



25 September 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (Meeting) of Experience Co Limited (ASX: EXP) will be held on Wednesday 28 October 2020 commencing at 11am (AEDT).

As a result of the potential health risks and Government restrictions in response to the Covid-19 pandemic, the Meeting will be held as a virtual online meeting. Details of how to register are included in the Meeting Materials referred to below.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice of Meeting, accompanying explanatory statement and AGM Online User Guide (Meeting Materials) are being made available to shareholders electronically only and therefore physical copies will not be dispatched to shareholders.

This means:

- You can access the Meeting Materials online via EXP's share registry's website www.InvestorServe.com.au or via the Company's website www.experienceco.com/investors.
- A complete copy of the Meeting Materials has been released to the ASX Market announcements platform.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you would like to receive electronic communications from the Company in future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details to register.

If you are unable to access the Meeting Materials online please contact EXP's share registry, Boardroom on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

We encourage all shareholders to lodge a directed proxy form as soon as possible in advance of the Meeting even if you are planning to attend the Meeting online.

Yours sincerely,

Kerry Robert East (Bob)
Experience Co Limited
Chairman

About Experience Co Limited (ASX: EXP)

Experience Co Limited (EXP) is an adventure tourism and leisure company. Founded in 1999 in Wollongong, Australia the Group has grown to a diversified adventure tourism business with core activities that include skydiving in Australia and New Zealand and Great Barrier Reef tour, and diving and snorkelling experiences. The Group's operations are located primarily on Australia's eastern seaboard from the Great Ocean Road in Victoria to Tropical North Queensland's Port Douglas, complimented by the skydiving operation in New Zealand located in the world-renowned Queenstown region.



Experience Co Limited
(ASX: EXP)
ACN 167 320 470

Notice of Annual General Meeting

Wednesday 28 October 2020

Experience Co Ltd (EXP or the Company) gives notice that the 2020 Annual General Meeting (AGM) of Shareholders of the Company for purposes of transacting the items of business set out in this Notice of Meeting (NOM), will be held as a virtual online meeting on:

Date: Wednesday 28 October 2020

Time: 11.00 am (AEDT)

The meeting will be held using the online platform provided by EXP's share registry, Boardroom, <https://web.lumiagm.com/301788073>.

Information on how to attend the virtual meeting is included in the AGM Online User Guide enclosed with this NOM and is available on the Company's website at www.experienceco.com/investors.

The FY20 Annual Report can also be reviewed on the EXP website at www.experienceco.com/investors.

Explanatory Notes

All the material in this NOM should be read in conjunction with the Explanatory Notes.

If you are in doubt about any part of the business of the AGM, please consult your professional advisers or the Company Secretary, Fiona van Wyk by email at companysecretary@experienceco.com.

Voting Information & Proxy Form

Please read the Voting Information section carefully to understand your voting eligibility.

ORDINARY BUSINESS

Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2020.

Remuneration Report

Resolution 1

To consider and, if thought fit, to pass the following non-binding ordinary resolution:

"That the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2020 be adopted."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Re-election of Directors

Resolution 2

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

"That Michelle Cox, having been appointed by the Board since the last AGM of the Company, who retires in accordance with clause 11.4 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Resolution 3

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

"That Kerry Robert East (Bob) who retires in accordance with clause 11.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Grant of Service Rights and Performance Rights to the Chief Executive Officer of the Company

Resolution 4

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue to John O'Sullivan, or his nominee, a maximum of 270,219 Service Rights under the EXP Employee Incentive Plan (**EEIP**) and on the terms summarised in the Explanatory Notes (**Service Rights**)."*

Resolution 5

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

*"That, for the purposes of Section 208 of the Corporations Act 2001 (Cth), ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue a maximum of 1,951,600 Performance Rights, subject to long-term performance conditions, to John O'Sullivan, or his nominee, under the EEIP and on the terms summarised in the Explanatory Notes (**Performance Rights**)."*

Refer to 'Voting Exclusions' on pages 14 and 15 for voting restrictions that apply.

EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

Questions

We invite you to submit questions (relevant to the business of the AGM or in relation to the content of the audit report for the year ended 30 June 2020) in writing to the Company or to the Company's auditor, at either of the addresses below. Written questions must be received no later than 5:00 pm (Sydney time) on Tuesday 20 October 2020:

Email address: companysecretary@experienceco.com

By mail to:

The Company Secretary
Experience Co Limited
Level 1, 17 Castlereagh Street, Sydney NSW 2000

During the AGM, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonable. Please note that individual responses will not be sent to shareholders.

ORDINARY BUSINESS

Financial and Other Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020 (**Financial Reports**), be laid before the AGM. The Constitution also provides for the Financial Reports to be received and considered at the AGM.

Neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the Financial Reports.

Shareholders will be given a reasonable opportunity to raise questions on the Financial Reports at the AGM. In addition, a reasonable opportunity will be given to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1 – Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report as set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. The Company is not currently subject to a "first strike" as laid out in section 250U of the Corporations Act.

Shareholders will be given a reasonable opportunity to comment or raise questions in relation to the Remuneration Report at the AGM.

Board Recommendation

*Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 2 – Re-election of Michelle Cox (Michelle) (Independent Non-Executive Director)

Under clause 11.4 of the Constitution of the Company, a Director appointed to fill a casual vacancy or as an addition to the Board will hold office until the next AGM of the Company, at which time the Director may be re-elected.

Michelle was appointed as an Independent Non-Executive Director on 1 January 2020. Michelle is also a member of the Audit & Risk Committee and Nomination and Remuneration Committee. Michelle offers herself for re-election as a Director.

Experience and Background

Michelle has extensive experience in tourism and related industries with a focus on marketing, channel distribution and mergers and acquisitions, having held senior executive roles at Bastion Collective, STA Travel and the APT Group of Companies. Michelle also held Non-Executive roles with Australian Tourism Export Council (NT Chair), Central Australia Tourism Industry Association (Deputy Chair) and the NT Business Women's Consultative Council Advisory Board.

Michelle is currently a Board Member of Tourism Tasmania, The Linchpin Company and a number of private companies.

Michelle is a Graduate Member of the Australian Institute of Company Directors (GAICD).

Board Recommendation

*The Directors unanimously recommend that Michelle be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 3 – Re-election of Kerry Robert East (Bob) (Independent Non-Executive Director and Chairman)

Under clause 11.5 of the Constitution of the Company, one third of Directors must retire at each AGM, and no Director can hold office for more than three years or past the third AGM following the Director's appointment, whichever is the longest.

Bob was appointed as Independent Non-Executive Director on 1 April 2018. In October 2018 he was appointed Chairman of the Board. Bob is also Chairman of the Remuneration and Nomination Committee and a Member of the Audit & Risk Committee.

Experience and Background

Bob has proven leadership ability and significant industry skill and expertise having spent more than 25 years' in the tourism and hospitality industries. Prior to joining Experience Co, Bob was CEO of Mantra Group (ASX 200) where he was responsible for the consolidation and strengthening of the Mantra Group brands and the growth of the business into one of the leading accommodation providers and operators in Australasia. Bob was instrumental in and led the listing of the Mantra Group on the ASX in 2014 and in May 2018 the largest hospitality transaction in Australia – the acquisition of the Mantra Group by Accor Hotels. Bob holds Non-Executive Director roles in Tourism Australia (Chairman), Australia Venue Company Pty Ltd (Chairman), Gold Coast Football Club Ltd and Sydney Metro.

Board Recommendation

*The Directors unanimously recommend that Bob be re-elected as a Director of the Company and that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

Grant of Service Rights and Performance Rights to the Executive Director and Chief Executive Officer (CEO) of the Company

In August 2020, the Board approved the grant of Service Rights and Long-Term Performance Rights under the EEIP, to key Senior Executives including, subject to shareholder approval, CEO, John O'Sullivan.

Resolution 4 - Grant of Service Rights to the CEO

The Board acknowledges the significant effort and sacrifice of key Senior Executives during this extremely challenging period for the Group. The ongoing retention of these Senior Executives is key to effectively managing through the near term trading conditions, while positioning the Group to execute the opportunities that will emerge as the tourism industry enters the recovery phase.

