www.felix.net
4/34 Navigator Place, Hendra 4011 QLD
Felix Group Holdings Ltd (ACN: 159 858 509)

ASX Announcement **14 October 2022**

Notice of 2022 Annual General Meeting & Voting Form

This document attaches copies of:

- Notice of Felix Group Holdings Ltd's 2022 Annual General Meeting; and
- A sample of the shareholder proxy form.

Authorised for release by:

James Frayne
Company Secretary
Felix Group Holdings Ltd

For further information please contact:

Company	**Investors**
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About Felix – see more at felix.net

Felix operates a cloud-based enterprise Software as a Service (SaaS) procurement management platform and vendor marketplace. Felix connects contractors and third-party vendors by digitising, automating, and streamlining a range of critical procurement-related business processes – reducing supply chain risk and improving transparency and governance.

Notice of Annual General Meeting & Explanatory Statement

Felix Group Holdings Limited
ACN 159 858 509

To be held at:	Virtually - online (including to listen, vote and ask questions online during the Meeting): https://meetnow.global/MTPC2SY In person – Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000
To be held on:	Friday, 18 November 2022
Commencing:	9:00 a.m. AEST (Brisbane time)

More information regarding online participation at the General Meeting (including how to vote and ask questions online during the General Meeting) is available in Part C of this Notice of Annual General Meeting.

Important Information

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 advisors prior to voting.

Important dates

Deadline for lodgement of Proxy Forms for the Annual General Meeting	9:00 a.m. AEST (Brisbane time) Wednesday, 16 November 2022
Annual General Meeting	9:00 a.m. AEST (Brisbane time) Friday, 18 November 2022

Letter from the Chair

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Felix Group Holdings Limited ACN 159 858 509 (**Company**).

We are holding the 2022 Annual General Meeting both in person and via a virtual platform. In order to attend, ask questions and vote virtually via the online platform at https://meetnow.global/MTPC2SY, please use the following details:

- Your username is your SRN/HIN;
- Select your country and if you are an Australian shareholder, also enter your postcode; and
- Overseas Shareholders should refer to the user guide at https: www.computershare.com.au/virtualmeetingguide.

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the Annual General Meeting by submitting your question to the Company Secretary, Mr James Gregory Forrest Frayne by email at james.frayne@felix.net .

Background to the Resolutions

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for:

- the re-election of Non-Executive Director Mr Michael Anthony Trusler;
- the ratification of Placement Shares issued on or about 10 May 2022 under ASX Listing Rule 7.4;
- the issue of a Performance Right under the Employee Securities Incentive Plan to Mr Michael Peter Davis (**CEO Performance Right**) under ASX Listing Rule 10.14;
- the additional 10% Placement Facility under ASX Listing Rule 7.1A; and
- an amendment to the Constitution.

All of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the Annual General Meeting, this booklet contains the following:

- The Notice of Meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Part B);
- Information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Part D); and
- Information on how to vote, how to attend the Annual General Meeting electronically and appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Part C).

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Mr James Gregory Forrest Frayne on +61 401 663 177 or by email at james.frayne@felix.net.

By order of the Board

Dated: 17 October 2022

Michael Bushby – Chair
Felix Group Holdings Limited

Section A – Glossary

$	Australian dollars.
AEST	Australian Eastern Standard Time.
Annual General Meeting	The Annual General Meeting of Shareholders.
ASIC	The Australian Securities & Investments Commission.
ASX	The Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Board	The board of Directors of the Company.
Chair	The chairman of the Annual General Meeting, Michael Bushby
Closely Related Party	• a spouse or child of the Shareholder; or • has the meaning given in section 9 of the Corporations Act.
Company	Felix Group Holdings Limited ACN 159 858 509.
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Corporations Regulations	The *Corporations Regulations 2001* (Cth).
Directors	The directors of the Company and **Director** means any one of them.
Director Options	Has the meaning provided in the Letter from the Chair.
Employee Securities Incentive Plan	The executive incentive plan approved by Shareholders at the 2021 Annual General Meeting.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Explanatory Statement	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D.
Glossary	The glossary contained in Part A to this booklet.
Group	The Company and its Subsidiaries.
Key Management Personnel	Has the meaning given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Notice of Annual General Meeting	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part B.
Remuneration Report	Has the meaning given in section 9 of the Corporations Act.
Optionholder	A holder of Director Options.
Part	A part of this booklet.
Placement Shares	The 19.93m Placement Shares issued on or about 10 May 2022.
Proxy Form	The online proxy form. If you require a paper proxy form please contact the Share Registry: Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/contact. Proxy forms can be submitted as outlined below: **Online** by visiting www.investorvote.com.au and quoting the 6 digit control number found on the front of your Proxy Form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com By **mail** to GPO Box 242, Melbourne, Victoria 3001; or By **facsimile** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia). Instructions on how to complete the Proxy Form are on the reverse of the Proxy Form attached to this Notice.

Resolution(s)	The resolution(s) contained in the Notice of Annual General Meeting.
Shareholders	The holders of all Shares issued in the Company and **Shareholder** means any one of them.
Shares	All of the shares on issue in the share capital of the Company and **Share** means any one of them.
Subsidiaries	Has the meaning given in section 9 of the Corporations Act.

Section B – Notice of Annual General Meeting

Time and place

Notice is hereby given that the Annual General Meeting will be held as follows:

- Held: Virtually at https://meetnow.global/MTPC2SY.

  In person – Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000

- Commencing at: 9:00 a.m. AEST (Brisbane time) Friday, 18 November 2022.

Due to the social distancing restrictions imposed by the Australian Government, the Directors have decided to convene the Annual General Meeting in person and virtually**.**

We appreciate the support and understanding of our Shareholders during this time and apologise for any inconvenience. Further details about the virtual meeting can be found in sections B, C, and D of the Notice of Annual General Meeting.

Participate and vote online

In order to attend, ask questions and vote virtually in real time via the online platform, please use the details set out in Section C of this Notice of Annual General Meeting.

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

More information regarding virtual participation at the Annual General Meeting (including how to vote and ask questions online during the Annual General Meeting) is available at www.investorvote.com.au. Please enter the control number contained in your Notice & Access letter, the proxy form or use the personalised link contained in the Notice of Meeting email which was sent to all holders that have elected to receive online communications for Notices of Meeting.

Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the Annual General Meeting by submitting your question to the Company Secretary by email at james.frayne@felix.net.

Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

Defined terms

Terms used in this Notice of Annual General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Company's 2022 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2022.

2. Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2022 as disclosed in the Directors' Report for the year ending 30 June 2022."

