date of the Meeting under ASX Listing Rule 7.1A.2

1,000,000 fully paid ordinary shares issued at \$0.032 per share to a sophisticated investor who participant in the private placement for a cash consideration which forms part of the overall placement announced on 25 October 2021 and will be used to fund the Company's growth initiatives.

Percentage of Equity Securities issued in the 12 months preceding the Date of the Meeting under ASX Listing Rule 7.1A.2 out of the total number of Equity Securities on issue as at the Date of the Meeting

0.15% (over 670,189,349 of total quoted securities)

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to

participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The table below shows the dilution of existing Shareholders on the basis of the closing price of Shares on ASX on 9 November 2021 of \$0.027 and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.

The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of shareholders. The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the closing price of Shares on ASX on 9 November of \$0.027.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0135 50% decrease in Issue Price	\$0.0270 Issue Price	\$0.0540 100% increase in Issue Price
Current Variable A* 670,189,349 Shares	10% voting dilution	67,018,935	67,018,935	67,018,935
	Funds raised	\$904,755.62	\$1,809,511.24	\$3,619,022.48
50% increase in Current Variable A* 1,005,284,024 Shares	10% voting dilution	100,528,402	100,528,402	100,528,402
	Funds raised	\$1,357,133.43	\$2,714,266.86	\$5,428,533.73
100% increase in Current Variable A* 1,340,378,698 Shares	10% voting dilution	134,037,870	134,037,870	134,037,870
	Funds raised	\$1,809,511.24	\$3,619,022.48	\$7,238,044.97

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Shares available under the 10% ASX Listing Rule 7.1A approval.
- (ii) No Options are exercised to convert into Shares before the date of the issue of the Shares available under ASX Listing Rule 7.1A.
- (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 any Share issue under ASX Listing Rule 7.1A, 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 ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vi) The issue of securities under ASX Listing Rule 7.1A consists only of Shares.
- (vii) The issue price is \$0.027 being the closing price of the shares on ASX on 9 November 2021.

(d) Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

(e) Board recommendation

Your Directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 11 set out in the accompanying Notice of Meeting.

Resolution 12: Change to Constitution

Resolution 12 seeks approval from shareholders for the purposes of section 136(2) of the Corporations Act to amend the current constitution of the Company (**Constitution**).

Section 136(2) of the Corporations Act allows a company to amend its constitution if the amendment has been approved by a special resolution of shareholders held at a general meeting.

It is proposed to amend the Constitution to allow general meetings of the Company to be held by electronic means.

The Company's Constitution currently does not provide for general meetings to be held electronically. It is proposed that the Constitution is amended by inserting a new clause 35.5 as follows:

“35.5 Meetings may be held electronically

- (a) A general meeting may be held by any means of electronic communication by which all persons authorised to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This electronic participation in a meeting will constitute presence in person at the meeting.*
- (b) For the purposes of clause 35.5(a), "electronic communication" means any electronic communication including conference telephone, video conference, the internet, or any other method currently available or developed in the future by which persons not present in the same physical location may simultaneously communicate with each other."*

Your Directors unanimously recommend that eligible shareholders **vote in favour** of Resolution 12 set out in the accompanying Notice of Meeting.

24. Glossary

AD1 or Company	means AD1 Holdings Limited ACN 123 129 162.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the listing rules of ASX as they are amended from time to time.
Board	means the board of directors of AD1 from time to time.
Chairman	means the person chairing the Meeting.
Constitution	means the Company's Constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of the Company.
EEIP	means the employee and executive incentive plan adopted by the Company in June 2016.
Explanatory Memorandum	means the explanatory notes to the Resolutions that forms part of the Notice of Meeting.
Meeting	means the annual general meeting of Shareholders called by the Notice of Meeting.
New Shares	means the Shares that have been issued as part of the Private Placement or the acquisition of Art of Mentoring (as applicable).
New Options	means the Options that are proposed to be issued on or around 31 December 2021, as described in the Notice.
Notice or Notice of Meeting or Notice of Annual General Meeting	means this notice of annual general meeting and explanatory memorandum.
Option	means an option to acquire a new fully paid ordinary share in the capital of AD1.
Private Placement	means the placement of New Shares that were issued on 29 October 2021 to sophisticated and professional investors.
Resolutions	means the resolutions set out in the Notice.
Share	means a fully paid ordinary share in the capital of AD1.
Shareholder	means a holder of one or more Shares.