To support retention, the Board resolved to grant one-off Service Rights, in lieu of fixed remuneration foregone, to key Senior Executives, including the grant of a maximum of 270,219 Service Rights to CEO, John O'Sullivan.

The material terms of the proposed grant of the Service Rights are set out below:

- i. Each Service Right entitles John O'Sullivan, or his nominee, to receive, upon vesting and exercise, one fully paid ordinary share in the Company.
- ii. Vesting of the Service Rights requires John O'Sullivan to continue to be employed by the Company or a Group Company one year after the grant date, which is expected to be approximately 9 November 2020.

ASX Listing Rule 10.14 requires shareholder approval be obtained for the issue of the Service Rights the subject of this resolution 4. If approval from shareholders is obtained in accordance with ASX Listing Rule 10.14, exception 14 of ASX Listing Rule 7.2 will apply so that the issue of Service Rights will not use the Company's 15% Placement Capacity. Should this resolution 4 not be approved by shareholders, the Board will consider an alternative remuneration arrangement for the CEO which may include a cash award, and will be subject to the same terms and service conditions as for the Service Rights.

John O'Sullivan receives fixed remuneration and variable remuneration via short-term and long-term incentive arrangements. Details of John O'Sullivan's current annual remuneration package for FY21 are set out below:

Remuneration	Gross salary of \$500,000 (FAR) per annum (exclusive of statutory superannuation contributions)
Short-Term Incentive	Short-Term Incentive at 50% of FAR (comprising cash and equity in the form of service rights) subject to agreed short term performance targets and Board discretion
Long-Term Incentive	Long-Term Incentive at 50% of FAR subject to measurable market standard long-term performance hurdles as determined by the Board

Requirements of ASX Listing Rule 10.15

The following information in relation to the Service Rights proposed to be granted to John O'Sullivan pursuant to resolution 4 is provided in accordance with ASX Listing Rule 10.15:

- a) **Number of securities:** A maximum of 270,219 Services Rights calculated by dividing \$34,615 (being the portion of remuneration forgone by John O'Sullivan between the period from 1 April 2020 and 30 June 2020) by \$0.1281 (the 5-day VWAP of EXP shares traded on the ASX calculated up to and including 30 June 2020).
- b) **Price of securities:** The Service Rights will be granted for no consideration. No price is payable upon vesting or exercise of the Service Rights.

- c) **Securities granted under the EEIP, since the last approval:** Other than the following grant of Service Rights, the Company has not previously sought shareholder approval under Listing Rule 10.14 for the grant of Service Rights:
- As approved at the AGM held on 20 November 2019 - 439,560 Service Rights were granted to John O'Sullivan. The Service Rights were granted for nil consideration. No fee is payable upon the exercise of the Service Rights, subject to the service vesting condition being met.
- d) **Eligible participants:** Subject to the ASX Listing Rules and the Corporations Act, any full-time or permanent part-time employee or officer or Executive Director of the Company is entitled to participate in the EEIP.
- e) **Voting exclusion statement:** A voting exclusion statement in relation to this resolution is set out in the NOM under the heading 'Voting Exclusions'.
- f) **No loans given to acquire securities:** No loan will be provided by the Company in connection with the grant of the Service Rights to John O'Sullivan.
- g) **Issue of Service Rights:** Subject to receiving shareholder approval, the Company will grant the Service Rights to John O'Sullivan as soon as practical and in any event within 12 months after the date of this AGM.
- h) **Details of securities issued:** Details of any securities issued under the EEIP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- i) **Approval for persons covered by ASX Listing Rule 10.14:** Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EEIP, after this resolution is approved, and who are not named in this NOM, will not participate until approval is obtained under that rule.

The grant of the Service Rights to John O'Sullivan constitutes giving a financial benefit and John O'Sullivan is a related party of the Company by virtue of being a Director.

The Directors (other than John O'Sullivan) consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the proposed grant of Service Rights is considered reasonable remuneration in the circumstances and in light of John O'Sullivan's role and responsibilities.