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

Short Explanation: This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this Resolution is advisory only and does not bind the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on this Resolution if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to vote as the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

SPECIAL BUSINESS

3. Resolution 2: Re-election of Mr Michael Anthony Trusler

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

"That Mr Michael Anthony Trusler who retires by rotation as a Director of Felix Group Holdings Limited in accordance with ASX Listing Rule 14.5 and rule 64.1 of the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Short Explanation: This Resolution is required as rule 64.1 of the Company's Constitution provides that where required by the Corporations Act or the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise be a vacancy on the board, and no director is required to retire, then the director who has been longest in office since last elected must retire.

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

4. Resolution 3: Ratification of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 7,638,889 Placement Shares issued under Listing Rule 7.1 at an issue price of $0.36 per share on the terms and conditions set out in the Explanatory Statement."

Short explanation

On or about 10 May 2022, the Company issued the Placement Shares to InEight Inc. at an issue price of $0.36 per Placement Share.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**).

The Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Placement Shares and re-set the 15% Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- any person who participated in the issue of these Placement Shares; or
- an associate of that person or persons.

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

- a person or 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
- the Chair of the Annual General 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
- 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 4: Ratification of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 12,293,964 Placement Shares issued under Listing Rule 7.1 at an issue price of $0.30 per share on the terms and conditions set out in the Explanatory Statement."

Short explanation

On or about 10 May 2022, the Company issued the Placement Shares to sophisticated and professional investors at an issue price of $0.30 per the Placement Share.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which includes shares) during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The Placement Shares were issued within the 15% Placement Capacity. Approval under ASX Listing Rule 7.4 is being sought to ratify the issue of the Placement Shares and re-set the 15% Placement Capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- any person who participated in the issue of these Placement Shares; or
- an associate of that person or persons.

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

- a person or 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
- the Chair of the Annual General 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
- 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 5: Issue of Performance Right to a Related Party – Mr Michael Peter Davis

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Directors be authorised to grant a Performance Right (**CEO Performance Right**) pursuant to the Company's Employee Securities Incentive Plan with a potential maximum total value of $243,100 to Mr Michael Peter Davis (or his nominee) and, upon exercise of that CEO Performance Right, the acquisition of the ordinary shares underlying that CEO Performance Right, in accordance with the terms of the Employee Securities Incentive Plan and on the terms specified in the accompanying Explanatory Statement."*

Short explanation

This Resolution is required under ASX Listing Rule 10.14 to allow the issue of securities, in the form of a CEO Performance Right under the Company's Employee Securities Incentive Plan to Mr Michael Davis (or his nominee), being a Director.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Mr Michael Davis (and his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Executive Option Plan; or
- an associate of that person or persons.

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

- a person or 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
- the Chair of the Annual General 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
- 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.

7. Resolution 6: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following Resolution as a **Special Resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, 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 on the terms and conditions referred to in, the Explanatory Memorandum accompanying this Notice."

Short Explanation: Approval under ASX Listing Rule 7.1A will enable the Company to issue "equity securities" up to a further 10% of its issued Share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). This is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who is expected to participate, 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).

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

- a person or 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
- the Chair of the Annual General 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
- 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.

8. Resolution 7: Amendment to Constitution

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

"That for the purposes of section 136(2) of the Corporations Act, the Constitution of the Company be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification."

Short Explanation: This Resolution is required under section 136(2) of the Corporations Act to approve the amendment of a Company's constitution.

The proposed amendments to the Constitution are described in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

The proposed amendment is the inclusion of a proportional takeover provision.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's Constitution.

Section C – How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the meeting in person, virtually or by proxy or, in the case of corporate shareholders, corporate representative.

1. How to vote

If you are entitled to vote at the Annual General Meeting, you may vote by attending the Annual General Meeting in person, virtually or by attending the meeting by proxy by lodging your online Proxy Form at www.investorvote.com.au outlined in the Notice & Access letter or use the personalised link which was sent to all holders that have elected to receive online communications for Notices of Meeting.

Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your shareholder number (which can be found on your Proxy Form) for verification purposes.

2. Your vote is important

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

3. Corporations

To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Corporations Act. Alternatively, a corporation may appoint a proxy.

4. Voting virtually

To vote at the Annual General Meeting virtually, login into https://meetnow.global/MTPC2SY using your shareholder number (which can be found on the Proxy Form) on the date and at the time and place set out above. The details are as follows:

- Visit https://meetnow.global/MTPC2SY on your smartphone, table or computer
- Your username is your SRN/HIN. Any Shareholders unable to locate their SRN/HIN should contact Computershare Investor Services by phoning 1300 850 505 (within Australia) or +61 3 9415 4024 (outside Australia)
- Select your country and if you are an Australian shareholder also enter your postcode
- Overseas Shareholders should refer to the user guide which can be found at: www.computershare.com.au/virtualmeetingguide.

Participating in the Annual General Meeting online, enables Shareholders to ask questions and cast direct votes at the appropriate times during the Annual General Meeting.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide which can be found at the end of this document. For more information, please refer to the Virtual Meeting Guide at: www.computershare.com.au/virtualmeetingguide.

Please note, Shareholders may only ask questions online once they have been verified. It may not be possible to respond to all questions. It is encouraged that Shareholders lodge questions prior to the meeting by submitting your question to the Company Secretary, Mr James Gregory Forrest Frayne by email at james.frayne@felix.net

5. Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above in this Notice of Meeting.

6. Voting by proxy

All Shareholders who are entitled to participate in and vote at the Annual General Meeting have the right to appoint a proxy to participate in the Annual General Meeting and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is entitled to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes.

Shareholders and their proxies should be aware that:

(a) if a proxy votes, they must cast all directed proxies as directed; and

(b) any directed proxies which are not voted will automatically default to the Chair, which must vote the proxies as directed.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at www.investorcentre.com/contact
By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

For your proxy appointment to be effective, it must be received by the Company not less than 48 hours before the Meeting (i.e. by 9:00 a.m. AEST (Brisbane time) Wednesday, 16 November 2022). Proxy Forms received later than this time will be invalid.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the Voting Form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even where an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company. The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions and prohibitions.

You cannot lodge a direct vote and appoint a proxy for the same voting rights. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

7. Eligibility to vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those that are registered Shareholders at 7:00 p.m. (Brisbane time) on Wednesday, 16 November 2022. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

8. Voting procedure – on a poll

Every question arising at this Annual General Meeting will be decided on a poll. Upon a poll, every person entitled to vote who is present at the virtual meeting or by proxy will have one vote for each voting share held by that person.

