
GRATIFII LIMITED

ACN 125 688 940

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am (AEST)

DATE: Monday 3 June 2024

How to attend: Via the online platform at:

https://us02web.zoom.us/webinar/register/WN_izBNbXuUT9iefTknWqX5-w#/registration

This Notice of Meeting and the accompanying Explanatory Statement should be read in its entirety. The business of the Meeting affects your shareholding and your vote is important. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary, Ben Newling or Alicia Gill, on 1300 288 664.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 10:00am (AEST) on Monday, 3 June 2024 via the online platform provided by our Share Registry, Automic.

Pursuant to our revised Constitution approved by Shareholders on 9 June 2022, the Board has decided that this Meeting will be virtual. Shareholders who attend virtually will be considered present.

The Notice is given based on circumstances as at the date of the Notice. Should circumstances change, the Company will make an announcement on the ASX market announcements platform <https://www.asx.com.au/markets/trade-our-cash-market/announcements.gti> and on the Company's website. Shareholders are urged to monitor the ASX market announcements platform and the Company's website.

Shareholders will be able to participate in the Meeting via the online platform accessible at

https://us02web.zoom.us/webinar/register/WN_izBNbXuUT9iefTknWqX5-w#/registration

This dedicated online platform allows Shareholders to watch the Meeting live, vote and ask questions. Instructions on how to participate can be found at <https://www.automicgroup.com.au/virtual-agms/>.

Voting on all resolutions will occur by way of poll, and the online platform will enable Shareholders to lodge a vote in real time. Further information is detailed on pages 3-5.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the Resolutions to be considered.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 10am (AEST) on Saturday 1 June 2024.

VOTING BY PROXY

To vote on the Resolutions, Shareholders may lodge a direct vote, appoint a proxy online or submit a voting form to the Share Registry (Automatic).

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority

provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

CORPORATE REPRESENTATIVES

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

BUSINESS OF THE MEETING

1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES AND OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 37,177,692 Tranche 2 Shares and 37,177,692 Tranche 2 Options to Professional and Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF TRANCHE 1 OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 242,822,308 Tranche 1 Options to Professional and Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

3. RESOLUTION 3: APPROVAL OF PROPOSED ISSUE OF TRANCHE 3 SHARES AND OPTIONS TO ALSTER AUSTRALIA PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, subject to Resolutions 1 and 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 10,000,000 Tranche 3 Shares and 10,000,000 Tranche 3 Options to Alster Australia Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF TRANCHE 3 SHARES AND OPTIONS TO CELERITY NOMINEES PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, subject to Resolutions 1 and 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 10,000,000 Tranche 3 Shares and 10,000,000 Tranche 3 Options to Celerity Nominees Pty Ltd as trustee for the Celerity Super Fund, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

5. RESOLUTION 5: APPROVAL OF PROPOSED ISSUE OF TRANCHE 3 SHARES AND OPTIONS TO MALOLO HOLDINGS PTY LTD

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, subject to Resolutions 1 and 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 10,000,000 Tranche 3 Shares and 10,000,000 Tranche 3 Options to Malolo Holdings Pty Ltd, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

6. RESOLUTION 6: APPROVAL OF PROPOSED ISSUE OF TRANCHE 3 SHARES AND OPTIONS TO PATRINA KERR

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, subject to Resolution 1 and 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 10,000,000 Tranche 3 Shares and 10,000,000 Tranche 3 Options to Patrina Kerr, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

7. RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 242,822,308 Tranche 1 Shares at an issue price of \$0.005 each to Professional and Sophisticated Investors on 2 April 2024, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

8. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF SHORT-TERM INCENTIVE SHARES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 7,922,110 Shares, being the Short-Term Incentive Shares issued to senior managers on 13 December 2023, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

9. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE OF NEW CONVERTIBLE NOTES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 728,000 Convertible Notes at a subscription price of \$1.00 each to Professional and Sophisticated Investors on 29 December 2023, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