Board Recommendation

*Each of the Directors (other than John O'Sullivan) recommends the grant of the above Service Rights to John O'Sullivan for the reasons set out above and recommends that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

Resolution 5 - Grant of Performance Rights (Long-Term Incentive) to the CEO

The Company's Long-Term Incentive Plan (**LTIP**) established in accordance with, and under, the EEIP, is designed to attract, motivate and retain key Senior Executives and Executive Directors and to align the interests of those key Senior Executives and Executive Directors with the interests of shareholders by matching certain rewards with the long-term performance of the Company.

Following consideration of how to best align the interests of Senior Executives to the longer-term interests of shareholders factoring in the challenging trading outlook in the near term and the importance of longer-term incentivisation of key Senior Executives, in August 2020, the Board approved the grant of Performance Rights under the LTIP to key Senior Executives including, subject to shareholder approval, CEO, John O'Sullivan.

The Company is proposing to issue a maximum of 1,951,600 Performance Rights to John O'Sullivan.

Each Performance Right entitles John O'Sullivan, or his nominee, to receive, upon vesting and exercise, one fully paid ordinary share in the Company.

The Board believes that part of John O'Sullivan's remuneration should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance.

Details of the vesting conditions of the Performance Rights are set out below.

ASX Listing Rule 10.14 requires shareholder approval be obtained for the issue of the Performance Rights the subject of this resolution 5. If approval from shareholders is obtained in accordance with ASX Listing Rule 10.14, exception 14 of ASX Listing Rule 7.2 will apply so that the issue of Performance Rights will not use up the Company's 15% Placement Capacity. Should this resolution 5 not be approved by shareholders, the Board would consider alternative long-term incentive remuneration arrangements for the CEO which may include a cash award, subject to the same terms and vesting conditions as for the Performance Rights.

John O'Sullivan receives fixed remuneration and variable remuneration via short-term and long-term incentive arrangements. Details of John O'Sullivan's current annual remuneration package for FY21 are set out below:

Remuneration	Gross salary of \$500,000 (FAR) per annum (exclusive of statutory superannuation contributions)
Short-Term Incentive	Short-Term Incentive at 50% of FAR (comprising cash and equity in the form of service rights) subject to agreed short term performance targets and Board discretion
Long-Term Incentive	Long-Term Incentive at 50% of FAR subject to measurable market standard long-term performance hurdles as determined by the Board

Requirements of ASX Listing Rule 10.15

The following information in relation to the Performance Rights proposed to be granted to John O'Sullivan pursuant to this resolution 5 is provided in accordance with ASX Listing Rule 10.15:

- a) **Number of securities:** A maximum of 1,951,600 Performance Rights calculated by dividing \$250,000 (being 50% of John O'Sullivan's current annual fixed remuneration by \$0.1281 (the 5-day VWAP of EXP shares traded on the ASX calculated up to and including 30 June 2020).
- b) **Price of securities:** The Performance Rights will be granted for no consideration. No price is payable upon vesting or exercise of the Performance Rights.
- c) **Securities granted under the EEIP since the last approval:** Other than the following grant of Performance Rights, the Company has not previously sought shareholder approval under Listing Rule 10.14 for the grant of Performance Rights:
 - As approved at the AGM held on 20 November 2019 – 916,668 Performance Rights were granted to John O'Sullivan. The Performance Rights were granted for nil consideration. No fee is payable upon the exercise of the Performance Rights, subject to the vesting conditions being met.
- d) **Eligible participants:** Subject to the ASX Listing rules and the Corporations Act, any full-time or permanent part-time employee or officer or Executive Director of the Company is entitled to participate in the EEIP.
- e) **Voting exclusion statement:** A voting exclusion statement in relation to this resolution is set out in the NOM under the heading 'Voting Exclusions'.
- f) **No loans given to acquire securities:** No loan will be provided by the Company in connection with the grant of the Performance Rights to John O'Sullivan.