9. Enquiries

For all enquiries, please contact the Company Secretary, Mr James Frayne, on +61 401 663 177 or by email at james.frayne@felix.net .

Section D – Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held commencing at 9:00 a.m. AEST (Brisbane time) on Friday, 18 November 2022 in person at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000 and via a virtual meeting platform.

Refer to Section C for details on how to attend and vote at the Annual General Meeting.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

Purpose

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

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

Defined terms

Terms used in this Explanatory Statement have the meaning given to them in the Glossary in **Section A** of this Notice of Annual General Meeting in which this Explanatory Statement is contained.

GENERAL INFORMATION

1. Agenda Item 1 – Financial statements and reports

1.1 **Purpose of Resolution**

The 2022 Annual Report for the year ending 30 June 2022 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and Directors' declaration).

The Corporations Act requires that the Directors' Reports, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the annual general meeting on the 2022 Annual Report.

1.2 **Questions to the Chair**

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2022 Annual Report.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Tim Jackman of Grant Thornton, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) of the Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5:00 p.m. on Friday 12 November 2022 to:

Felix Group Holdings Limited
Att: The Company Secretary
PO Box 1093
Toombul QLD 4012
Or via email to: james.frayne@felix.net

2. Resolution 1: Adoption of Remuneration Report

2.1 Purpose of Resolution

The Remuneration Report of the Company for the financial year ending 30 June 2022 is set out in the Directors' Report contained in the 2022 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

Resolution 1 is an ordinary resolution.

2.2 Voting consequences

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

(a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

(b) if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

2.3 Voting exclusion and Directors' recommendations

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the Resolution relates to matter including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

Resolution 1 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of Mr Michael Anthony Trusler

3.1 Purpose of Resolution

Mr Michael Anthony Trusler was elected as a Director of the Company at the 2021 Annual General Meeting.

Mr Michael Trusler retires from office under ASX Listing Rule 14.5 and rule 64.1 of the Constitution and stands for re-election.

Resolution 2 is an ordinary resolution.

3.2 The law

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

This Resolution is required as rule 64.1 of the Company's Constitution provides that where required by the Corporations Act or the ASX Listing Rules, the Company must hold an election of directors each year. If there would not otherwise not be a vacancy on the Board, and no Director is required to retire, then the director who has been longest in office since last elected must retire.

Under rule 64.1 of the Company's Constitution, where Directors were elected on the same day, the Director to retire is (in default of agreement) determined by lot.

Mr Michael Bushby, Mr Michael Trusler, Mr George Rolleston, Mr Rob Phillpot and Ms Joycelyn Morton were elected as Directors of the Company at the 2021 Annual General Meeting. It has been agreed that Mr Michael Trusler will retire and stand for re-election at the 2022 Annual General Meeting.

3.3 Director resume

Mr Trusler is a Co-Founder (and was Co-CEO of the Company with Mr Davis until June 2020) and Non-Executive Director of the Company. Mr Trusler is also a member of the Nomination and Remuneration Committee. Prior to co-founding the Company, Mr Trusler worked as a project Engineer at MCG Group. Leighton and Inten Constructions on large infrastructure projects.

Mr Trusler currently works as the Chief Operating Officer of Spot Rural Pty Ltd and is a non-executive director of The Lad Collective Pty Ltd, Thomas Health Pty Ltd and Spot Family Pty Ltd.

3.4 Directors’ recommendations and interests

The Board (with Mr Michael Trusler abstaining) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2.

4. Resolution 3 – Ratification of the issue of the Placement Shares

4.1 Purpose of Resolution

On 10 May 2022 (**Issue Date**), the Company issued 7,638,889 Placement Shares (**Strategic Placement Shares**) to raise $2,750,000 (before costs).

The Strategic Placement Shares were issued within the Company’s 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 3 seeks Shareholder approval for the issue of the Strategic Placement Shares under and for the purposes of ASX Listing Rule 7.4.

Resolution 3 is an ordinary resolution.

4.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX 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 Strategic Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Issue Date.

ASX 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 ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

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

To that end, Resolution 3 seeks Shareholder approval for the issue of the Strategic Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Strategic Placement Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the issue of the Strategic Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

4.3 Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Strategic Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	The Strategic Placement Shares were issued to InEight Inc, a sophisticated investor who is exempt from the disclosure requirements under Chapter 6D of the Corporations Act, and who is not a Related Party of the Company or a party to whom Listing Rule 10.11 would apply. For the avoidance of doubt, InEight Inc was issued more than 1% of the Company’s current issued capital but was not: • A member of the Key Management Personnel; • A substantial holder of the entity at that time; • An adviser of the entity; or • An associate of any of the above.
The number of securities issued:	7,638,889 Shares (being the Strategic Placement Shares) were issued by the Company pursuant to Listing Rule 7.1.
The date on which the securities were issued:	The Strategic Placement Shares were issued by the Company on 10 May 2022
The issue price:	The issue price was $0.36 per Strategic Placement Share, being $2,750,000 in total before costs.

The terms of the securities:	The Strategic Placement Shares comprise fully paid ordinary Shares of the Company ranking equally with all other fully paid ordinary Shares of the Company.
The intended use of the funds raised:	Funds from the Strategic Placement Shares will be used to primarily increase sales and marketing initiatives to accelerate conversion of significant new contractor opportunities in new and existing jurisdictions in partnership with InEight. To fund platform integration and feature development associated with the InEight strategic partnership in addition to fund working capital and transaction costs associated with the capital raising.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Strategic Placement Shares were issued under a term sheet that detailed: • The price of each Strategic Placement Share; • The proposed issue date of the Strategic Placement Shares.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 3.

4.4 **Recommendation and voting requirements**

The Directors recommend that Shareholders approve Resolution 3.

Resolution 3 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 3.

5. Resolution 4 – Ratification of the issue of the Placement Shares

5.1 **Purpose of Resolution**

On 10 May 2022 (**Issue Date**), the Company issued 12,293,964 Placement Shares (**Institutional Placement Shares**) to raise $3,688,189 (before costs).

The Institutional Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Resolution 4 seeks Shareholder approval for the issue of the Institutional Placement Shares under and for the purposes of ASX Listing Rule 7.4.

Resolution 4 is an ordinary resolution.

5.2 **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX 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 Institutional Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1. This reduces the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Issue Date.

