

25<sup>th</sup> October 2021

## 2021 AGM Notice of Meeting, Question Form and Proxy

IXUP Limited (“**IXUP**” or “the **Company**”) (ASX:IXU) attaches the following documents in relation to FY2021 Annual General Meeting:

- AGM Notice of Meeting, including Online Meeting Guide;
- Question Form; and
- Proxy Form.

This announcement has been approved for release by the Board of IXUP.

**-ENDS-**

For enquiries regarding this release please contact:

### **IXUP**

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### **About IXUP**

IXUP Limited (ASX:IXU) (pronounced ‘eyes up’) is a pioneering technology company that has developed world class software facilitating the secure sharing and analysis of sensitive information using advanced encryption technology. The Company’s Secure Data Engine is the missing ‘key’ to organisations ‘unlocking’ their information assets previously unable to be shared or commercialised due to concerns around privacy, cyber security, and compliance considerations. IXUP’s Secure Data Engine is being commercialised at a crucial junction when the need to share and drive revenue from sensitive data and dormant data assets is becoming more important yet more difficult to achieve.

To learn more, please visit: [www.ixup.com](http://www.ixup.com). IXUP’s registered address is Level 3, 223 Liverpool Street, Darlinghurst NSW 2010.

**IXUP Limited**

Level 3,  
223 Liverpool Street,  
Darlinghurst,  
NSW 2010

<http://www.ixup.com>



# IXUP Limited

## **Notice of 2021 Annual General Meeting**

Explanatory Statement | Proxy Form

24 November 2021

**1:00PM AEDT**

### **Virtual Meeting**

<https://meetings.linkgroup.com/ixu21>

**Given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company is holding the Meeting as a Virtual Meeting.**

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.

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## Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 15 October 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://www.ixup.com>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual meeting, in a manner that is consistent with the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00PM AEDT on 24 November 2021 as a **virtual meeting**.

Shareholders attending the meeting virtually will be able to participate in the Meeting:

- by joining the online meeting in real time at <https://meetings.linkgroup.com/ixu21>;
- by asking questions of the Directors or our external auditor before the Meeting using the Question Form enclosed with the notice of meeting, by asking questions through the online platform during the Meeting, or by lodging questions online at <https://www.linkmarketservices.com.au>;
- by voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the online meeting,

or by a combination of these steps.

## Your vote is important

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

## Voting virtually at the Meeting

Shareholders may join the online meeting at <https://meetings.linkgroup.com/ixu21>.

It is recommended that Shareholders wishing to attend the Meeting login from 12:30PM AEDT on 24 November 2021.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting Guide which is attached to this Notice.

The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> by following the instructions. Select 'Investor Login' and enter IXUP Limited or the ASX code IXU in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
<b>By post</b>	IXUP Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
<b>By fax</b>	+61 2 9287 0309
<b>By hand*</b>	Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138, Or Level 12, 680 George Street, Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am – 5:00pm), subject to NSW Government COVID-19 relates restrictions

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of IXUP Limited ACN 612 182 368 will be held at 1:00PM AEDT on 24 November 2021 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 1:00PM AEDT on 22 November 2021.

In accordance with clause 5.10 of the Company's Constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider 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 for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

# Resolutions

## **Remuneration Report**

### 1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose 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 Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Re-election of Directors**

### 2. **Resolution 2 – Re-election of Mr Dean Joscelyne as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Mr Dean Joscelyne, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

## **ASX Listing Rule 7.1A (Additional 10% Capacity)**

### 3. **Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to 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 issue of equity securities 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 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) 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
- (b) an Associate of that person or those election persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) 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
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Ratification of Prior Issue of Options**

### **4. Resolution 4 – Ratification of Prior Issue of Advisor Options**

To consider and, if thought fit, to 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 ratify the allotment and prior issue of 2,000,000 Options issued on 24 June 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Checkside Pty Ltd, Avaslice Pty Ltd <Bates Family A/C>, Pointbreak Investments Pty Ltd <A/C The O’Hehir Family Trust> and Carossa Holdings Pty Ltd <Globetrotter Investment A/c>; or
- (b) an Associate of Checkside Pty Ltd, Avaslice Pty Ltd <Bates Family A/C>, Pointbreak Investments Pty Ltd <A/C The O’Hehir Family Trust> and Carossa Holdings Pty Ltd <Globetrotter Investment A/c>.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. **Resolution 5 – Ratification of Prior Issue of Corporate Advisor Options**

To consider and, if thought fit, to 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 ratify the allotment and prior issue of 25,000,000 Options issued on 2 August 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Cygnet Capital Pty Ltd, Kea Holdings Pty Ltd and Poolside Investments Pty Ltd; or
- (b) an Associate of Cygnet Capital Pty Ltd, Kea Holdings Pty Ltd and Poolside Investments Pty Ltd.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. **Resolution 6** – Approval of Issue of Performance Rights to Tekkorp Capital LLC as nominee for Mr Matt Davey, Strategic Advisor

To consider and, if thought fit, to 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 of the Company approve the issue and allotment of 50 million Performance Rights in total to Mr Matt Davey, Strategic Advisor to the Company, or his nominee Tekkorp Capital LCC, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr Matt Davey and/or Tekkorp Capital LLC; or
- (b) an Associate of Mr Matt Davey and/or Tekkorp Capital LLC,

or any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) 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
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### BY ORDER OF THE BOARD



Mr David Franks

Joint Company Secretary

15 October 2021

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00PM AEDT on 24 November 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General 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 Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://investors.ixup.com/Investor-Centre/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 5:00PM AEDT, 17 November 2021.