- g) **Issue of Performance Rights:** Subject to receiving shareholder approval, the Company will grant the Performance Rights to John O'Sullivan as soon as practical and in any event within 12 months after the date of this AGM.
- h) **Details of securities issued:** Details of any securities issued under the EEIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- i) **Approval for persons covered by ASX Listing Rule 10.14:** Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EEIP, after this resolution is approved and, who are not named in this NOM, will not participate until approval is obtained under that rule.

Vesting Conditions

Details of the relevant vesting conditions for the Performance Rights are summarised below:

Vesting Conditions:	The Performance Rights will only vest if: • John O'Sullivan meets the Service Condition; and • EXP meets the Performance Conditions (Vesting Conditions)										
Service Condition:	The following Service Condition is required to be satisfied for the Performance Rights to vest: • John O'Sullivan is continuously employed by the Company or a Group Company from the date the Performance Rights are granted until 15 September 2023.										
Performance Conditions:	The following Performance Conditions are required to be satisfied for the Performance Rights to vest: 50% of the Performance Rights will vest if the Total Shareholder Return Performance Condition (referred to below) is satisfied and the remaining 50% of the Performance Rights will vest if the Return on Invested Capital Performance Right Condition (referred to below) is satisfied. Total Shareholder Return Condition ▪ 50% of the Performance Rights are subject to the Company meeting the Total Shareholder Return (TSR) requirements over a 3-year performance period (Absolute TSR Hurdle), as referred to below. ▪ TSR is broadly measured as follows: share price growth plus reinvested dividends over the relevant performance period, divided by the beginning share price, expressed as a percentage. ▪ The performance period is 1 July 2020 to 30 June 2023. The TSR will be based on the 5-day volume weighted average share price (VWAP) preceding the start and the end dates of the relevant performance period. The vesting schedule for the Performance Rights that are subject to the Total Shareholder Return Condition (being 50% of the total number of Performance Rights) (TSR Performance Rights) is as follows: <table><tr><th>TSR pa</th><th>Proportion of TSR Performance Rights that vest</th></tr><tr><td>Less than 12.5%</td><td>0%</td></tr><tr><td>12.5% to 15%</td><td>50%</td></tr><tr><td>15% to 17.5%</td><td>75%</td></tr><tr><td>>17.5%</td><td>100%</td></tr></table>	TSR pa	Proportion of TSR Performance Rights that vest	Less than 12.5%	0%	12.5% to 15%	50%	15% to 17.5%	75%	>17.5%	100%
TSR pa	Proportion of TSR Performance Rights that vest										
Less than 12.5%	0%										
12.5% to 15%	50%										
15% to 17.5%	75%										
>17.5%	100%										

	Return on Invested Capital Condition ■ 50% of the Performance Rights are subject to the Company meeting the Return on Invested Capital (ROIC) targets, referred to below. ■ The performance period is 1 July 2020 to 30 June 2023. ■ Due to the high level of pandemic uncertainty, the Board is not providing FY21 guidance and has determined that for the purposes of the FY21 LTIP, measuring ROIC for the FY23 year only is appropriate in the current environment. That is, vesting is contingent on Underlying Net Operating Profit After Tax in FY23 when compared to the average invested capital in FY23. The intent is to preserve the integrity of the long-term nature of the performance measure and incentive, and ensure Senior Executives are aligned to the longer-term interests of shareholders beyond the near term impacts of the Covid-19 pandemic. ■ Such a forward view does not lend itself to disclosing fair, reasonable and robust absolute targets. These targets will be developed over time based on prevailing conditions and at the Board's discretion.
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The Board will determine at the end of the performance period what proportion (if any) of the Performance Rights will vest in accordance with the vesting conditions referred to above.

Board Recommendation

*Each of the Directors (other than John O'Sullivan) recommends the grant of the Performance Rights to John O'Sullivan for the reasons set out above and recommends that shareholders vote **in favour** of this resolution.*

*The Chairman of the AGM intends to vote all available proxies **in favour** of this resolution.*

VOTING INFORMATION

Majority Required

Resolutions 1 to 5 are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Act that, for the purpose of entitlement to vote at the AGM, shares will be taken to be held by those who hold them at 7.00 pm on Monday 26 October 2020.