ASX 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 ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

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

To that end, Resolution 4 seeks Shareholder approval for the issue of the Institutional Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Institutional Placement Shares will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the issue of the Institutional Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

5.3 Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Institutional Placement Shares is provided as follows:

The names of the persons to whom the Company issued the securities:	The Institutional Placement Shares were issued to sophisticated investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act, none of whom is a Related Party of the Company and none of whom is a party to whom Listing Rule 10.11 would apply. For the avoidance of doubt, none of the recipients who were issued more than 1% of the Company's current issued capital were: • A member of the key management personnel; • A substantial holder of the entity; • An adviser of the entity; or • An associate of any of the above.
The number of securities issued:	12,293,964 Shares (being the Institutional Placement Shares) were issued by the Company pursuant to Listing Rule 7.1.
The date on which the securities were issued:	The Institutional Placement Shares were issued by the Company on 10 May 2022
The issue price:	The issue price was $0.30 per Institutional Placement Share, being $3,688,189 in total before costs.
The terms of the securities:	The Institutional Placement Shares comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary Shares of the Company.
The intended use of the funds raised:	Funds from the Institutional Placement Shares will be used to primarily increase sales and marketing initiatives to accelerate conversion of significant new Contractor opportunities in new and existing jurisdictions in partnership with InEight. To fund platform integration and feature development associated with the InEight strategic partnership in addition to fund working capital and transaction costs associated with the capital raising.
If the securities were issued under an agreement, a summary of the material terms of the agreement:	The Institutional Placement Shares were issued under a term sheet that detailed: • The price of each Institutional Placement Share; • The proposed issue date of the Institutional Placement Shares.
Voting exclusion statement:	A voting exclusion statement is contained in Resolution 4.

5.4 **Recommendation and voting requirements**

The Directors recommend that Shareholders approve Resolution 4.

Resolution 4 of the General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

6. Resolution 5 – Issue of Performance Right to a Related Party – Mr Michael Peter Davis

6.1 **Purpose of Resolution**

The Company has agreed, subject to obtaining Shareholder approval, that Mr Michael Peter Davis (or his nominee), the Company's Chief Executive Officer (**CEO**) and Executive Director, be issued one Performance Right (**CEO Performance Right**) pursuant to the Company's Employee Securities Incentive Plan.

The purpose of the issue of the CEO Performance Right to Mr Michael Davis (or his nominee) is to further motivate and reward Mr Davis' performance in addition to continuing to attract and maintain highly experienced and qualified executives in a competitive market.

Resolution 5 seeks Shareholder approval for the issue of the CEO Performance Right under and for the purposes of ASX Listing Rule 10.14.

Resolution 5 is an ordinary resolution.

6.2 **Regulatory requirements**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the CEO Performance Right constitutes the giving of a financial benefit and Mr Michael Davis is a related party of the Company by virtue of being an Executive Director.

The Directors (other than Mr Michael Peter Davis, who abstains from considering this matter due to his material personal interest in the matter) consider that the issue of the CEO Performance Right to Mr Michael Davis (or his nominee) is reasonable remuneration which falls within the exception in section 211 of the Corporations Act, and accordingly, Shareholder approval is not required for the purpose of section 208 of the Corporations Act.

6.3 **ASX Listing Rule 10.14**

ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

In the event the Resolution is approved, the CEO Performance Right will be issued to Mr Mike Davis and Mr Mike Davis will be incentivised to materially drive the increase in the Contractor Subscription Revenue.

In the event the Resolution is not approved, the CEO Performance Right will not be issued to Mr Mike Davis and Mr Mike Davis will not be so incentivised.

6.4 Information required pursuant to ASX Listing Rule 10.15

The following information is provided to satisfy the requirements of ASX Listing Rule 10.15 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.14).

<table>
<tr><td>The names of the persons to whom the Company will issue the securities:</td><td>The person to participate in the CEO Performance Right is Mr Michael Davis (or his nominee).</td></tr>
<tr><td>Category in Listing Rule 10.14.1-10.14.3 that the person falls within and why:</td><td>Mr Michael Davis falls within Listing Rule 10.14.1 as his is an Executive Director of the Company. His nominee (if applicable) would fall under Listing Rule 10.14.2, as associates of the above mentioned Director.</td></tr>
<tr><td>Number and class of securities to be issued under the scheme for which approval is being sought:</td><td>The maximum number of CEO Performance Rights that may be acquired by Mr Michael Davis (or his nominee) is one.

The CEO Performance Right converts into ordinary shares based on the following:

<table>
<tr><th>Milestone – Contractor Subscription Revenue</th><th>Date for Calculation</th><th>Number of Shares to be issued</th><th>Issue Date</th></tr>
<tr><td>If the Contractor Subscription Revenue (as detailed in the audited accounts) for the financial year ending 30 June 2023 is:

(a) $3,774,000 (representing 85% growth in the Contractor Subscription Revenue from the financial year ended 30 June 2022): The Performance Right will convert into 80% of the total fixed remuneration of Mr Davis (being $243,100), payable in Shares.

(b) $3,374,356 (representing 65.4% growth in the Contractor Subscription Revenue from the financial year ended 30 June 2022): The Performance Right</td><td>To be determined within 5 Business Days following the release on the ASX of the audited accounts for 30 June 2023.</td><td>The number of Shares will be calculated by dividing the Vested Sum by the 5-trading day VWAP ending on 30 June 2023 (VWAP Calculation).

The VWAP Calculation will have a floor price of $0.15.</td><td>If the Performance Right vests and is convertible into Shares, the Shares will be issued as follows:

(a) 1/3 issued within 10 Business Days of the Date of Calculation (Tranche 1 Issue Date);

(b) 1/3 issued on the first Business Day following the date that is 6 months after the Tranche 1 Issue Date (Tranche 2</td></tr>
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<td>will convert into 64% of the total fixed remuneration of Mr Davis (being $194,480), payable in Shares.

(c) an amount between $3,374,356 and $3,774,000: The Performance Right will convert into between 64% and 80% of the total fixed remuneration of Mr Davis (based on a pro-rata calculation), payable in Shares.

(d) Less than $3,374,356, the Performance Right will lapse and Mr Davis will receive no Shares.