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://investors.ixup.com/Investor-Centre/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

#### **Directors' recommendation**

The Board of Directors is not making a recommendation for this Resolution.

The Chair intends to vote in favour of this resolution.

## **Re-election of Director**

### **Resolution 2 – Re-election of Mr Dean Joscelyne as Director**

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. A Director shall not hold office for a period in excess of three years or past the third annual general meeting following his appointment. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr Dean Joscelyne was appointed a Director of the Company on 3 May 2016 and was last re-elected as a Director at the 2018 AGM.

Under this Resolution, Mr Joscelyne has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Joscelyne founded IXUP and is a Non-Executive Director and the Head of Strategy & Innovation. He has over 25 years' experience in business, leading large scale organisational change and is known for innovative thinking and enhancing the customer experience to amplify customer satisfaction and engagement. Mr Joscelyne created IXUP in 2011 because he saw a blind spot and an opportunity to solve universal problems for organisations who needed more powerful data insights, to underpin differentiating growth strategies. Mr Joscelyne's ability to identify problems through a unique lens and apply creative thinking led him to design a novel data collaboration platform.

Mr Joscelyne is:

- a Member of the Audit and Risk Committee; and
- not considered by the Board to be independent, due to his past executive role within the last 3 years.

#### **Directors' recommendation**

The Directors (excluding Mr Joscelyne) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

## **ASX Listing Rule 7.1A**

### **Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As at the close of trading on 15 October 2021, the Company has a market capitalisation of approximately \$171.92 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out

in Listing Rule 7.1.

The capital structure of the Company as at 15 October 2021 is:

<b>Security Class (Listed)</b>	<b>Number on Issue</b>
Listed Ordinary Shares	818,675,223
<b>Security Class (Unlisted)</b>	<b>Number on Issue</b>
Unlisted Performance Rights	45,250,000
Unlisted Options at various prices, expiring various dates	69,451,469
Unlisted Options at \$0.08, expiring 22 October 2022	10,000,000
Unlisted Options at \$0.28, expiring 30 June 2023	2,000,000
Unlisted Options at \$0.10, expiring 03 February 2023	14,000,000
Unlisted Options at \$0.10, expiring 03 February 2023	24,695,611
Unlisted Options at \$0.10, expiring 03 February 2025	40,000,000
Unlisted Options at \$0.20, expiring 30 August 2023	25,000,000

### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

#### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's existing and recently acquired businesses;
- (b) raising funds to be applied to the Company's working capital requirements; and
- (c) acquiring assets in line with the Company's business plans and strategy.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.105 50% decrease in issue price	\$0.210 issue prices <sup>(b)</sup>	\$0.42 100% increase in issue price
"A" is the number of shares on issue, being 818,675,223 Shares <sup>(a)</sup>	10% voting dilution <sup>(c)</sup>	81,867,522	81,867,522	81,867,522
	Funds raised	\$8,596,090	\$17,192,180	\$34,384,359
"A" is a 50% increase in shares on issue, being 1,228,012,835 Shares	10% voting dilution <sup>(c)</sup>	122,801,284	122,801,284	122,801,284
	Funds raised	\$12,894,135	\$25,788,270	\$51,576,539
"A" is a 100% increase in shares on issue, being 1,637,350,446 Shares	10% voting dilution <sup>(c)</sup>	163,735,045	163,735,045	163,735,045
	Funds raised	\$17,192,180	\$34,384,359	\$68,768,719

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 15 October 2021.
- (b) Based on the closing price of the Company's Shares on ASX as at 15 October 2021.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's

15% placement capacity under Listing Rule 7.1.

### Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

### Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

## **Ratification of Prior Issue of Options**

### **Resolution 4 – Ratification of Prior Issue of Advisor Options**

#### **Background**

As announced by the Company on 24 June 2021, the Company issued 2,000,000 Options to one of the Company's Advisors, Checkside Pty Ltd (**Checkside**), utilising the Company's existing capacity under Listing Rule 7.1.

On the 24 June 2021, the Company announced that it had allotted 2,000,000 unlisted and unvested

options (**Options**) to Checkside further to the execution of a non-material services agreement between the Company and Checkside, for Checkside's provision of services to the Company.

The terms of the Options are:

- 2,000,000 unlisted options, vesting 31 December 2021;
- Exercise price of AUD\$0.28 per option; and
- Expiry: 30 June 2023

The Options were issued on 24 June 2021 by utilising the Company's existing capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,000,000 Options to Checkside, which were issued on 24 June 2021 (**Issue Date**).

All of the Options was issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 2,000,000 Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue 2,000,000 Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 2,000,000 Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Options were issued to Checkside Pty Ltd, a Strategic Advisor to the Company, and specifically to:
- Avaslice Pty Ltd <Bates Family A/C>
  - Pointbreak Investments Pty Ltd <A/C The O'Hehir Family Trust>; and
  - Carossa Holdings Pty Ltd <Globetrotter Investment A/c>.