10. RESOLUTION 10: RATIFICATION OF PRIOR ISSUE OF NEW OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 31,652,174 Options at an exercise price of \$0.02 each to Professional and Sophisticated Investors holding Convertible Notes in the Company on 29 December 2023, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

11. RESOLUTION 11: RATIFICATION OF PRIOR ISSUE OF SHARES IN CONSIDERATION OF PAYMENT OF INTEREST

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 9,942,835 Shares, being the payment of interest issued to Professional and Sophisticated Investors on 16 January 2024, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

12. RESOLUTION 12: APPROVAL TO ISSUE SHARES TO PATRINA KERR

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, 6,825,000 Shares be issued to Patrina Kerr, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

BY ORDER OF THE BOARD



Ben Newling / Alicia Gill

Joint Company Secretaries

Dated: 26 April 2024

VOTING EXCLUSIONS

Voting Exclusions in accordance with the Listing Rules

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

Resolution 1 – Approval of Proposed Issue of Tranche 2 Shares and Options	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 2 Shares and Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 2 – Approval of Proposed Issue of Tranche 1 Options	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 1 Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 3 – Approval of Proposed Issue of Tranche 3 Shares and Options to Alster Australia Pty Ltd	Alster Australia Pty Ltd (Alster), Bryan Zekulich and any other person who will obtain a material benefit as a result of the issue of Tranche 3 Shares and Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 4 – Approval of Proposed Issue of Tranche 3 Shares and Options to Celerity Nominees Pty Ltd	Celerity Nominees Pty Ltd (Celerity), Stephen Borness and any other person who will obtain a material benefit as a result of the issue of Tranche 3 Shares and Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 5 – Approval of Proposed Issue of Tranche 3 Shares and Options to Malolo Holdings Pty Ltd	Malolo Holdings Pty Ltd (Malolo), Michael Hill and any other person who will obtain a material benefit as a result of the issue of Tranche 3 Shares and Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 6 – Approval of Proposed Issue of Tranche 3 Shares and Options to Patrina Kerr	Patrina Kerr and any other person who will obtain a material benefit as a result of the issue of Tranche 3 Shares and Options (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 7 – Ratification of Prior Issue of Tranche 1 Shares	any person who participated in the issue of Tranche 1 Shares, or any of their Associates.
Resolution 8 – Ratification of Prior Issue of Short-term Incentive Shares	any person who participated in the issue of Short-term Incentive Shares, or any of their Associates.

Resolution 9 – Ratification of Prior Issue of New Convertible Notes	any person who participated in the issue of Convertible Notes, or any of their Associates.
Resolution 10 – Ratification of Prior Issue of New Options	any person who participated in the issue of Options, or any of their Associates.
Resolution 11 – Ratification of Prior Issue of Shares in Consideration of Payment of Interest	any person who participated in the issue of Shares, or any of their Associates.
Resolution 12 – Approval to Issue Shares to Patrina Kerr	Patrina Kerr and any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 12 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 SHARES AND OPTIONS

1.1 Background

On 25 March 2024, the Company announced it had received firm commitments to raise approximately \$1.6 million (before costs) through a placement of 320,000,000 Shares and 320,000,000 Options (**Capital Raising**), comprising:

- (a) the issue of 242,822,308 Shares to Professional and Sophisticated Investors on 2 April 2024 (**Tranche 1**);
- (b) 37,177,692 Shares to be issued to Professional and Sophisticated Investors, subject to Shareholder approval under this Resolution 1 (**Tranche 2**); and
- (c) 40,000,000 Shares to be issued to Directors of the Company and their Associates under Resolutions 3-6 (**Tranche 3**).

A free attaching Option would be issued for each Share subscribed for on the terms below subject to Shareholder approval under Resolutions 1-6.

1.2 Use of Funds

Funds raised will provide the Company funding to complete the growing number of enterprise client implementations currently being undertaken.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the proposed issue of Tranche 2 Shares and Options to Professional and Sophisticated Investors to raise approximately \$185,888 (before costs).