The amount of the total fixed remuneration that the Performance Right will convert into is called the "Vested Sum".</td>
<td></td>
<td></td>
<td>Issue Date);

(c) 1/3 issued on the first Business Day following the date that is 6 months after the Tranche 2 Issue Date (Tranche 3 Issue Date).</td>
</tr>
</table>
Given the VWAP Calculation will have a floor price of $0.15, the maximum number of ordinary shares the Performance Right can convert into is 1,620,666 ordinary shares.
</td>
</tr>
<tr>
<td>If the person is a director under 10.14.1 or an associate of a director under rules 10.14.2 or 10.14.3, details of the directors' current remuneration package:</td>
<td>
The current total remuneration package for Mr Michael Davis for the previous financial year and the proposed remuneration for the current financial year are set out below.
<u>Financial year ending 30 June 2022</u>
<table>
<tr><th>Name</th><th>Salary and fees</th><th>Super</th><th>Options</th><th>Total</th></tr>
<tr><td>Mr Michael Peter Davis</td><td>$302,500</td><td>$27,500</td><td>$12,229</td><td>$314,729</td></tr>
</table>
<u>Financial year ended 30 June 2023</u>
<table>
<tr><th>Name</th><th>Salary and fees</th><th>Super</th><th>Options</th><th>Total</th></tr>
<tr><td>Mr Michael Peter Davis</td><td>$303,875</td><td>$28,875</td><td>$0</td><td>$303,875</td></tr>
</table>
</td>
</tr>
<tr>
<td>The number of securities that have previously been issued to the person under the scheme and the</td>
<td>The Employee Securities Incentive Plan was last approved at the 2021 Annual General Meeting.</td>
</tr>
</table>

average acquisition price (if any) paid by the person for those securities:	Since the 2021 Annual General Meeting, Shareholders have approved the issue of the following securities under the Employee Securities Incentive Plan: • 1,388,889 Director Options issued to Mr Rob Phillpot on 29 November 2021 and expiring on 12 January 2026 with an exercise price of $0.36 per option. • 426,667 Director Options issued to Ms Joycelyn Morton on 29 November 2021 and expiring on 14 July 2024 with an exercise price of $0.36 per option. • One Performance Right issued to Mr Michael Davis on 29 November 2021 for nil consideration and exercisable on satisfaction of performance conditions.
If the securities are not fully paid ordinary securities: **A summary of the material terms of the securities:**	Refer to **Schedule 1** for a summary of the material terms of issue of the CEO Performance Right.
If the securities are not fully paid ordinary securities: **An explanation of why the type of security is being used:**	The Company has chosen to grant the CEO Performance Right to Mr Davis for the following reasons: The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the CEO Performance Right seeks to align the efforts of Mr Davis in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with a Performance Right is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer this CEO Performance Right to continue to attract and maintain highly experienced and qualified executives in a competitive market. The proposed issue of the CEO Performance Right is intended as a single-year strategy for FY23 as part of the remuneration package of Mr Davis, and is particularly intended to incentivise Mr Davis during the Company's high-growth phase and while the Company is focusing on its Contractor Subscription Revenue growth as a priority.
If the securities are not fully paid ordinary securities: **The value the entity attributes to that security and its basis:**	The CEO Performance Right is valued at a maximum of 80% of the total fixed remuneration of Mike Davis (being $243,100) payable in Shares calculated on the 5-trading day VWAP ending on 30 June 2023.
The date or dates on or by which the entity will issue the securities:	22 November 2022 In any event the Performance Right must be issued no later than 3 years following the Annual General Meeting.
The price at which the entity will issue the securities:	The CEO Performance Right will be issued to Mr Michael Davis (or his nominee) for nil cash consideration.
A summary of the material terms of the scheme:	Refer to **Schedule 3** for a summary of the terms of the Employee Securities Incentive Plan.
A summary of the material terms of	No loan will be provided in relation to the acquisition of the CEO Performance Right.

any loan that will be made to the person in relation to the acquisition:	
A Statement as required under Listing Rule 10.15:	Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Company's Employee Securities Incentive Plan after the Resolution is approved and who were not named in the Notice of Annual General Meeting will not participate until approval is obtained under that rule. Details of any securities issued under the Company's Employee Securities Incentive Plan 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.
Voting exclusion statement:	Voting exclusion statements are contained in the Notice of Annual General Meeting.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the CEO Performance Right to Mr Michael Davis (or his nominee) as approval is being obtained under ASX Listing Rule 10.14. Accordingly, under ASX Listing Rule 7.2 exception 14, the issue of CEO Performance Right to Mr Michael Davis (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

6.5 Directors' recommendation and voting requirements

The Board (with Mr Michael Davis abstaining) recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 of the Annual General Meeting is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

A voting exclusion statement is contained after the Resolution. Votes cast by Shareholders contrary to the voting exclusion statement will be disregarded.

The Chair of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 5.

7. Resolution 6: Approval of 10% Placement Facility

7.1 Purpose of Resolution

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

ASX Listing Rule 7.1A, states however that an eligible entity can seek approval from its members, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately $31.3 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX 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 the ASX Listing Rules 7.1 and 7.1A without 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 ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

7.2 **The law — Description of ASX Listing Rule 7.1A**

(a) **Shareholder Approval**

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue Shares.

(c) **Formula for Calculating the 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

(i) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(B) the issue of, or agreement to issue the convertible securities was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities that became fully paid in the relevant period;

(v) less the number of fully paid ordinary securities cancelled in the last 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date or issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.1, as at the date of this Notice, the Company currently has on issue 156,719,713 Shares and the capacity to issue 23,507,957 equity securities.

Under ASX Listing Rule 7.1A the Company requests an additional 10% capacity which will increase the total number of equity securities that can be placed without Shareholder approval to 39,179,929 for the next 12 months.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) **Minimum Issue Price**

The issue price of equity securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the equity securities are to be issued is agreed; or

(ii) if the equity securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Annual General Meeting at which approval is obtained;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX (**10% Placement Period**).

7.3 Effect of ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

7.4 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

(a) **Minimum price -** The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the equity securities are to be issued is agreed; or

(ii) if the equity securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) **Risk -** If Resolution 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and

(ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

(c) **Dilution -** The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

(i) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in Listing Rule 7.1A.2)	**Dilution**			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	**Issue price**		
		$0.0825	**$0.165**	**$0.2475**
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		
Current Shares 156,719,713	15,671,972	$1,292,938	$2,585,876	$3,878,814
50% increase to the current Shares 235,079,570	23,507,957	$1,939,407	$3,878,813	$5,818,220
100% increase to the current Shares 313,439,426	31,343,943	$2,585,876	$5,171,751	$7,757,626

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

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of equity securities available under the 10% Placement Facility.

(ii) No convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the equity securities.

(iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

(iv) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

(v) The issue of equity securities under the 10% Placement Facility consists only of Shares.

(vi) The issue price is \$0.165 being the closing price of Shares on the ASX on 27 September 2022.

(d) **Period of approval -** The Company will only issue the equity securities during the 10% Placement Period. The approval of Resolution 6 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change of the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(e) **Purpose of issue -** The Company may seek to issue the equity securities in consideration for cash only. In such circumstances, the Company intends to use the funds raised towards clinical trials and to meet additional working capital requirements.