Neither of Checkside Pty Ltd, Avaslice Pty Ltd <Bates Family A/C>, Pointbreak Investments Pty Ltd <A/C The O'Hehir Family Trust> or Carossa Holdings Pty Ltd <Globetrotter

Investment A/c> is a related party of the Company, a member of KMP, a substantial holder of the Company or an associate of any such person.

- (b) The Company issued 2,000,000 Options, and specifically:
- 300,000 Options to Avaslice Pty Ltd <Bates Family A/C>;
  - 850,000 Options to Pointbreak Investments Pty Ltd <A/C The O’Hehir Family Trust>; and
  - 850,000 Options to Carossa Holdings Pty Ltd <Globetrotter Investment A/c>.
- (c) The material terms of the Options are as follows, with other key terms outlined in Annexure A:
- a. Vesting 31 December 2021;
  - b. Exercise price of AUD\$0.28 per option; and
  - c. Expiry: 5.00pm (Sydney time) 30 June 2023.
- (d) The Options were issued on 24 June 2021.
- (e) Each of the Options were issued at nil cash consideration.
- (f) Funds were not raised from the issue of the Options as the Options were issued in consideration for services provided by Checkside Pty Ltd to the Company.
- (g) A voting exclusion statement is included in the Notice of Meeting.

The Options were issued under an engagement agreement between the Company and Checkside Pty Ltd (Checkside) dated 22 June 2021. The material terms of the agreement were:

- (a) Provision of Strategic Advice: From 1 June 2021 until completion of the Term, Checkside will provide ongoing Strategic Partnering Services including, but not limited to (“Strategic Partnering Services”):
- Strategy development and articulation;
  - High level organisation review;
  - Integration of DataPOWA and Data Republic business assets;
  - Organisation purpose and values;
  - Strategy execution; and
  - Remuneration framework.
- (b) Term: From the 1 June 2021 to 31 December 2021 (“Term”). Renewal/extension or revision will be discussed on or prior to 15 December 2021.
- (c) Fees: Monthly retainer of \$10,000 + GST for 4 days per month, with additional days at \$2,500 + GST per day plus allotment of options which are subject to this resolution (Resolution 4).
- (d) Termination: for all retained consulting services, a 3 months notice period, for other consulting assignments, a 1 month notice period; and
- (e) Standard terms and conditions relating to Use of Reports, Intellectual Property Rights, Confidentiality, Exclusion and Limitation of Liability, Dispute Resolution and Employment of Checkside Advisors.

### **Directors’ recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

## **Resolution 5 – Ratification of Prior Issue of Corporate Advisor**

### **Options**

#### **Background**

As announced by the Company on 3 August 2021, the Company issued 25,000,000 Options to the Company's Corporate Advisor, Cygnet Capital Pty Ltd (**Cygnet**), utilising the Company's existing capacity under Listing Rule 7.1.

On 3 August 2021, the Company announced that it had allotted 25,000,000 unlisted options (**Options**) to Cygnet on the 2 August 2021 for the services rendered under a 12-month corporate advisory services mandate, commencing 1 August 2021.

The full terms of the Options are:

- 25,000,000 unlisted options;
- Exercise price of AUD\$0.20 per option; and
- Expiry: 30 August 2023.

The Options were issued on 2 August 2021 by utilising the Company's existing capacity under Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 25,000,000 Options to Cygnet, which was issued on 2 August 2021 (**Issue Date**).

All of the Options was issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 25,000,000 Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue 25,000,000 Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 25,000,000 Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

#### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Options were issued to Cygnet Capital Pty Ltd, Corporate Advisors to the Company, and specifically to:
- Kea Holdings Pty Ltd; and
  - Poolside Investments Pty Ltd.

Neither of Cygnet Capital Pty Ltd, Kea Holdings Pty Ltd or Poolside Investments Pty Ltd is a related party of the Company, a member of KMP, a substantial holder of the Company or an associate of any such person.

- (b) The Company issued 25,000,000 Options, and specifically:
- 12,500,000 Options to Kea Holdings Pty Ltd; and
  - 12,500,000 Options to Poolside Investments Pty Ltd.
- (c) The material terms of the Options are as follows, with other key terms outlined in Annexure A:
- a. Vested;
  - b. Exercise price of AUD\$0.20 per option; and
  - c. Expiry: 5.00pm (Sydney time) 30 August 2023.
- (d) The Options were issued on 2 August 2021.
- (e) Each of the Options were issued at nil cash consideration.
- (f) Funds were not raised from the issue of the Options as the Options were issued in consideration for services rendered by Cygnet Capital Pty Ltd to the Company under a 12-month corporate advisory services mandate, commencing 1 August 2021.
- (g) A voting exclusion statement is included in the Notice of Meeting.