Schedule 1 – Terms of New Options

The rights and liabilities attaching to the New Options are summarised as follows:

Register

The Company maintains a register of holders of options (which include the New Options) in accordance with section 168(1)(b) of the Corporations Act.

Transfer / transmission

New Options will not be quoted on the ASX. Options are transferable. However, upon transfer, the transferor must notify the Board of the transfer within 5 business days of the date of transfer.

Issue and lapse

New Options issued to a holder will lapse on the relevant expiry date if not exercised on or before that date. The relevant expiry date for the New Options is set out in the relevant explanatory material for each such Option in the Notice.

Exercise

A New Option may, provided it is vested, be exercised at any time prior to its expiry by delivery to the Company of a duly completed notice of exercise of the New Options (**Exercise Notice**), signed by the registered holder of the New Option, together with payment to the Company of the relevant exercise price for each New Option being exercised and the relevant option certificate. The relevant exercise price for the New Options is set out in the relevant explanatory material for each such Option in the Notice.

New Options which are validly exercised will be deemed to have been exercised on the date that an Exercise Notice is in respect of those New Options is lodged with the Company. A notice of exercise of New Options is only effective when the Company has received the full amount of the exercise price in cash or cleared funds.

Dividend entitlement

New Options do not carry any dividend entitlement until they are exercised. Fully paid ordinary shares in the Company (**Shares**) issued on the exercise of New Options rank equally with other Shares then on issued from their date of issue and are entitled to dividends paid on and from this date when the record date for the dividends occurs after the date of issue of the Shares.

Participation rights

For determining entitlements to the issue, a holder of New Options may only participate in new issues of securities to holders of applicable Shares if the New Option has been exercised and a Share allotted in respect of the New Option before the relevant record date.

The Company must give at least 6 business days' notice to holders of New Options of any new issue before the relevant record date for determining entitlements to the issue in accordance with the ASX Listing Rules.

If between the date of issue and the date of exercise of a New Option the Company makes on or more rights issues (being a pro rata issue of Shares that is not a bonus issue) in accordance with the ASX Listing Rules, the exercise of New Options on issue will be reduced in respect of each rights issue according to the following formula:

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

where:

NE is the new exercise price of the New Option;

OE is the old exercise price of the New Option;

E is the number of underlying Shares into which one New Option is exercisable;

P is the average closing sale price per Share (weighted by reference to volume) during the 5 trading days ending on the day before the ex-rights date or ex entitlements date (excluding special crossings and overnight sales);

S is the subscription price for a Share under the rights issue;

D is the dividend due but not yet paid on each Share at the relevant time; and

N is the number of Shares that must be held to entitle holders to receive a new Share in the rights issue.

If there is a bonus issue to the holders of Shares, the number of Shares over which the New Option is exercisable will be increased by the number of Shares which the holder of the New Option would have received if the New Option has been exercised before the relevant record date for the bonus issue.

Reconstructions and alteration to capital

Any adjustment to the number of outstanding New Options and the exercise price under a reorganisation of the Company's share capital must be made in accordance with the ASX Listing Rules at the time of the reorganisation.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

AD1 Holdings Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (AEDT) on Tuesday, 14 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of AD1 Holdings Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 16 December 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/ad121> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐	9 Approval of issue of shares and options to Brendan Kavenagh (Director) in connection with the Private Placement	☐	☐	☐
2 Re-election of Director – Mr Michael Norster	☐	☐	☐	10 Approval of issue of options to a consultant	☐	☐	☐
3 Ratification of issue of Shares to the vendor of Art of Mentoring	☐	☐	☐	11 Approval of additional 10% placement capacity	☐	☐	☐
4 Ratification of Private Placement Shares	☐	☐	☐	12 Change to the Constitution	☐	☐	☐
5 Ratification of Private Placement Options	☐	☐	☐				
6 Approval of issue of shares and options to Michael Norster (Director) in connection with the Private Placement	☐	☐	☐				
7 Approval of issue of shares and options to Andrew Henderson (Director) in connection with the Private Placement	☐	☐	☐				
8 Approval of issue of shares and options to Nicholas Smedley (Director) in connection with the Private Placement	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

AD1 PRX2101N

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

A screenshot of the LINK Group registration form. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. There is a checkbox for "I have read and accept the Terms & Conditions" and a red "REGISTER AND WATCH AGM" button. A help number (1800 999 363) is at the bottom.