(f) **Disclosure obligations -** The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any equity securities:

(i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and

(ii) give to the ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of the equity securities issued to each.

(g) **Allocation policy -** The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the equity securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(h) **Issues in prior 12 months -** The Company did not obtain Shareholder approval under Listing Rule 7.1A at the 2021 Annual General Meeting.

(i) **Voting Exclusion statement -** A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

7.5 Directors' recommendations and interests

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

Resolution 6 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 6.

8. Resolution 7: Amendment to Constitution

8.1 Purpose of Resolution

Under section 136(2) of the Corporations Act, it is proposed to amend the Company's Constitution by special resolution of Shareholders to include proportional takeover provisions in the Constitution.

The rationale and a summary of the key changes proposed by Resolution 7 are set out below.

8.2 Overview of regulatory approval requirements

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution.

8.3 Summary of proposed amendments

The proposed amendments to the Company's Constitution are contained in **Schedule 4** to this Notice of Meeting. In essence the changes are to include a new provision to enable the Company to refuse to register Shares acquired under a proportional takeover bid unless Shareholders approve the bid. A proportional takeover offer is a takeover offer where the offer made to each shareholder is only for a proportion of that shareholder's shares, and not for the shareholders entire shareholding.

8.4 Information requirements

The Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of a proportional takeover provision in the Constitution. The following information comprises the statement required under section 648G(5) of the Corporations Act.

(a) **Effect of the provision**

If a takeover offer is made under a proportional takeover bid for a class of the Company's securities, the Directors must ensure that a resolution to approve the takeover bid (**Approval Resolution**) is voted by the Shareholders of the class of Shares being bid, not less than 14 days before the last day of the bid period (**Deadline**).

The only persons entitled to vote on the Approval Resolution are those persons who, as at the end of the day on which the first offer under the takeover bid was made, held Shares included in the bid class in respect of which the offer was made.
The bidder under the takeover bid and its associates are not entitled to vote on the Approval Resolution.

Each person entitled to vote has one vote for each share in the relevant class held by the person at that time. The vote on the Approval Resolution is decided on a simple majority. The Approval Resolution will be taken to have been passed if more than 50% of votes are cast in favour of the Approval Resolution, otherwise it is taken to have been rejected.

The Directors will breach the Corporations Act if they fail to ensure the Approval Resolution is voted on. However, if the Approval Resolution is not voted on as at the end of the day before the Deadline, the Approval Resolution is taken to have been passed.

If the Approval Resolution is passed (or taken to have been passed) by the Shareholders, the transfer resulting from the bid must be registered if they comply with other provisions of the Corporations Act and the Constitution.

If the Approval Resolution is rejected, binding acceptances must be rescinded as soon as practicable after the Deadline, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn at the end of the Deadline. The proportional takeover provisions do not apply to full takeover bids.

Subject to this Resolution, if the new provision is included in the Constitution, it will expire three years after its insertion into the Constitution, unless renewed by a further special resolution of shareholders.

(b) **Reasons for proposing this special resolution**

A proportional takeover bid involves an offer for only a proportion of each Shareholder's securities, this may allow control of the Company to pass without Shareholders having the chance to sell all their securities to the bidder and assist a bidder to take control of the Company without payment of an adequate control premium.

Shareholders, other than the bidder and its associates, may be exposed to the risk of being left as a minority in the Company as well as the loss of potential to receive an adequate control premium for their remaining Shares. The proportional takeover provisions lessen the risk because it allows Shareholders to decide whether a proportional takeover bid is acceptable in principle, is appropriate priced and should be permitted to proceed.

(c) **Knowledge of acquisition proposals**

At the date this Notice of Meeting was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) **Potential advantages and disadvantages**

As there has been no proportional takeover provisions in force under the Constitution, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders respectively.

The Directors consider that the proposed inclusion of the proportional takeover provisions have no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The potential advantages of the proposed inclusion of the proportional takeover provisions for Shareholders are:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- The provisions may assist Shareholders to avoid being locked in as a minority;

- The bargaining power of Shareholders is increased, and may assist in ensuring that any proportional takeover bid is adequately priced; and
- Knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to approve or reject that offer.

The potential disadvantages of the proposed inclusion of the proportional takeover provisions for shareholders are:

- It may discourage offers of proportional takeover bids for Shares in the Company and may depress the share price;
- Shareholders may lose an opportunity of selling some of their Shares at a premium; and
- The likelihood of a proportional takeover bid being successful may be reduced.

The Directors consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid should be permitted to proceed.

(e) **Shareholders may act**

If the special resolution to include the proportional takeover provisions in the Constitution is passed, Shareholders who together hold not less than 10% (by number) of the issued securities in a class of securities in the Company to which the provisions apply may, within 21 days after the day on which the special resolution is passed, apply to the Court to have the proportional takeover provisions set aside to the extent to which it relates to that class of Shareholders.

On an application, the Court may make an order setting aside the proportional takeover provisions if it is satisfied that it is appropriate in all the circumstances to do so. Otherwise, the Court must discuss the application. Unless and until an application is final determined by the making of an order setting aside the proportional takeover provision, the Company is taken for all purposes to have validly included the proportional takeover provision applying to that class of Shareholders.

8.5 Effective Date

Under section 137(a) of the Corporations Act, the modification is effective on the date on which the resolution is passed if it specifies no later date.

Given no later date is specified in the Resolution, the modification is effective on the date the Resolution is passed.

8.6 Obtaining a copy of the Constitution

A copy of the modified constitution:

(a) will be available on the Company's website in mark-up;

(b) will be sent to any Shareholder on request; and

(c) will also be available for inspection at the office of the Company during normal business hours prior to the Annual General Meeting.

8.7 Voting exclusion and Directors’ recommendations

The Directors recommend that Shareholders approve Resolution 7.

Resolution 7 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote all available undirected proxies in favour of Resolution 7.

Schedule 1 — Term and conditions of the CEO Performance Right

The CEO Performance Right will be issued on the following terms and conditions:

1. **Entitlement**

   The Performance Right entitles the holder to subscribe for the number of fully paid ordinary shares in the capital of the Company (**Shares**) based on the calculation detailed in item 3 below.

2. **Plan**

   The Performance Right will be issued under the Company's employee securities incentive plan (**Plan**) for nil cash consideration. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3. **Expiry Date**

   The Performance Right will expire on the earlier to occur of:

   (a) five years from the date of issue; and

   (b) the Performance Right lapsing and being forfeited under the Plan or these terms and conditions.