The Options were issued under a Corporate Advisory Fee Agreement between the Company and Cygnet Capital Pty Ltd. The material terms of the agreement were:

- (f) Provision of Corporate Advisory Services: From the 1 August, 2021, and until completion of the Term, Cygnet will provide ongoing corporate advisory services including, but not limited to ("Corporate Advisory Services"):
- Ongoing capital markets advice, including the timing and structure of any necessary secondary market offers;
  - Advice regarding the form and timing of investor relations and news flow;
  - Disclosure document review and amendment where required;
  - Assistance with the preparation of corporate presentations and promotional material to support road show and selling initiatives;
  - Introduction to key participants in the Australian equities market;
  - Advice on potential mergers and acquisition opportunities;
  - General strategic advice;
  - Ongoing liaising with key stakeholders and substantial shareholders; and
  - Assistance with ASX liaison as and when required.
  - The services outlined above are a guide only and may not detail all circumstances where Cygnet will endeavor to provide advice.
- (g) Term: From the 1 August, 2021, Cygnet will provide the Corporate Advisory Services for a period of twelve (12) months ("Term"). Upon completion of the Term, the mandate will

continue on a month-by-month basis until terminated in writing by either party.

- (h) Corporate Advisory Fee: As consideration for the provision of the Corporate Advisory Services detailed above, Cygnet will be entitled to a 25,000,000 unlisted options exercisable at \$0.20 on or before the 30 August, 2023 (“Advisory Fee”); and
- (i) Standard terms in respect of Compliance, Information & Communication, Confidentiality, Indemnity, Variation, Governing Law,

#### **Directors’ recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

## **Issue of Performance Rights**

### **Resolution 6 – Approval of Issue of Performance Rights to Tekkorp Capital LLC as nominee for Mr Matt Davey, Strategic Advisor**

#### **Background**

This Resolution seeks Shareholder approval to issue and allot 50,000,000 (50 million) Performance Rights (**Performance Rights**) in total to Tekkorp Capital LLC (**Tekkorp Capital**) as nominee for Mr Matt Davey, a Strategic Advisor to the Company. The purpose of the proposed issue of Performance Rights is to incentivise Tekkorp Capital and Mr Davey in supporting IXUP Limited beyond the DataPOWA transaction in Tekkorp Capital’s and Mr Davey’s role as Strategic Advisor through M&A and strategic activities. Mr Davey is a manager and associated party of Tekkorp Capital.

The grant of the Performance Rights is subject to and conditional on the Company first obtaining Shareholder approval.

The effect of this Resolution is for Shareholders to approve the issue of these Performance Rights to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these Performance Rights without using the Company’s 15% capacity under Listing Rule 7.1.

#### **Performance Conditions and Expiry Date of Performance Rights**

The Performance Rights will have the following Performance Conditions and Expiry Date:

<b>Number of Performance Rights</b>	<b>Performance Condition</b>	<b>Expiry Date</b>
50,000,000	<ul style="list-style-type: none"><li>• 25 million Performance Rights will vest upon introduction by the recipient and completion of one or more transactions that add an aggregate of at least A\$5m in revenue to the Group in any Measurement Period; and</li><li>• a further 25 million Performance Rights will vest upon introduction by the recipient and subsequent completion of one or more transactions that add an aggregate of at least A\$10m in revenue to the Group in any Measurement Period,</li></ul> <p>provided that, as soon as the A\$10m revenue threshold above is confirmed to have been reached or exceeded in a particular Measurement Period as a result of one or more transactions</p>	31 December 2024

	<p>introduced by the recipient, all 50 million Performance Rights will vest.</p> <p>In this Performance Condition:</p> <p>(a) <b>“Measurement Period”</b> means any 12-month period prior to the Expiry Date which either:</p> <ul style="list-style-type: none"> <li>• commences on 1 January and expires on 31 December; or</li> <li>• commences on 1 July and expires on 30 June; and</li> </ul> <p>(b) revenue for any Measurement Period will:</p> <ul style="list-style-type: none"> <li>• be determined based on the audit/audit reviewed financial statements for the relevant period released by the Company to the ASX;</li> <li>• exclude one-off or extraordinary revenue items;</li> <li>• exclude revenue received in the form of government grants, allowances, rebates or other hand-outs; and</li> <li>• exclude revenue or profit that has been “manufactured” to achieve the Performance Condition.</li> </ul>	
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The date on which a Performance Condition is determined to have been satisfied is a **Milestone Date**. If a Performance Condition remains unsatisfied as at the Expiry Date then the relevant Performance Rights which are subject to that Performance Condition automatically lapse and are thereafter incapable of vesting or exercise.

Following the vesting of Performance Rights, the holder will have a period of 90 calendar days after the applicable Milestone Date to exercise those Performance Rights by notice in writing to the Company specifying the number of such Performance Rights the holder wishes to exercise. Such notice will be deemed to be a request by the holder to subscribe for the number of Shares which corresponds to the quantity of Performance Rights set out in the notice. If and to the extent the holder has not exercised vested Performance Rights by 5:00pm on the date which is 90 calendar days after the relevant Milestone Date, those Performance Rights will lapse and the holder will forfeit any rights (including any right to receive Shares) in relation to them.