1.3 Option Terms

The key terms of the Tranche 2 Options are as follows:

	Option Terms
Number of Options under this Resolution	37,177,692
Exercise Price	\$0.008
Maturity Date	18 months after issue, expected to be on or around 30 November 2025
Transferability and Rights	Options are not transferable and do not entitle the Option holder to any voting rights

1.4 Approval sought for the purposes of Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions (set out in Listing Rule 7.2), 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 (**15% Placement Capacity**).

The issue of the Tranche 2 Shares and Options do not fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity and as such requires Shareholder approval under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Tranche 2 Shares and Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity. To understand the dilutive effect of passing Resolution 1, please see Annexure 1.

If Resolution 1 is not passed, the Company will not be able to issue the Tranche 2 Shares and Options to receive the funds.

1.5 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Tranche 2 Shares and Options will be issued to Professional and Sophisticated Investors;
- (b) a maximum 37,177,692 Tranche 2 Shares and 37,177,692 Tranche 2 Options will be issued;
- (c) the Tranche 2 Shares, and any Shares issued on conversion of the (unlisted) Options, rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of the Tranche 2 Shares and Options will occur no later than three (3) months after the date of the Meeting;
- (e) Tranche 2 Shares will be issued at \$0.005, and the Tranche 2 Options for nil consideration; and
- (f) Section 1.2 outlines the use of funds from the Tranche 2 Shares issued.

1.6 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF TRANCHE 1 OPTIONS

2.1 Background

Refer to Section 1.1 for background on the issue of Tranche 1 Options under the Capital Raising.

2.2 Option Terms

The key terms of the Tranche 1 Options are as follows:

	Option Terms
Number of Options under this Resolution	242,822,308
Exercise Price	\$0.008
Maturity Date	18 months after issue, expected to be on or around 30 November 2025
Transferability and Rights	Options are not transferable and do not entitle the Option holder to any voting rights

2.3 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 1.4.

Resolution 2 seeks Shareholder approval to issue the Tranche 1 Options under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 1 Options. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity. To understand the dilutive effect of passing Resolution 2, please see Annexure 1.

If Resolution 2 is not passed, the Company will not be able to issue the Tranche 1 Options as part of the terms of its capital raising.

2.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Tranche 1 Options will be issued to Professional and Sophisticated Investors;
- (b) a maximum 242,822,308 Tranche 1 Options will be issued;
- (c) the Tranche 1 Options will be unlisted Options and, if exercised, will convert into Shares that rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of the Tranche 1 Options will occur no later than three (3) months after the date of the Meeting;
- (e) Tranche 1 Options will be issued for nil consideration; and
- (f) Section 1.2. outlines the use of funds from the Tranche 1 Options part of the terms of the capital raise.

2.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTIONS 3, 4, 5 AND 6: APPROVAL OF ISSUE OF TRANCHE 3 SHARES AND OPTIONS TO ALSTER AUSTRALIA PTY LTD, CELERITY NOMINEES PTY LTD, MALOLO HOLDINGS PTY LTD AND PATRINA KERR

3.1 Background

Resolutions 3, 4, 5, and 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the proposed issue of 10,000,000 Shares and 10,000,000 Options to Alster, Celerity, Malolo and Patrina Kerr (together, the **Director Tranche 3 Shares and Options**) to raise approximately \$200,000 (before costs), pursuant to the Capital Raising.

Refer to Section 1.1 for further details of the Capital Raising.

As at the date of this Notice:

- Bryan Zekulich is a beneficiary and director of Alster. Alster and its Associates hold:
 - a 1.09% interest in the Company's fully paid ordinary shares, or
 - a 1.35% interest in the Company on a fully diluted basis if their Performance Rights vest.
- Stephen Borness is a beneficiary and director of Celerity. Celerity and its Associates hold:
 - a 0.92% interest in the Company's fully paid ordinary shares, or
 - a 1.20% interest in the Company on a fully diluted basis if their Performance Rights vest.
- Michael Hill is a shareholder and director of Malolo. Malolo and its Associates hold:
 - a 0.88% interest in the Company's fully paid ordinary shares, or
 - a 1.17% interest in the Company on a fully diluted basis if their Performance Rights vest.
- Patrina Kerr and her Associates hold:
 - a 3.32% interest in the Company's fully paid ordinary shares, or
 - 3.08% interest in the Company on a fully diluted basis if their Performance Rights vest

Resolutions 3, 4, 5 and 6 are conditional on Resolution 1 being approved by Shareholders.