4. **Vesting Conditions**

   Subject to these terms and conditions, the Performance Right will vest as follows, subject and conditional on Mr Michael Davis continuing to be employed or otherwise engaged by the Company or any of its subsidiaries at the time the Milestone is satisfied and at the date the Shares are to be issued on conversion of the Performance Right (for each of the Tranche 1 Issue, Tranche 2 Issue and Tranche 3 Issue):

Milestone – Contractor Subscription Revenue	Date for Calculation	Number of Shares to be issued	Issue Date
If the Contractor Subscription Revenue (as detailed in the audited accounts) for the financial year ending 30 June 2023 is: (a) \$3,774,000 (representing 85% growth in the Contractor Subscription Revenue from the financial year ended 30 June 2022): The Performance Right will convert into 80% of the total fixed remuneration of Mr Davis (being \$243,100), payable in Shares. (b) \$3,374,356 (representing 65.4% growth in the Contractor Subscription Revenue from the financial year ended 30 June 2021): The Performance Right will convert into 64% of the total fixed	To be determined within 5 Business Days following the release on the ASX of the audited accounts for 30 June 2023.	The number of Shares will be calculated by dividing the Vested Sum by the 5-trading day VWAP ending on 30 June 2023 (**VWAP Calculation**). The VWAP Calculation will have a floor price of \$0.15.	If the Performance Right vests and is convertible into Shares, the Shares will be issued as follows: (a) 1/3 issued within 10 Business Days of the Date of Calculation (**Tranche 1 Issue Date**); (b) 1/3 issued on the first Business Day following the date that is 6 months after the Tranche 1 Issue Date (**Tranche 2 Issue Date**); (c) 1/3 issued on the first Business Day following the date that is 6 months after the Tranche 2 Issue Date (**Tranche 3 Issue Date**).

remuneration of Mr Davis (being $194,480), payable in Shares. (c) an amount between $3,374,356 and $3,774,000: The Performance Right will convert into between 64% and 80% of the total fixed remuneration of Mr Davis (based on a pro-rata calculation), payable in Shares. (d) Less than $3,374,356, the Performance Right will lapse and Mr Davis will receive no Shares. The amount of the total fixed remuneration that the Performance Right will convert into is called the "**Vested Sum**".			

For the purposes of the Contractor Subscription Revenue Milestone, "Contractor Subscription Revenue" means the "contractor revenue" as reported in the Company's annual audited financial report for the financial year ending 30 June 2023.

5. **Exercise Price**

The Exercise Price of each vested Performance Right is nil given the Performance Right is performance based.

6. **Conversion**

Upon vesting, each Performance Right will, at the participant's election, convert into the number of Shares as detailed in the table in item 3. The participant may apply to exercise the vested Performance Right at any time within 10 Business Days of the Date of Calculation by filling out a notice of exercise in the form provided by the Company and returning to the Company Secretary (**Notice of Exercise**). In the event a Notice of Exercise is not provided within that time period, such notice will be deemed to have been provided so long as Mr Davis is continuing to be employed or otherwise engaged by the Company at that time.

7. **Timing of issue of Shares and quotation of Shares on exercise**

On the Issue Dates detailed in item 3, the Company will:

(a) Issue the holder the number of Shares to which the holder is entitled as determined in item 3;

(b) if required and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the Listing Rules.

8. **Restrictions on transfer of Shares**

If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Right may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. In the event a decision is made to issue a prospectus pursuant to section 708A(11) of the Corporations Act, the Tranche 1 Issue Date, Tranche 2 Issue Date and Tranche 3 Issue Date may be extended by up to 30 days to allow for such a prospectus to be completed.

9. **Shares issued on exercise**

All Shares issued upon the exercise of the Performance Right will upon issue rank pari passu in all respects with the then Shares of the Company.

10. **Transfer**

The Performance Right is not transferable and only with the prior written approval of the Board and subject to compliance with the Corporations Act and the Listing Rules.

11. **Quotation**

No application for quotation of the Performance Right will be made by the Company.

12. **Voting rights and dividends**

The Performance Right does not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

13. **Entitlement to capital return**

The Performance Right does not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Performance Right without exercising the Performance Right.

14. **Participation in entitlements and bonus issues**

Subject to the rights under paragraphs 15 and 16 below, during the currency of any Performance Right and prior to their exercise, the holder is not entitled to participate in any new issue of Shares of the Company such as bonus issues and entitlement issues, as a result of their holding of the Performance Right.

15. **Adjustment for Bonus Issue**

(a) If Shares are issued by the Company pro rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of the Performance Right is entitled, upon exercise of the Performance Right, to receive, in addition to the Shares in respect of which the Performance Right is exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a Shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Right is exercised.

(b) Additional Shares to which the holder of the Performance Right becomes so entitled will, as from the time Shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares in respect of which the Performance Right is exercised for the purposes of subsequent applications of paragraph 15(a) above, and any adjustments which, after the time just mentioned, are made under paragraph 16 below to the number of Shares, will also be made to the additional Shares.

16. **No rights to return of capital**

The Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

17. **Rights on winding up**

The Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

18. **Reorganisation of capital**

If there is a reorganisation of the issued Share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder of the Performance Right will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

19. **Leaver**

You will become a "Leaver" when you cease employment, engagement or office with the Company or any of its subsidiaries. Where you become a Leaver, the unvested Performance Right or vested Performance Right (where the Shares are yet to be issued) will automatically be forfeited by you, unless the Board otherwise determines in its discretion to permit the Performance Right to vest or allow shares to be issued with respect to a vested Performance Right.

20. **Change of Control**

If a Change of Control Event (as defined in the Plan) occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which the Performance Right will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.