During that 90 calendar day period, the holder may make a single request to the Company to be provided with the current Market Price (as defined in Annexure B) of the Shares (**Market Price Request**). Following the receipt of a Market Price Request, the Company will provide the holder with the Market Price of the Shares within 5 Business Days.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue does not fit within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue under Listing Rule 7.1 so that it does not use up the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Performance Rights under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Performance Rights can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If this Resolution is not passed, the Company cannot proceed with the issue of the Performance Rights as the issue is subject to and conditional on the Company obtaining Shareholder approval.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Tekkorp Capital LLC, a nominee of Mr Matt Davey. Mr Davey and Tekkorp Capital LLC are Strategic Advisors to the Company. Neither of Mr Davey or Tekkorp Capital LLC is a related party of the Company, a member of KMP, a substantial holder of the Company or an associate of any such person.
- (b) The number of Performance Rights to be issued is 50,000,000 (50 million) in total to the allottee.
- (c) The full terms of the Performance Rights are set out in Annexure B of this Notice of Meeting.
- (d) These Performance Rights will be issued as soon as practicable following the date of this Meeting and in any event by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Performance Rights will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue, nor from the exercise, of these Performance Rights as the issue is proposed to be made to incentivise Tekkorp Capital and Mr Matt Davey in their role as a Strategic Advisor of the Company.
- (g) A voting exclusion statement is included in the Notice of Meeting.

There is no separate consulting or other agreement with Tekkorp Capital and/or Mr Matt Davey in their role as a Strategic Advisor of the Company in respect of the Performance Rights proposed to be issued under this resolution, with the requirements of the relationship summarised in the Terms and Conditions outlined above and in Annexure B of this Notice of Meeting.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

The Chair intends to vote in favour of this resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary, David Franks, on 02 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 27 August 2021.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of IXUP Limited dated 27 August 2021 as included in the Annual Financial Report.

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

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means IXUP Limited ACN 612 182 368.

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

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Group** means the Company and its related bodies corporate.

**Incentive Plan** means the employee incentive scheme entitled "Employee Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 6 of this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 15 October 2021 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

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

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

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

**Share Registry** means Link Market Services.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

# Annexure A – Other Key Terms of Options

Other Key Terms are as follows:

1. Each one Option is exercisable to one Share.
2. The Options may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
3. Holders may exercise their Options by lodging with the Company, before the Expiry Date:
  - a. a written notice of exercise of Options specifying the number of Options being exercised; and
  - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised, (**Exercise Notice**).
4. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
5. Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
6. The Options are non-transferrable.
7. All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
8. The Company will not apply for quotation of the Options on the ASX.
9. The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX immediately after the allotment of those Shares.
10. If at any time the issued capital of the Company is reconstructed, all rights of the Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
11. 14 There are no participating rights or entitlements inherent in the Options and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
12. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
13. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Holder would have received if the Option had been exercised before the record date for the bonus issue.

# Annexure B – Terms of Performance Rights

## (A) TERMS AND CONDITIONS

The Terms and Conditions of the Performance Rights the subject of the Offer are as follows:

1. The Performance Rights will be granted to Tekkorp Capital LLC as nominee of Mr Matt Davey, at no cost. In other words, the allottee is not required to contribute any money towards the acquisition of the Performance Rights.
2. The Performance Rights are subject to satisfaction of certain performance conditions by the corresponding Expiry Date (in each case as set out in (B)) (**Performance Conditions**). Upon and to the extent of such satisfaction occurring, the holder will be entitled to exercise and convert the relevant Performance Rights so as to be issued one Share for each of those Performance Rights, in accordance with these Terms and Conditions and the General Terms as set out in section (C).
3. No amount will be payable on the exercise of Performance Rights.
4. The Board shall determine in its sole discretion if a Performance Condition has been satisfied as of a particular date and prior to the Expiry Date.
5. Performance Rights will vest (and, subject to these Terms and Conditions and the General Terms, thereafter become capable of exercise) if and to the extent that the Board determines that each Performance Condition applicable to those Performance Rights has been satisfied (provided such satisfaction occurs prior to the Expiry Date). No additional vesting periods or conditions will apply to the Performance Rights.
6. The grant of, and the holder's continued rights in relation to, the Performance Rights are subject to the section (C), the Company obtaining shareholder approval in connection with the grant to the holder of the Performance Rights and Mr Davey remaining engaged by the Company (**Eligible Person**) at the time the Performance Rights are to be granted and (subject to a number of exceptions), exercised and converted into Shares.
7. If Mr Davey ceases to be an Eligible Person other than for the reasons set out in paragraph 9 below, including but not limited to upon death or termination by agreement then, unless the Board in its sole and absolute discretion determines otherwise:
  - (i) any vested but unexercised Performance Rights held by the holder at the time Mr Davey ceases to be an Eligible Person will remain with the holder; and
  - (ii) any unvested Performance Rights will immediately lapse.
8. If Mr Davey acts fraudulently or dishonestly, is in breach of his obligations to the Company or its related bodies corporate (**Group**) or commits an act which brings the Group into disrepute, or if Mr Davey is convicted of an offence in connection with the affairs of the Group, or has judgment entered against him in any civil proceeding in contravention of his duties at law in his capacity as an employee or officer of any Group company, the Board will have the discretion to deem all or any of the Performance Rights to have lapsed.
9. If in the opinion of the Board, Performance Rights have vested as a result of the fraud, dishonesty or breach of obligations of either Mr Davey or any other person and, in the opinion of the Board, the Performance Rights would not have otherwise vested; or the Company is required by, or entitled under, law to reclaim an overpaid bonus or other

amount from Mr Davey, then the Board may determine (subject to applicable law) any treatment in relation to the Performance Rights or resultant Shares to comply with the law or to ensure no unfair benefit is obtained by Mr Davey.