3.2 Approval sought for the purposes of Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party of the company without obtaining shareholder approval.

Alster, Celerity, Malolo and Patrina Kerr are each related parties of the Company by virtue of section 228(2) of the Corporations Act, and as such Resolutions 3, 4, 5 and 6 seek Shareholder approval to issue the securities.

If Resolutions 3, 4, 5 and 6 are passed, the Company will be able to proceed with the issue of the Tranche 3 Shares and Options. Additionally, the issuances will be excluded from the Company's 15% Placement Capacity.. To understand the dilutive effect of passing Resolutions 3, 4, 5 and 6, please see Annexure 1.

If Resolutions 3, 4, 5 or 6 are not passed, the Company will not be able to proceed with the issue of the Director Tranche 3 Shares and Options and will not be able to receive the funds.

3.3 Section 208 of the Corporations Act

A public company must not give a financial benefit to a Related Party of that public entity without first obtaining the approval of the public company's shareholders in the manner set out in section 217 to 227 of the Corporations Act unless an exception set out in section 210 to 216 of the Corporations Act applies.

A financial benefit is defined in section 229 of the Corporations Act and includes issuing securities to a Related Party. A Related Party is defined in section 228 of the Corporations Act and includes an entity controlled by a director. The issue of Shares and Options to Alster, Malolo, Celerity and Patrina Kerr therefore constitutes the giving of a financial benefit to a Related Party as Alster, Malolo, Celerity and Patrina Kerr are each controlled by, or are a Director of, the Company.

Section 210 of the Corporations Act exempts the provision of a financial benefit from the need to obtain shareholder approval, where that financial benefit is given on terms that would be reasonable in the circumstances if the public company and Related Party were dealing at arm's length. The Board consider the issue of Shares and Options to Alster, Malolo Celerity and Patrina Kerr respectively, is on arm's length terms and falls within the exemption set out in section 210 of the Corporations Act given the terms of the Options and Shares are on the same terms as other non-related parties.

3.4 Specific information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided:

- (a) 10,000,000 Tranche 3 Shares and 10,000,000 Tranche 3 Options will be issued to each of Alster, Celerity, Malolo and Patrina Kerr
- (b) Alster, Celerity, Malolo and Patrina Kerr all fall within Listing Rule 10.11.1;
- (c) the Director Tranche 3 Options will be unlisted Options (which will expire 18 months from issue) and, if exercised, will convert into Shares that rank equally in all respects with the Company's existing Shares on issue;
- (d) the Director Tranche 3 Shares will be issued at \$0.005, and the Director Tranche 3 Options for nil consideration;
- (e) the issue of the Director Tranche 3 Shares and Options will occur no later than one (1) month after the date of the Meeting; and
- (f) Section 1.2 outlines the use of funds from the Directors Trance 3 Shares and Options issued.

3.5 Board recommendation

The Board, excluding Bryan Zekulich, recommends that Shareholders vote in favour of Resolution 3.

The Board, excluding Stephen Borness, recommends that Shareholders vote in favour of Resolution 4.

The Board, excluding Michael Hill, recommends that Shareholders vote in favour of Resolution 5.

The Board, excluding Patrina Kerr, recommends that Shareholders vote in favour of Resolution 6.

4. RESOLUTION 7: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES

4.1 Background

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 242,822,308 Tranche 1 Shares, to Professional and Sophisticated Investors on 2 April 2024, raising \$1,214,111.54 (before costs). Refer to Section 1.1 for further details of the Capital Raising.

The Tranche 1 Shares were issued without Shareholder approval under the Company's 15% Placement Capacity and 10% Placement Capacity.