Schedule 2 — Incentive Plan Summary

A summary of the key terms of the Incentive Plan is below:

Terms	Description
Purpose	The purpose of the Plan is to assist in the rewarding, retention and motivation of Eligible Participants by providing Eligible Participants the opportunity to receive equity interests in the Company to align the interests of Eligible Participants with Shareholders of the Company.
Eligibility	Eligible Participant means a person that is a full-time or part time employee (including an executive director, a non-executive director, a contractor, a casual employee or a prospective participant.
Invitation and application	The Board at any time may make an invitation to an Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. The Eligible Participant is bound by the terms of the Invitation, the Incentive Plan Rules and the Constitution. If the Invitation permits, the Eligible Participant may, by notice in writing to the Board, nominate a party who is to be granted the Securities subject of the Invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required. The Securities that the Company may grant Plan Shares, Options, Performance Rights or other Convertible Securities, under the Rules, Plan Shares are fully paid ordinary shares issued or transferred to Participant.
Terms of Convertible Securities	A holder of a Convertible Security does not have any legal or equitable interest in any Share and is not entitled to receive dividends or notices or vote and attend meetings of shareholders of the Company under the Convertible Security is exercised. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a Vesting Notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the Vesting Notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible Securities and cashless exercise	Once a Convertible Security is vested the Participant must deliver a signed Notice of Exercise and pay the Exercise Price applicable to the Company before the Expiry Date (as set out in the invitation) or by the date specified (if any) in the Vesting Notice. The Exercise Price payable is the Exercise Price multiplied by the number of Convertible Securities being exercised by the Participant. If the Participant does not deliver a signed Notice of Exercise and pay the Exercise Price by the requisite date, then the Convertible Security will be forfeited. If permitted by the Invitation or if approved by the Board, a Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. 'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.
Delivery of Shares on exercise of Convertible Securities	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

Forfeiture of Convertible Securities	If a Participant becomes a Leaver, all unvested Convertible Securities will be forfeited unless otherwise determined by the Board who may exercise discretion to permit some or all of the Convertible Securities to Vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited. Unless the Board otherwise determines, or as otherwise set out in the Plan rules: any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and any Convertible Securities held by a Participant who becomes insolvent will be forfeited immediately.
Change of Control	If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with.
Rights attaching to Plan Shares	All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. If the Plan Shares are in the same class as Shares listed on the ASX, the Company must apply for quotation. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may only exercise voting rights if the rights are attached to the Plan Shares in accordance with the terms as set out in the invitation.
Disposal of Plan Shares	If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
Adjustment of Convertible Securities	If there is a reorganisation of the issued share capital of the Company, the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. Upon exercise of Convertible Securities, a Participant is also entitled to an allotment of as many additional Bonus Shares as would have been issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares in an equal number in respect of the Convertible Securities exercised. Holders of Convertible Securities are not entitled to rights to participate in a pro rata issue of Shares or in any new issue of Shares of the Company. The Board is entitled to make whatever adjustments they deem necessary to ensure that the consequences of that application is faire between all security holders.
Amendment of Plan	The Board may at any time amend any provision of the Rules including the terms and conditions of any Securities that have been granted under the Plan as long as the amendment does not materially reduce the rights of any Participant that existed before the date of the amendment.
Termination and Suspension	The Board may at any time terminate or suspend the operation of the Plan for a fixed period or indefinitely.

Schedule 3 – Proposed amendments to the Company's Constitution

It is proposed that the Constitution be updated to include a new to enable the Company to refuse to register shares acquired under a proportional takeover bid unless Shareholders approve the bid:

It is proposed that a new rule 108 be inserted into the Constitution as follows:

"108. Proportional takeover approval

*108.1 **Special definitions***

The following definitions apply in this rule.

***Accepted Offer** means an offer under a proportional takeover bid that has been accepted and from the acceptance of which a binding contract has not resulted as at the end of the Resolution Deadline.*

***Approving Resolution** means a resolution to approve the proportional takeover bid passed in accordance with clause 108.4.*

***Resolution Deadline** means the day that is 14 days before the last day of the bid period of the proportional takeover bid.*

A reference to an associate of another person is a reference to a person who is an associate of the first person because of sections 11, 12 or 15 of the Corporations Act.

108.2 This rule ceases to apply by force of section 648G(1) of the Corporations Act at the end of three years starting when this rule was inserted in the constitution or starting when this rule was last renewed in accordance with that section.

108.3 The Company must not register a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid until an Approving Resolution is passed.

108.4 If offers have been made under a proportional takeover bid for securities in a class issued by the Company:

(a) an Approving Resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution;

(b) the Directors must ensure that an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the bid;

(c) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held securities included in that class is entitled to vote on an Approving Resolution;

(d) the bidder or an associate of the bidder is not entitled to vote on an Approving Resolution; and

(e) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

108.5 The rules in this Constitution relating to general meetings apply, modified as necessary, to a meeting convened under this rule, except that:

(a) a meeting may be convened on less than 28 days' notice and on at least 14 days' notice if the Board considers that should be done to ensure that the meeting is held before the Resolution Deadline; and

(b) the holder of a security that carries no right to vote at a general meeting of the Company has one vote for each security held at a meeting convened under this rule.

108.6 If an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the proportional takeover bid, the Company must, on or before the Resolution Deadline give a written notice stating that an Approving Resolution has been voted on and that the resolution has been passed or rejected to:

(a) the bidder; and

(b) ASX.

108.7 If, as at the end of the day before the Resolution Deadline for a proportional takeover bid, no Approving Resolution has been voted on in accordance with this rule, an Approving Resolution is taken to have been passed in accordance with this rule.

108.8 If an Approving Resolution is voted on, in accordance with this rule, before the Resolution Deadline for the proportional takeover bid and is rejected:

(a) despite section 652A of the Corporations Act, all offers under the bid that have not, as at the end of the Resolution Deadline, been accepted, and all Accepted Offers are taken to be withdrawn at the end of the Resolution Deadline;

(b) as soon as practical after the Resolution Deadline, the bidder must return to each person who accepted an Accepted Offer any documents that were sent by the person to the bidder with the acceptance of the offer;

(c) the bidder must rescind, as soon as practical after the Resolution Deadline, each contract resulting from the acceptance of an offer made under the bid; and

(d) a person who has accepted an offer made under the bid may rescind the contract (if any) resulting from that acceptance."

Felix Group Holdings Limited
ABN 65 159 858 509

FLX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00 a.m. AEST (Brisbane time) on Wednesday, 16 November 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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

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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
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SAMPLEVILLE VIC 3030

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

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Felix Group Holdings Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** ______

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Felix Group Holdings Limited to be held at Thomson Geer, Level 28, 1 Eagle Street, Brisbane, Queensland 4000 and virtually via https://meetnow.global/MTPC2SY on Friday, 18 November 2022 at 9:00 a.m. AEST (Brisbane time) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

Ordinary Resolutions		**For**	**Against**	**Abstain**
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Michael Anthony Trusler	☐	☐	☐
Resolution 3	Ratification of Placement Shares (7,638,889 Placement Shares)	☐	☐	☐
Resolution 4	Ratification of Placement Shares (12,293,964 Placement Shares)	☐	☐	☐
Resolution 5	Issue of Performance Right to a Related Party – Mr Michael Peter Davis	☐	☐	☐
Special Resolutions				
Resolution 6	Approval of 10% Placement Facility	☐	☐	☐
Resolution 7	Amendment to Constitution	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number ______ **Email Address** ______