



ACN 085 545 973

Notice of General Meeting and Explanatory Statement

Date:	Friday 3 May 2019
Time:	3pm (Melbourne time)
Venue:	RSM Australia Level 21, 55 Collins Street Melbourne, Victoria, 3000

NOTICE OF GENERAL MEETING

NOTICE is given that a General Meeting of Harris Technology Group Limited ACN 085 545 973 will be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Friday 3 May 2019 at 3pm (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the General Meeting:

Resolution 1	Approval of Issue of Shares
Description	The Company seeks shareholder approval for the issue of fully paid ordinary shares to First Growth Funds Limited as part consideration for the acquisition of 100% of the issued capital of Lincd HQ Pty Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 30,000,000 Shares to First Growth Funds Limited for the purpose and on the terms set out in the Explanatory Statement.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of First Growth Funds Limited or any of its associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

Resolution 2	Approval of Issue of Tranche 2 Options
Description	The Company seeks shareholder approval for the issue of options to First Growth Funds Limited as part consideration for the acquisition of 100% of the issued capital of Lincd HQ Pty Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 20,055,334 Tranche 2 Options to First Growth Funds Limited for the purpose and on the terms set out in the Explanatory Statement.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of First Growth Funds Limited or any of its associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

Resolution 3	Approval of Issue of Tranche 3 Options
Description	The Company seeks shareholder approval for the issue of options to First Growth Funds Limited as part consideration for the acquisition of 100% of the issued capital of Lincd HQ Pty Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 20,000,000 Tranche 3 Options to First Growth Funds Limited for the purpose and on the terms set out in the Explanatory Statement.”</i>
Voting Exclusion	The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of First Growth Funds Limited or any of its associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

Dated: 20 March 2019

Brett Crowley
Company Secretary

VOTING INFORMATION

Entitlement to vote at the General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Wednesday 1 May 2019**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) 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 or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority **by 3pm (Melbourne time) on Wednesday 1 May 2019**:

by post Boardroom Pty Limited
 GPO Box 3993
 Sydney NSW 2001

**by
personal
delivery** Boardroom Pty Limited
 Level 12, Grosvenor Place
 225 George Street
 Sydney NSW 2000

**by
facsimile** +61 9290 9655

Proxy voting by the Chair

If you complete a Proxy Form that authorises the Chairman of the Meeting 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 Chairman to exercise your proxy on the Resolutions. In accordance with this express authority provided by you, the Chairman will vote in favour of the Resolutions. If you wish to appoint the Chairman of

the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

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

If you appoint as your proxy any Director of the Company, except the Chairman and you do not direct your proxy how to vote on Resolutions 1, 2 and 3, he will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF GENERAL MEETING

1. BACKGROUND

On 17 January 2019, Harris Technology Group Limited ACN 085 545 973 (the “Company” or “HT8”) entered into a binding heads of agreement (“HOA”) to acquire all of the shares in Lincd HQ Pty Ltd (“Lincd”) from First Growth Funds Limited (“FGF”).

The Lincd Business

Lincd is a software and services company that has developed a platform connecting legacy software to blockchain protocols, making it easy and cost effective for businesses to deploy blockchain solutions. The acquisition of LINCD will provide HT8 with the opportunity to deploy blockchain solutions internally to improve the competitiveness of its ecommerce business including the possibility of launching a royalty program using blockchain technology. Additionally, HT8 plans to bundle Lincd with its cloud service offering to create a new revenue stream for the group.