4.2 Approval sought for the purposes of Listing Rule 7.4

Refer to Section 1.4 for a description on the operation of Listing Rule 7.1.

Under Listing Rule 7.1A an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% Placement Capacity by an additional 10% (**10% Placement Capacity**) to 25%. At the Company's 2023 Annual General Meeting, Shareholders approved the Company's an additional 10% Placement Capacity at its 2023 Annual General Meeting,

The issue of the Tranche 1 Shares do not fall within any of the relevant exceptions under Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit (in Listing Rule 7.1) and 10% limit (in Listing rule 7.1A), thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the issue date.

Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If Shareholders approve the issuance, the Shares issued are taken to have been approved under Listing Rule 7.1 and 7.1A, and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under those rules.

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

Accordingly, Resolution 7 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Tranche 1 Shares..

If Resolution 7 is passed, the Tranche 1 Shares will be excluded in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Tranche 1 Shares will be included in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval.

4.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Tranche 1 Shares were issued to Professional and Sophisticated Investors;
- (b) 242,822,308 Shares were issued under the Company's 15% Placement Capacity and 10% Placement Capacity;
- (c) the Tranche 1 Shares issued rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Shares were issued on 2 April 2024;
- (e) the Tranche 1 Shares were issued at \$0.005; and
- (f) Section 1.2 outlines the use of funds from the Tranche 1 Shares issued.

4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

5. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF SHORT-TERM INCENTIVE SHARES

5.1 Background

On 13 December 2023, the Company issued 7,922,110 Shares to Justin Jefferies, Chief Operating Officer of the Company, and Mark Schoombie, Chief Technology Officer, in recognition of achievement of short-term incentive targets for the half year period ended 31 December 2023 (**Short-Term Incentive Shares**).

The Short-Term Incentive Shares were issued for nil consideration and valued at a price of \$0.0079, being the 10 day volume weighted average price as at the date of issue under the Company's 15% Placement Capacity.

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 7,922,110 Short-Term Incentive Shares to Justin Jefferies and Mark Schoombie.

5.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.4 please refer to Section 4.2.

If Resolution 8 is passed, the Short-Term Incentive Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the Short-Term Incentive Shares will be included in calculating the Company's 15% Placement Capacity, thereby reducing the Company's flexibility to issue additional equity securities within its 15% Placement Capacity.

5.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Short-Term Incentive Shares were issued to Justin Jefferies, Chief Operating Officer, and Mark Schoombie, Chief Technology Officer, of the Company;
- (b) 7,922,110 Shares were issued under the Company's 15% Placement Capacity;
- (c) the Short-Term Incentive Shares issued will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Short-Term Incentive Shares were issued on 13 December 2023;
- (e) the Short-Term Incentive Shares were issued for nil consideration; and
- (f) the purpose of the issue was to recognise the achievements of Justin Jefferies, and Mark Schoombie who met their short-term incentive targets for the half year period ended 31 December 2023.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

6. RESOLUTION 9: RATIFICATION OF PRIOR ISSUE OF NEW CONVERTIBLE NOTES

6.1 Background

On 29 December 2023, the Company cancelled 728,000 convertible notes (**Cancelled Notes**) and in consideration for that cancellation issued 728,000 convertible notes to Professional and Sophisticated Investors (**New Convertible Notes**).

Each noteholder entered into separate agreements with the Company on the key terms outlined in Sections 6.2 and 7.2 and were issued New Convertible Notes with a face value of \$1.00, each, conversion price of \$0.016 per Share, and one (1) free attaching Option for every eligible Share (**New Options**).

The New Convertible Notes were issued under the Company's 15% Placement Capacity.

Refer to the Company's ASX announcement dated 12 December 2023 for further details of the New Convertible Notes.