10. Subject to the Corporations Act and the ASX Listing Rules, if:

- (i) a change of control of the Company occurs or the Company sells its main undertaking; and
- (ii) any Performance Conditions remain potentially able to be satisfied, but have not yet been satisfied,

those Performance Conditions which remain potentially able to be satisfied, but have not yet been satisfied will be deemed to be immediately satisfied (despite that the relevant Milestone Date may not then have occurred), provided the total number of Shares liable to be issued as a result of the vesting of all Performance Rights existing in relation to the Company as at the time must not be less than 10% in the aggregate of the Company's enlarged share capital as at the conversion date.

For the purpose of this condition a “**change of control**” will occur when one or more persons, after the date of this Offer, obtain or procure:

- (i) control, directly or indirectly, of the appointment of directors of the Company having 50% or more of the votes at Board meetings;
- (ii) control, directly or indirectly, of more than 50% of the voting power (as that term is used in the Corporations Act) in the Company; or
- (iii) control, directly or indirectly, of the determination of the conduct of the Company's business affairs or decisions regarding its Shares.

11. There are no participating rights or entitlements inherent in the Performance Rights and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights, nor (in the absence of Performance Rights having vested and converted into Shares) will the holder have rights to dividends or to participate in any return on a winding up of the Company.
12. If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the number of Shares which must be allocated on the exercise of a Performance Right.
13. if the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be allocated on the exercise of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the bonus issue.
14. If there is any reorganisation of the issued share capital of the Company, the holder's rights with respect to the Performance Rights will (to the extent required) be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.
15. The Performance Rights will otherwise be issued on the terms provided and section (C). To the extent of any inconsistency between the terms set out in this section (A) and the general terms in section (C), the terms set out in this section (A) will prevail.
16. The Performance Rights will not be listed or quoted on the ASX.

## (B) PERFORMANCE CONDITIONS, EXPIRY DATE AND LAPSE

The Performance Rights will have the following Performance Conditions and Expiry Date:

Number of Performance Rights	Performance Condition	Expiry Date
50,000,000	<ul style="list-style-type: none"> <li>• 25 million Performance Rights will vest upon introduction by the recipient and completion of one or more transactions that add an aggregate of at least A\$5m in revenue to the Group in any Measurement Period; and</li> <li>• a further 25 million Performance Rights will vest upon introduction by the recipient and subsequent completion of one or more transactions that add an aggregate of at least A\$10m in revenue to the Group in any Measurement Period,</li> </ul> <p>provided that, as soon as the A\$10m revenue threshold above is confirmed to have been reached or exceeded in a particular Measurement Period as a result of one or more transactions introduced by the recipient, all 50 million Performance Rights will vest.</p> <p>In this Performance Condition:</p> <p>(a) "Measurement Period" means any 12-month period prior to the Expiry Date which either:</p> <ul style="list-style-type: none"> <li>• commences on 1 January and expires on 31 December; or</li> <li>• commences on 1 July and expires on 30 June; and</li> </ul> <p>(b) revenue for any Measurement Period will:</p> <ul style="list-style-type: none"> <li>• be determined based on the audit/audit reviewed financial statements for the relevant period released by the Company to the ASX;</li> <li>• exclude one-off or extraordinary revenue items;</li> <li>• exclude revenue received in the form of government grants, allowances, rebates or other hand-outs; and</li> <li>• exclude revenue or profit that has been "manufactured" to achieve the Performance Condition.</li> </ul>	31 December 2024

The date on which a Performance Condition is determined to have been satisfied is a **Milestone Date**. If a Performance Condition remains unsatisfied as at the Expiry Date then the relevant Performance Rights which are subject to that Performance Condition automatically lapse and are thereafter incapable of vesting or exercise.

Following the vesting of Performance Rights, the holder will have a period of 90 calendar days after the applicable Milestone Date to exercise those Performance Rights by notice in writing to the Company specifying the number of such Performance Rights the holder wishes to exercise. Such notice will be deemed to be a request by the holder to subscribe for the number of Shares which corresponds to the quantity of Performance Rights set out in the notice. If and to the

extent the holder has not exercised vested Performance Rights by 5:00pm on the date which is 90 calendar days after the relevant Milestone Date, those Performance Rights will lapse and the holder will forfeit any rights (including any right to receive Shares) in relation to them.

During that 90 calendar day period, the holder may make a single request to the Company to be provided with the current Market Price of the Shares (**Market Price Request**). Following the receipt of a Market Price Request, the Company will provide the holder with the Market Price of the Shares within 5 Business Days.

### **(C) GENERAL TERMS OF PERFORMANCE RIGHTS**

The Performance Rights will have the following general terms which are supplemental to the terms set out in section (A). To the extent of any inconsistency between this section (C) and the terms set out in section (A), the terms of section (A) will prevail.