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ad121> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

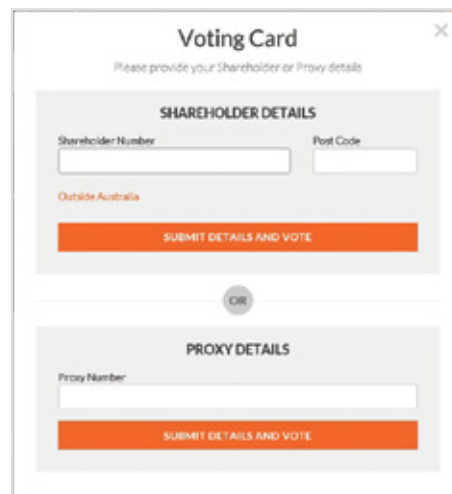
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

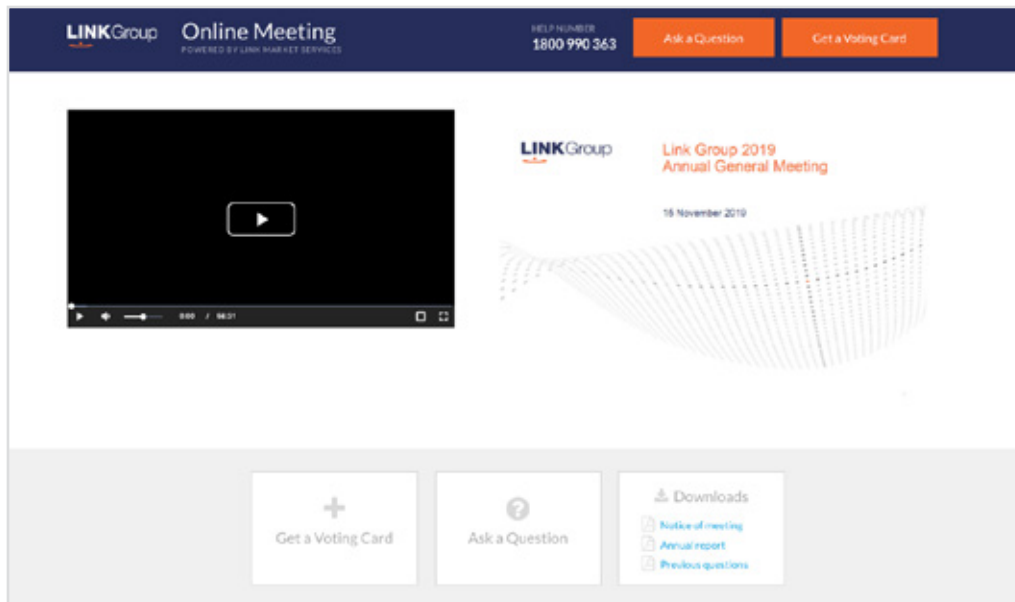
A screenshot of the "Voting Card" form. It has a title bar with a close button. The form asks for "Shareholder or Proxy details". It has two sections: "SHAREHOLDER DETAILS" with fields for "Shareholder Number" and "Post Code", and "PROXY DETAILS" with a field for "Proxy Number". Both sections have a red "SUBMIT DETAILS AND VOTE" button. There is an "OR" button between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

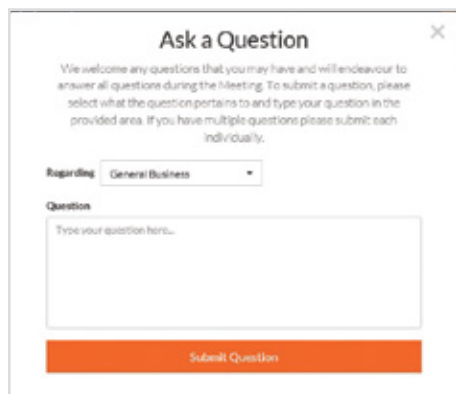
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There are two main sections: 'Regarding:' with a dropdown menu currently set to 'General Business', and 'Question:' with a large text input area containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

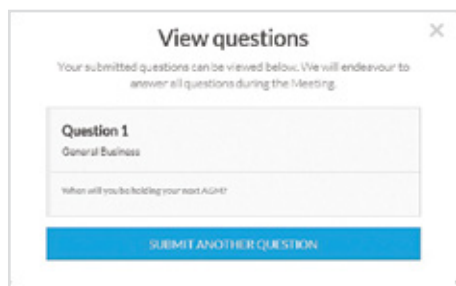
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

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