6.2 New Convertible Note Terms

The key terms of the New Convertible Notes are as follows:

	Cancelled Notes	New Convertible Notes
Number of Convertible Notes and Face Value	728,000 notes with a face value of \$1.00	
Conversion Price	\$0.023	\$0.016
Interest Rate	10% p.a.	12% p.a.
Issue Date	18 August 2022	29 December 2023
Maturity Date	18 February 2024	1 February 2025
Conversion	The New Convertible Notes are convertible into Shares at the holder's discretion any time 12 months after issue of the New Convertible Notes up to the maturity date (or a takeover event occurring). The number of Shares issued will be determined in accordance with the following formula: $A = \frac{B + C}{D}$ where: A = the number of Shares to be issued to the Lenders; B = the Face Value of the New Convertible Notes being converted; C = accrued interest; and D = the Conversion Price. If the number of Shares to be issued results in a fraction, the fraction will be rounded down to the nearest Share	
Redemption	The Company must redeem each New Convertible Note that has not been redeemed, or subject of a conversion notice on the earlier of: (a) maturity date; and (b) the date of an event of default (ie, an insolvency event or a failure to pay any money owing under the New Convertible Notes)	
Transferability and Rights	The New Convertible Notes are not transferrable and do not entitle the noteholder to any voting rights	

6.3 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rules 7.4 please refer to Section 4.2.

Accordingly, Resolution 9 seeks Shareholder approval under Listing Rule 7.4 for the issue of New Convertible Notes under the Company's 15% Placement Capacity.

If Resolution 9 is passed, the New Convertible Notes will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the New Convertible Notes will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval.

6.4 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the New Convertible Notes were issued to Professional and Sophisticated Investors;
- (b) 728,000 New Convertible Notes were issued under the Company's 15% Placement Capacity, which when converted will result in the issue of a maximum 45,500,000 Shares which will rank equally in all respects with the Company's existing Shares on issue;
- (c) the New Convertible Notes were issued on 29 December 2023;
- (d) the New Convertible Notes were issued at a face value of \$1.; and
- (e) the funds raised from the New Convertible Notes were used to fund the integration and onboarding of major clients onto the Company's loyalty platform.

6.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

7. RESOLUTION 10: RATIFICATION OF PRIOR ISSUE OF NEW OPTIONS

7.1 Background

Refer to Section 6.1 for background on the prior issue of New Options to New Convertible Note holders on 29 December 2023.

7.2 New Option Terms

The key terms of the New Options to New Convertible Note holders are as follows:

	Option Terms
Number of Options under this Resolution	31,652,174

	Option Terms
Exercise Price	\$0.02
Issue Date	29 December 2023
Maturity Date	31 December 2026
Transferability and Rights	The Options are not transferable and do not entitle the Option holder to any voting rights

7.3 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.4 please refer to Section 4.2.

If Resolution 10 is passed, the New Options will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 10 is not passed, the New Options will be included in calculating the Company's 15% Placement Capacity, thereby reducing the Company's flexibility to issue additional equity securities without Shareholder approval.

7.4 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the New Options were issued to Professional and Sophisticated Investors;
- (b) 31,652,174 New Options (unlisted Options) were issued, which when converted will result in the issue of a maximum 31,652,174 Shares which will rank equally in all respects with the Company's existing Shares on issue;
- (c) the New Options were issued on 29 December 2023;
- (d) the New Options were issued for nil consideration; and
- (e) the purpose of the issue was to satisfy the Company's obligation under the Convertible Note agreements entered into with the noteholders.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

8. RESOLUTION 11: RATIFICATION OF PRIOR ISSUE OF SHARES IN CONSIDERATION OF PAYMENT OF INTEREST

8.1 Background

Refer to Section 6.1 for background on the prior issue of New Convertible Notes on 29 December 2023.

On 16 January 2024, the Company issued 9,942,835 Shares to Professional and Sophisticated Investors in consideration for accrued but unpaid interest in relation to the Cancelled Notes (**Interest Shares**).

The Interest Shares were issued at \$0.0125 each, being the 10 day volume weighted average price as at the date of issue under the Company's 15% Placement Capacity.

Resolution 11 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 9,942,835 Interest Shares to Professional and Sophisticated Investors.

8.2 Approval sought for the purposes of Listing Rule 7.4

For a description on the operation of Listing Rule 7.4 please refer to Section 4.2.