<p><b>Offer administration</b></p>	<p>The Offer will be administered by the Board, or a committee of the Board, which will have an absolute discretion to:</p> <ul style="list-style-type: none"> <li>(a) determine appropriate procedures for administration of the Offer and these General Terms;</li> <li>(b) resolve conclusively all questions of fact or interpretation arising in connection with the Offer;</li> <li>(c) determine whether a particular Performance Condition has been satisfied as at a particular date; and</li> <li>(d) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of any of their powers or discretions in connection with the Offer and these General Terms.</li> </ul> <p>The Board may only exercise its powers in accordance with the Listing Rules.</p>
<p><b>Vesting Conditions and Exercise</b></p>	<p>Vesting conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the offer).</p>
<p><b>Election of Board to settle Awards in cash</b></p>	<p>If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of the Performance Rights by the holder, make a cash payment to the holder equivalent to the Fair Market Value as at the date of exercise of the Performance Rights (less any unpaid exercise price applicable to the exercise of the Performance Rights) multiplied by the relevant number of Shares required to be issued or transferred to the holder upon exercise of the Performance Rights.</p>
<p><b>Rights attaching to Shares</b></p>	<p>The Shares issued on exercise of the Performance Rights will upon allotment:</p> <ul style="list-style-type: none"> <li>(a) be credited as fully paid; and</li> <li>(b) rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment; and</li> <li>(c) be subject to any restrictions imposed under the offer and this section (c); and</li> <li>(d) otherwise rank equally with the existing issued Shares at the time of allotment.</li> </ul> <p>Unless the Board resolves otherwise the Company will, as soon as practicable after the date of the allotment of Shares, apply for official quotation of such Shares on the ASX.</p> <p>The Company may, in its discretion, either issue new Shares or cause existing Shares to be acquired for transfer to the holder, or a combination of both alternatives, to satisfy the Company's obligations under the offer and this section (C).</p>

	If the Company determines to cause the transfer of Shares to the holder, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee.
<b>Trustee</b>	The Company may appoint a trustee on terms and conditions which it considers appropriate to acquire and hold Performance Rights of the Company on the holder's behalf.
<b>Dividends</b>	The holder will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Shares issued to the holder in respect of a Performance Right which, at the books closing date for determining entitlement to those dividends, are standing to the holder's account. The holder may participate in any dividend reinvestment plan operated by the Company in respect of Shares issued to the holder in respect of a Performance Right held by the holder and such participation must be in respect of all such Shares held by the holder. Shares issued under any dividend reinvestment plan operated by the Company will not be subject to any restrictions on dealing.
<b>Application of restrictions to pro rata bonus issues</b>	If the Company makes a pro rata bonus issue to the holder of any Performance Rights in respect of which a restriction on sale or disposal applies ( <b>Restricted Award</b> ), the Shares issued to the holder under the pro rata bonus issue will be subject to the balance of the restriction period that applied to the Restricted Award.
<b>Takeovers and Corporate control events</b>	If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, the holder will be entitled to accept the takeover bid or participate in the other transaction in respect of all or part of the holder's Performance Rights notwithstanding that a restriction period in respect of such Performance Rights has not expired. In the event that the takeover or other similar transaction does not proceed for any reason any discretion exercised by the Board to waive unsatisfied vesting conditions will be voided.
<b>Cessation of Employment</b>	On the occurrence of cessation of Mr Davey's engagement for any reason, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Performance Rights will be dealt with, including the application of any applicable clawback policy the Company may have in place from time to time.
<b>Hedging unvested Awards</b>	The holder must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Performance Rights.
<b>Power of Attorney</b>	In consideration of the issue of the Performance Rights, the holder irrevocably appoints each Director and the secretary for the time being of the Company severally as its attorney, to do all acts and things and to complete and execute any documents, including share transfers, in the holder's name and on the holder's behalf that may be convenient or necessary for the purpose of giving effect to the provisions of the Offer and these General Terms. The holder will be deemed to ratify and confirm any act or thing done under this power and must indemnify the attorney in respect of doing so.
<b>Tax and social security contributions</b>	Where the Company, or a subsidiary of the Company, must account for any tax or social security contributions (in any jurisdiction) for which the holder is liable because of the issue or transfer of Shares, payment of cash to the holder or the vesting or exercise of a Performance Right, either the Company or subsidiary of the Company may withhold that amount in its discretion or the holder must, prior to its Shares being issued or transferred or cash being paid to the holder, or the Performance Rights vesting or being exercised (as applicable), either:

	(a) pay the amount to the Company; or (b) make acceptable arrangements with the Company for the amount to be made available to the Company.
<b>Governing Law</b>	The Offer and these General Terms are governed by and are to be construed in accordance with the laws of New South Wales.
<b>Definitions</b>	For the purposes of this Annexure B, the following expressions have the following meanings: <b>Fair Market Value</b> means the closing sales price per Share for the relevant date on the ASX, or, if there is no such sale on the relevant date, then on the last previous day on which such a sale is reported. <b>Market Price</b> means the weighted average sale price of Shares on the ASX over the five trading days immediately preceding the day a Market Price Request is made, or another pricing method determined by the Company.

# Annexure C – Online Meeting Guide

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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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

Welcome to the Link Group Annual General Meeting

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

Company Name

I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH AGM**

Help Numbers: 1800 990 363

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/IXU21>

## 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 audio 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.

Voting Card

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

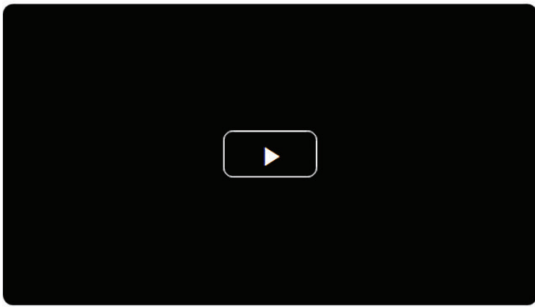
**SUBMIT DETAILS AND VOTE**

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.