How to Vote

Voting Methods

Ordinary shareholders can vote in one of the following ways:

- by attending the meeting online and voting using the online voting facility, either in person, by attorney or in the case of corporate shareholders, by a corporate representative;
- by lodging a direct vote in advance of the AGM electronically by visiting www.votingonline.com.au/expagm2020; or
- by appointing a proxy to attend and vote at the meeting on your behalf electronically by visiting www.votingonline.com.au/expagm2020.

Voting on the items set out in this NOM will be conducted on a Poll.

Voting Deadline

Shareholders who wish to lodge a direct vote in advance of the AGM or appoint a proxy to attend and vote at the meeting on their behalf, must either complete their electronic instructions on www.votingonline.com.au/expagm2020 by 11 am (AEDT) on Monday 26 October 2020 or, if the meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the meeting. Direct votes or proxy appointments received after this time will be invalid.

Direct Voting Online During the Meeting

Shareholders or proxyholders who wish to vote during the meeting may participate in the videoconference and live online voting facility by using:

- your computer or mobile device, by entering the following URL into your browser: <https://web.lumiagm.com/301788073> or by using the Lumi AGM app, which is available from the Apple App Store or Google Play Store.

If you choose to participate in the meeting online you can log into the meeting by entering:

- <https://web.lumiagm.com/301788073>; or
- your username, which is your Boardroom Voting Access Code (VAC) located on your proxy form or by contacting the EXP's share registry, Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) who will be able to assist; or
- your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online User Guide enclosed with this NOM for password details.

If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760 or +61 2 9290 9600 to receive your username and password.

Attending the meeting online enables shareholders to view the meeting live and to ask questions and cast direct votes as directed by the Chairman of the Meeting, whilst the meeting is in progress.

More information regarding participating in the meeting online, including browser requirements, can be found in the AGM Online User Guide enclosed with this NOM.

Direct Voting Prior to the Meeting

Shareholders have the choice of casting "direct votes" in advance of the AGM as an alternative to appointing a proxy to cast their votes.

To lodge direct votes in advance of the AGM, shareholders must visit www.votingonline.com.au/expagm2020 and follow the prompts and instructions. Shareholders will need their Voting Access Code (VAC) which is located on your proxy form or by contacting EXP's share registry, Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) who will assist.

For direct votes to be effective, they must be lodged by the time specified in the Voting Deadline section of this NOM.

If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may specify the proportion or number of direct votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

If a shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority.

Proxy Voting

To appoint a proxy, shareholders must visit www.votingonline.com.au/expagm2020 and follow the prompts and instructions. Shareholders will need their Voting Access Code (VAC) which is on your proxy form or by contacting EXP's share registry, Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) who will assist. For proxy appointments to be effective, they must be completed by the time specified in the Voting Deadline section in this NOM.

If a proxy is instructed to Abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy need not be a shareholder of EXP.

The Corporations Act provides the following for the processing of proxy votes.

Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of EXP's Key Management Personnel or their closely related parties voting as a proxy on resolutions 1, 4 and 5, if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any resolution, other than those specified in this NOM, be proposed at the meeting, a proxy may vote on that resolution as they think fit.

If you wish to appoint a Director (other than the Chairman) or other member of EXP's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on resolutions 1, 4 and 5 by completing the "For", "Against" or "Abstain" boxes.

The Chairman will be able to exercise your vote on your behalf on all resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman will vote in favour of each of those items).

Revocations of proxies

Any revocations of proxies must be made at www.votingonline.com.au/expagm2020 before the time for the commencement of the meeting.

Voting by Corporations

In order to vote at the AGM (other than by proxy), a corporation that is a shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation, including any authority under which it is signed, must be lodged with EXP's share registry, Boardroom prior to the commencement of the AGM.