If Resolution 11 is passed, the Interest Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 -month period following the issue date.

If Resolution 11 is not passed, the Interest Shares will be included in calculating the Company's 15% Placement Capacity, thereby reducing the Company's flexibility to issue additional equity securities within its 15% Placement Capacity.

8.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is:

- (a) the Interest Shares were issued to Professional and Sophisticated Investors;
- (b) 9,942,835 Interest Shares were issued under the Company's 15% Placement Capacity;
- (c) the Interest Shares issued will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Interest Shares were issued on 16 January 2024;
- (e) the Interest Shares were issued for nil consideration; and
- (f) the purpose of the issue was to pay accrued unpaid interest in relation to the Cancelled Notes.

8.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 11.

9. RESOLUTION 12: APPROVAL TO ISSUE SHARES TO PATRINA KERR

9.1 Background

Resolutions 12 seeks Shareholder approval pursuant to Listing Rule 10.11 for the proposed issue of 6,825,000 Shares to Patrina Kerr in consideration for consulting fees provided in addition to her duties as a Director.

As at the date of this Notice, Patrina Kerr and her Associates hold 3.32% interest in the Company's fully paid ordinary shares, or 3.08% on a fully diluted basis should their Performance Rights vest.

9.2 Approval sought for the purposes of Listing Rule 10.11

Refer to Section 3.2 for an explanation of Listing Rule 10.11.

Patrina Kerr is a related party of the Company by virtue of section 228(2) of the Corporations Act, and as such Resolution 12 seek Shareholder approval to issue the Shares.

If Resolution 12 is passed, the Company will be able to proceed with the issue of 6,825,000 Shares to Patrina Kerr. Additionally, the issuance will be excluded from the Company's 15% Placement Capacity. To understand the dilutive effect of passing Resolution 12, please see Annexure 1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of Shares to Patrina Kerr and the Company will settle the commercial obligation in cash.

9.3 Section 208 of the Corporations Act

Refer to Section 3.3 for an explanation of Sections 208, 210 and 229 of the Corporations Act.

The issue of shares to Patrina Kerr constitutes the giving of a financial benefit to a Related Party as to Patrina Kerr is a Director of the Company.

The Board consider the issue of shares to Patrina Kerr is on arm's length terms and falls within the exemption set out in section 210 of the Corporations Act, given the terms of the Options and Shares are on the same terms as other non-related parties.

9.4 Approval not sought under Listing Rule 7.1

For a description on the operation of Listing Rules 7.1 please refer to Section 1.4.

9.5 Specific information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided:

- (a) 6,825,000 Shares will be issued to Patrina Kerr;
- (b) Patrina Kerr falls within Listing Rule 10.11.1;
- (c) the Shares issued will rank equally in all respects with the Company's existing shares on issue;
- (d) the issue of the Shares to Patrina Kerr will occur no later than one (1) month after the date of the Meeting; and
- (e) the Shares will be issued at \$0.005 per Share in consideration for consulting services provided.

9.6 Board recommendation

The Board, excluding Patrina Kerr, recommends that Shareholders vote in favour of Resolution 12.

GLOSSARY

10% Placement Capacity has the meaning given in Section 4.2 of the Explanatory Statement.

15% Placement Capacity has the meaning given in Section 1.4 of the Explanatory Statement.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Alster means Alster Australia Pty Ltd ACN 158 212 796.

Annexure means an annexure of this Notice.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

ASX means ASX Limited or the market operated by it, as the context requires.

Board means the current board of Directors of the Company.

Cancelled Notes has the meaning given to that term in Section 6.1 of the Explanatory Statement.

Capital Raising has the meaning given in Section 1.1 of the Explanatory Statement.

Celerity means Celerity Nominees Pty Ltd ACN 158 701 261.

Chair means the chair of the Meeting.

Company or **Gratifici** means Gratifici Limited ACN 125 688 940.

Constitution means the Company's constitution.

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

Directors means the directors of the Company from time to time.

Director Tranche 2 Shares and Options means the Tranche 2 Shares and Options proposed to be issued to Alster, Malolo, Celerity, and Patrina Kerr, being entities controlled by a Director, or a Director of, the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Interest Shares has the meaning given to that term in Section 8.1.

Listing Rules means the Listing Rules of the ASX.

New Convertible Notes has the meaning given to that term in Section 6.1 of the Explanatory Statement.

New Options has the meaning given to that term in Section 6.1 of Explanatory Statement.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an unlisted option to acquire a Share.

Professional and Sophisticated Investors means investors within the definition in sections 708(8) or 708(11) of the Corporations Act.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 228 of the Corporations Act and Chapter 19 of the Listing Rules.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Securities as defined in Chapter 19 of the Listing Rules.

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

Shareholder means a holder of a Share.

Short-Term Incentive Shares has the meaning given to that term in Section 5.1 of the Explanatory Statement.

Tranche 1 has the meaning given in Section 1.1(a) of the Explanatory Statement.

Tranche 2 has the meaning given in Section 1.1(b) of the Explanatory Statement.

Tranche 3 has the meaning given in Section 1.1(b) of the Explanatory Statement.

Annexure 1: Dilutionary effect of Resolutions

As at the date of this Notice, the Company has on issue 1,612,044,971 Shares on an undiluted basis and 1,839,784,739 Securities¹ on a fully diluted basis.

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ²	New Security holding if Resolution is passed	Projected % Shareholding ³	Total dilution if Resolution is passed ⁴
1 and 2	Professional and Sophisticated investors	37,177,692 shares 37,122,692 options	N/A	37,177,692 shares 37,122,692 options	3.88%	3.88%
3	Alster Australia Pty Ltd	10,000,000 shares 10,000,000 options	17,589,555 shares 7,210,106 performance rights	27,589,555 shares 10,000,000 options 7,210,106 performance rights	2.41%	1.08%
3	Celerity Nominees Pty Ltd	10,000,000 shares 10,000,000 options	14,820,856 Shares 7,210,106 Performance Rights	24,820,856 shares 10,000,000 options 7,210,106 performance rights	2.26%	1.08%
5	Malolo Holdings Pty Ltd	10,000,000 shares 10,000,000 options	14,256,428 Shares 7,210,106 Performance Rights	24,256,428 shares 10,000,000 options 7,210,106 performance rights	2.23%	1.08%
6	Patrina Kerr	10,000,000 shares 10,000,000 options	53,500,000 shares 3,210,132 Performance Rights	63,500,000 shares 10,000,000 options 3,210,132 performance rights	4.12%	1.08%
12	Patrina Kerr	6,825,000 shares	53,500,000 shares 3,210,132 Performance Rights	60,325,000 Shares 3,210,132 Performance Rights	3.44%	0.37%

Resolution	Recipient of Securities	Securities the subject of the Resolution	Current Securityholding ²	New Security holding if Resolution is passed	Projected % Shareholding ³	Total dilution if Resolution is passed ⁴
Total dilution of Shareholders if all relevant Resolutions are passed						8.56% dilution

¹ This is calculated on a fully diluted basis, which assumes the following: 1,612,044,971 Shares, 30,412,460 options convertible into 1 Share each, 73,065,217 Shares owing (which is face value of \$1,362,000 worth of convertible notes, converted at between \$0.016 and \$0.023 per Share, calculated up until the date of this Notice (and does not include any interest payments)) and 92,609,917 Performance Rights convertible into 1 Share each.

² Including all Securities held by that recipient's Associates as at the date of this Notice.

³ This is the total projected Shareholding of the recipient on a fully diluted basis (assumes all options and convertible notes (excluding interest payments) held are exercised or converted to Shares assuming only the relevant Resolution is passed, unless otherwise stated).

⁴ This is calculated on a fully diluted basis, assuming all options and convertible notes (excluding interest payments) will be exercised or converted to Shares. This is also the total dilution of Shareholders if that Resolution only is passed.



Gratifii Limited | ABN 47 125 688 940

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Saturday, 01 June 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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