Material terms of acquisition

The HOA requires the parties to negotiate and conclude a share purchase agreement (“SPA”), the material terms of which will be as follows:

- a) HT8 will acquire 100% of the shares on issue in Lincd from FGF.
- b) HT8 must convene a shareholders meeting within 45 days of the date of the HOA (“EGM Date”).
- c) The consideration payable for the acquisition is, subject to shareholder approval, as follows:
 - (i) HT8 will issue 30,000,000 fully paid ordinary shares (Tranche 1 Shares) to FGF on the EGM Date;
 - (ii) HT8 will issue 20,055,334 options to acquire fully paid ordinary shares in HT8 in accordance with the terms set out in the Schedule 1 (Tranche 2 Options); and;
 - (iii) HT8 will issue 20,000,000 options to acquire fully paid ordinary shares in HT8 in accordance with the terms set out in the Schedule 2 (Tranche 3 Options).
- d) If HT8 fails to obtain the relevant shareholder approvals for the Tranche 1 Shares, Tranche 2 Options or Tranche 3 Options (as applicable), HT8 shall, at the option of FGF, make a cash payment to FGF in lieu of those securities.
- e) No later than seven days after the EGM Date, one of the current HT8 directors will resign and be replaced by an FGF representative. If and when the “Lincd Proceeds” are achieved, one of the remaining current HT8 directors will resign and be replaced by an FGF representative. The Lincd Proceeds means “the generation of at least \$600,000 either by way of revenue for services or Lincd having sold some or all of the tokens in its possession, or a combination thereof within 12 months of the EGM Date”.
- f) FGF has an outstanding loan of US\$250,000 to Lincd. The Lincd Proceeds will be first applied to repayment of the loan and any accrued interest.
- g) There are no conditions precedent to the SPA.

Key Person Terms

On and from the EGM Date, Lincd will employ Prasanth Kumar Rasam (“Key Person”) as Managing Director on the Key Person Terms set out below.

- a) On and from Completion, the Key Person shall be employed as Managing Director of Lincd.
- b) The Key Person shall not be entitled to draw a salary until such time as Lincd has generated the Lincd Proceeds.
- c) Notwithstanding clause (b), the Key Person is entitled to receive consultancy fees for work performed to be drawn from the Lincd Proceeds, up to an aggregate amount of \$50,000.

- d) Subject to any requisite shareholder or regulatory approvals required to give effect to the following, the Key Person shall be entitled to receive:
- (i) 10,000,000 fully paid ordinary shares in the capital of HT8; and
 - (ii) 10,000,000 options to acquire fully paid ordinary shares in the capital of HT8,
- in each case, subject to certain performance hurdles based on revenue and EBITDA to be agreed between the parties and set out in the Key Person Engagement Agreement and to be issued to the Key Person by no later than the date of the next AGM following the completion of the Proposed Transaction.

Funding

HT8 has working capital to fund the Lincd business after completion.

Effect on share capital

The effect of the acquisition on the HT8 share capital is as follows:

	Number of ordinary shares ("Shares")	%
Number of Shares currently on issue	155,001,811	79.49%
Shares to be issued to FGF	30,000,000	15.38%
Shares may be issued to Key Person	10,000,000	5.13%
Completion	195,001,811	100.00%
Shares may be issued to Key Person on conversion of options	10,000,000	4.08%
Shares may be issued to FGF on conversion of Tranche 2 Options	20,055,334	8.18%
Shares may be issued to FGF on conversion of Tranche 3 Options	20,000,000	8.16%
Number of Shares on issue after Completion and conversion of Tranche 2 and Tranche 3 options	245,057,145	

2. RESOLUTION 1 - APPROVAL OF ISSUE OF SHARES

Explanation	The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 30,000,000 Tranche 1 Shares to FGF.
Specific information required by ASX Listing Rule 7.1	The information required by ASX Listing Rule 7.3 is as follows: 1. The maximum number of Tranche 1 Shares to be issued is 30,000,000. 2. The Tranche 1 Shares will be issued on the same day no later than three months after the date of the meeting. 3. The issue price of the Tranche 1 Shares is 2.5c per share. 4. The Tranche 1 Shares will be issued to FGF. 5. The Tranche 1 Shares to be issued will be fully paid ordinary shares and will rank equally with all existing shares of HT8 on issue.

	6. The Tranche 1 Shares will be issued as part consideration for the acquisition of 100% of the issued capital in Lincd. No funds will be raised from the issue of the Tranche 1 Shares.
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3. RESOLUTION 2 - APPROVAL OF ISSUE OF TRANCHE 2 OPTIONS

Explanation	The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 20,055,334 Tranche 2 Options to FGF.
Specific information required by ASX Listing Rule 7.1	The information required by ASX Listing Rule 7.3 is as follows: 1. The maximum number of Tranche 2 Options to be issued is 20,055,334. 2. The Tranche 2 Options will be issued on the same day no later than three months after the date of the meeting. 3. The issue price of the Tranche 2 Options is nil. 4. The Tranche 2 Options will be issued to FGF. 5. The Tranche 2 Options will be issued as part consideration for the acquisition of 100% of the issued capital in Lincd. No funds will be raised from the issue of the Tranche 2 Options. Any funds raised from the issue of Shares on conversion of the Tranche 2 Options will be used for working capital. 6. The terms of the Tranche 2 Options are as follows: a) Each Tranche 2 Option entitles the holder to subscribe for, and be allotted, one Share in the capital of the Company. b) The issue and vesting date for the Tranche 2 Options is the EGM Date ("Issue Date"). c) The expiry date is 25 months after the Issue Date. d) The exercise price of each Tranche 2 Option is \$0.025. e) The exercise of any Tranche 2 Options by the holder shall be conditional upon Lincd receiving no less than \$1.35 million within 24 months of the Issue Date in consideration for divesting some or all of its digital currency holdings or otherwise earned as revenue during the ordinary course of business. f) The Company will not apply to the ASX for official quotation of the Tranche 2 Options. g) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of the holder of a Tranche 2 Option are to be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, if any. h) The holder of a Tranche 2 Option cannot participate in new issues made by HT8 without exercising the Option.

4. RESOLUTION 3 - APPROVAL OF ISSUE OF TRANCHE 3 OPTIONS

Explanation	The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 for an issue of 20,000,000 Tranche 3 Options to FGF.
Specific information required by ASX Listing Rule 7.1	The information required by ASX Listing Rule 7.3 is as follows: 1. The maximum number of Tranche 3 Options to be issued is 20,000,000. 2. The Tranche 3 Options will be issued on the same day no later than three months after the date of the meeting. 3. The issue price of the Tranche 3 Options is nil. 4. The Tranche 3 Options will be issued to FGF. 5. The Tranche 3 Options will be issued as part consideration for the acquisition of 100% of the issued capital in Lincd. No funds will be raised from the issue of the Tranche 3 Options. Any funds raised from the issue of shares on conversion of the Tranche 3 Options will be used for working capital. 6. The terms of the Tranche 3 Options are as follows: a) Each Tranche 3 Option entitles the holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company. b) The issue and vesting date for the Tranche 3 Options is the EGM Date ("Issue Date"). c) The expiry date is 25 months after the Issue Date. d) The exercise price of each Tranche 3 Option is \$0.035. e) The exercise of any Tranche 3 Options by the holder shall be conditional upon Lincd receiving no less than \$1.05 million within 24 months of the Issue Date in consideration for divesting some or all of its digital currency holdings or otherwise earned as revenue during the ordinary course of business. f) The Company will not apply to the ASX for official quotation of the Tranche 3 Options. g) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of the holder of a Tranche 3 Option are to be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, if any. h) The holder of a Tranche 3 Options cannot participate in new issues made by HT8 without exercising the Option.

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (Melbourne Time) on Wednesday, 1 May 2019.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore, **3:00pm (Melbourne Time) on Wednesday, 1 May 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria 3000 on Friday, 3 May 2019 at 3:00pm (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Approval of Issue of Shares	☐	☐	☐
Resolution 2	Approval of Issue of Tranche 2 Options	☐	☐	☐
Resolution 3	Approval of Issue of Tranche 3 Options	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019