Proxy Voting by Chairman

*The Chairman of the AGM intends to vote all undirected proxies **in favour** of all the resolutions.*

Voting Exclusions

Resolution 1 – Adoption of Remuneration Report

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act) (**Key Management Personnel**) details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) (**Closely Related Party**) of such a member. However, a person (the **voter**) described above may cast a vote on this resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this resolution 1; or
- b) the voter is the Chairman of the AGM and the appointment of the Chairman of the AGM as proxy does not specify the way the proxy is to vote on this resolution 1; and expressly authorises the Chairman to exercise the proxy even though this resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 4 – Grant of Service Rights to the Chief Executive Officer of the Company

Voting Exclusion:

The Company will disregard any votes cast in favour of resolution 4 by John O'Sullivan and any associate of John O'Sullivan. However, the Company need not disregard a vote if:

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

Voting Prohibition Statement:

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

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

Resolution 5 – Grant of Performance Rights to the Chief Executive Officer of the Company

Voting Exclusion:

The Company will disregard any votes cast in favour of resolution 5 by John O'Sullivan and any associate of those persons. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- c) a person as proxy for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy to vote on the resolution in that way; or

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

Voting Prohibition Statement:

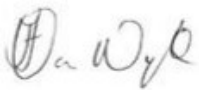
A person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:

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

Further Information

Shareholders should direct their queries to the Company Secretary at companysecretary@experienceco.com.

By order of the Board



Fiona van Wyk
Company Secretary
25 September 2020

Experience Co Limited
ACN: 167 320 470

Corporate Directory

Directors:	Kerry Robert (Bob) East, Independent Non-Executive Director and Chairman of the Board Anthony Boucaut, Non-Executive Director Neil Cathie, Independent Non-Executive Director Michelle Cox, Independent Non-Executive Director John O'Sullivan, Executive Director and CEO
Company Secretary:	Fiona van Wyk
Registered Office:	Level 1, 17 Castlereagh Street, Sydney, NSW 2000
Principal Place of Business:	Level 1, 17 Castlereagh Street, Sydney, NSW 2000
Lawyers:	Bird & Bird Level 22, MLC Centre, 19 Martin Place Sydney NSW 2000
Auditors:	RSM Australia Partners Level 13, 60 Castlereagh Street Sydney NSW 2000
Share Registry:	Boardroom Pty Ltd Level 12, 225 George Street Sydney NSW 2000
Bankers:	Westpac Banking Corporation Level 1, 25 Atchison Street, Wollongong NSW 2500 National Australia Bank Limited Level 22, 255 George Street, Sydney NSW 2000
ASX Listing Code:	EXP
Website:	www.experienceco.com

Online Voting User Guide

Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “**Lumi AGM**”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

Meeting ID: 301-788-073

Australian Residents

Username (Boardroom internal S reference number*) and **Password** (postcode of your registered address) *Boardroom internal S Reference number can be located on the back of your proxy form or on your notice of meeting email)

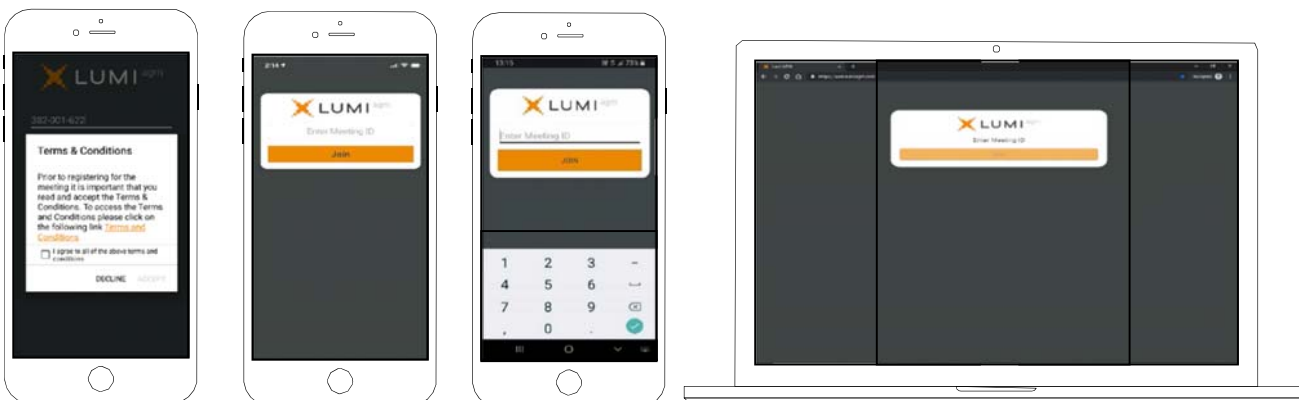
Overseas Residents

Username (Boardroom internal S reference number*) and Password (three character country code e.g. New Zealand – NZL)
A full list of country codes can be found at the end of this guide.

Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (AEST) Monday to Friday the day before the meeting.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username (Boardroom internal S reference number) and Password (postcode or country code). If you are a **Proxy holder** you will need to enter the unique Username and Password provided by Boardroom and select '**Login**'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

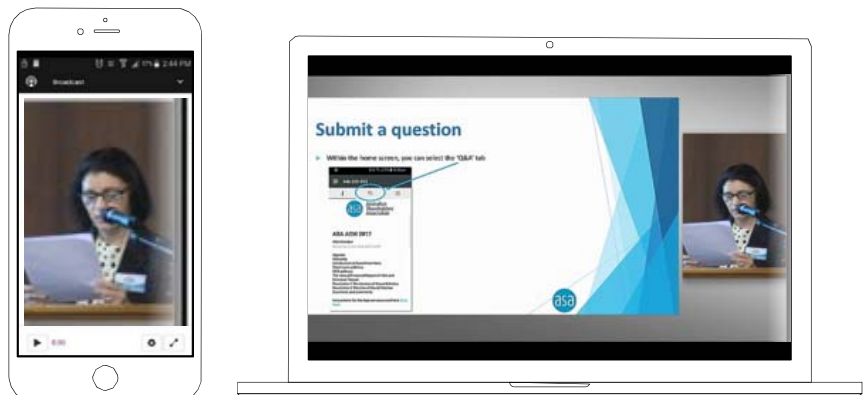
Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

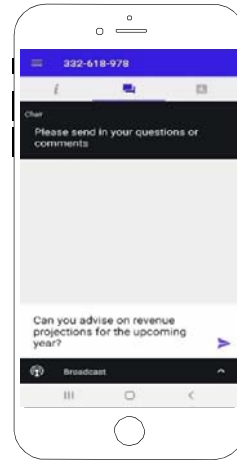


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

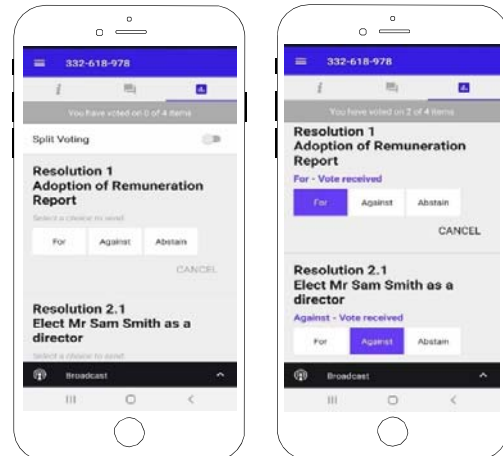
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Btn
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	British Isles
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Lao Pdr
LBN	Lbn

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar Re
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

Proxy form for the Annual General Meeting of the Company to be held as a virtual meeting on 28 October 2020 11:00am (AEDT)

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Monday, 26 October 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/expagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Monday, 26 October 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/expagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Experience Co Limited

ACN 167 320 470

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Experience Co Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually **Wednesday 28 October 2020 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, 4 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 1, 4 and 5 even though Resolutions 1, 4 and 5 is connected with the remuneration of a member of the key management personnel for the Company, which includes the chairman.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1, 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Michelle Cox as a Director of the Company	☐	☐	☐
Resolution 3	Re-election of Kerry Robert (Bob) East as a Director of the Company	☐	☐	☐
Resolution 4	Issue of 270,219 Service Rights to the CEO	☐	☐	☐
Resolution 5	Issue of 1,951,600 Performance Rights to the CEO	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020