**+**  
Get a Voting Card

**?**  
Ask a Question

**Downloads**

Notice of meeting

Annual report

ABC COMPANY PTY LTD X123456789 X

### 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 the Unitholder's voting instructions.

Full Vote     Partial Vote

<b>Resolution 2B</b> <input checked="" type="radio"/> For <input checked="" type="radio"/> Against <input checked="" type="radio"/> Abstain <small>RE-ELECTION OF MR. ABC AS A DIRECTOR</small>
<b>Resolution 2C</b> <input checked="" type="radio"/> For <input checked="" type="radio"/> Against <input checked="" type="radio"/> Abstain <small>RE-ELECTION OF MS XYZ AS A DIRECTOR</small>
<b>Resolution 3</b> <input checked="" type="radio"/> For <input checked="" type="radio"/> Against <input checked="" type="radio"/> Abstain <small>INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT</small>
<b>Resolution 4</b> <input checked="" type="radio"/> For <input checked="" type="radio"/> Against <input checked="" type="radio"/> Abstain <small>ADOPTION OF REMUNERATION REPORT</small>

**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 submitted voting cards cannot be changed.

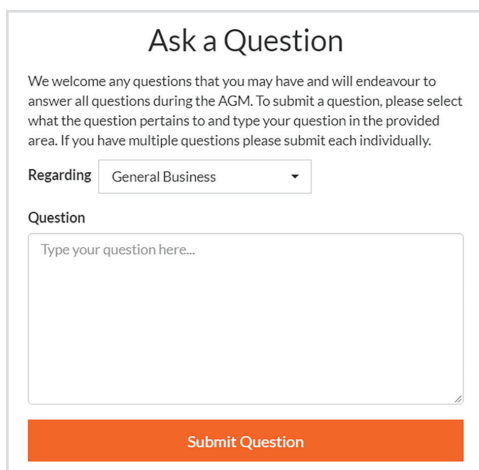
# Virtual Meeting Online Guide continued

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. 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.



The 'Ask a Question' form contains the following elements:

- Header:** 'Ask a Question'
- Introductory Text:** 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. 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.'
- Regarding:** A dropdown menu currently set to 'General Business'.
- Question:** A large text input area with the placeholder text 'Type your question here...'
- Submit Button:** An orange button labeled 'Submit Question'.

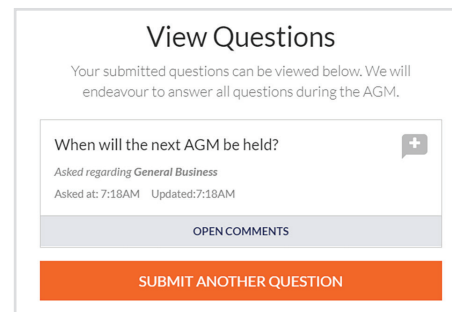
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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

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



The 'View Questions' box displays the following information:

- Header:** 'View Questions'
- Introductory Text:** 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.'
- Question Preview:** 'When will the next AGM be held?' with a plus icon in a grey box.
- Metadata:** 'Asked regarding General Business', 'Asked at: 7:18AM', 'Updated: 7:18AM'.
- Buttons:** 'OPEN COMMENTS' (grey) and 'SUBMIT ANOTHER QUESTION' (orange).

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end at the close of the Meeting.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s (Registered Name & SRN/HIN NOs.).
- c) Your unique PIN.

### Obtaining your unique PIN

To obtain your unique PIN to ask questions by telephone at the Meeting, please call Link Market Services on +61 1800 990 363 by 1:00pm (AEDT) on Monday, 22 November 2021.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:

**Conference Call Number: 1800 416 188**

**International Number: +61 2 9189 1107**

#### Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a securityholder and allow you to ask a question.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press \*1** (asterisk 1) on your keypad should you wish to "raise your hand" to ask a question.

### Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or a specific resolution (by referencing the Resolution number).

You will also be asked if you have any additional questions.

### Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can "lower your hand" by **pressing \*2** (asterisk 2) on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

### Step 4

Your line will be muted once your question has been answered.

## Voting

Please note that you will not be able to vote on any resolutions via telephone.

If you would like to vote on a resolution, and you have not yet lodged a proxy vote (or you wish to change your proxy vote), please ensure that you have joined the meeting online in accordance with this guide (see, in particular, page 2).

## Contact us

### Australia

T 1300 554 474

E [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)





IXUP LIMITED  
ACN 612 182 368

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
IXUP Limited  
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: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of IXUP Limited 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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **1:00pm (AEDT) on Wednesday, 24 November 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/ixu21> (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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of Prior Issue of Corporate Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Dean Joscelyne as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Issue of Performance Rights to Tekkorp Capital LLC as nominee for Mr Matt Davey, Strategic Advisor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Prior Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

IXU PRX2102N



## 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 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 [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) on Monday, 22 November 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](http://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).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

IXUP Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions