
FINEXIA FINANCIAL GROUP LIMITED
ACN 106 760 418
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.30am (AEDT)

DATE: Friday, 15 November 2024

PLACE: Level 7, 33 Elkhorn Ave
Surfers Paradise QLD 4217

The Meeting will be held as a wholly virtual meeting via the online meeting platform.

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 at 7.00pm (AEDT) on Wednesday, 13 November 2024.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. Please see below.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR ROBERT SPANO

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Robert Spano, a Director who was appointed as an additional Director on 1 February 2024, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DANIEL RITCHIE

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

"That, for the purpose of clause 15.4 of the Constitution and for all other purposes, Mr Daniel Ritchie, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from the date of this Meeting."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR PATRICK BELL

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Mr Patrick Bell, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – RATIFICATION OF SHARES TO EVERBLU CAPITAL

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 issue of 500,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 6 – RATIFICATION OF SHARES TO SEQUOIA FINANCIAL GROUP

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 issue of 500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 7 – RATIFICATION OF SHARES TO BLUE OCEAN

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 issue of 350,000 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 8 – RATIFICATION OF SHARES TO FACTORY CAPITAL – LISTING RULE 7.1

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 issue of 5,923,987 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

10. RESOLUTION 9 – RATIFICATION OF SHARES TO FACTORY CAPITAL – LISTING RULE 7.1A

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 issue of 4,849,325 Shares on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

11. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO FACTORY CAPITAL

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, approval is given for the Company to issue up to 1,687,501 Shares to Factory Capital (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

12. RESOLUTION 11 – APPROVAL OF 7.1A MANDATE

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO MR MARC DUNCAN

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, approval is given for the Company to issue up to 1,666,667 Options to Mr Marc Duncan (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

14. RESOLUTION 13 – ISSUE OF OPTIONS MR DANIEL RITCHIE

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, approval is given for the Company to issue 1,666,667 Options to Mr Daniel Ritchie (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

15. RESOLUTION 14 – ISSUE OF OPTIONS TO MR ROBERT SPANO

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, approval is given for the Company to issue 1,666,667 Options to Mr Robert Spano (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

16. RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR PATRICK BELL

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 500,000 Performance Rights to Mr Patrick Bell (or his nominee/s) under the Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 10 – Issue of Shares to Factory Capital</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 12 – Issue of Options to Marc Duncan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 13 and 14 – Issue of Options to Related Parties</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 15 – Issue of Performance Rights to Mr Patrick Bell</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 5 – Ratification of Shares to Everblu Capital	A person who participated in the issue or is a counterparty to the agreement being approved (namely Everblu Capital) or an associate of that person or those persons.
Resolution 6 – Ratification of Shares to Sequoia Financial Group	A person who participated in the issue or is a counterparty to the agreement being approved (namely Sequoia Financial Group) or an associate of that person or those persons.
Resolution 7 – Ratification of Shares to Blue Ocean	A person who participated in the issue or is a counterparty to the agreement being approved (namely Blue Ocean) or an associate of that person or those persons.
Resolution 8 and 9 – Ratification of Shares to Factory Capital	A person who participated in the issue or is a counterparty to the agreement being approved (namely Factory Capital) or an associate of that person or those persons.
Resolution 10 – Issue of Shares to Factory Capital	Factory Capital (or their nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 12 – Issue of Options to Marc Duncan	Mr Marc Duncan (or his nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 13 – Issue of Options to Daniel Ritchie	Mr Daniel Ritchie (or his nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 14 – Issue of Options to Robert Spano	Mr Robert Spano (or his nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 15 – Issue of Performance Rights to Director	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Bell) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (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 Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

Shareholders and their proxies should be aware 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.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on 1300 886 103 or email to info@finexia.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.finexia.com.au/blog/tag/asx-announcements>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS – MR ROBERT SPANO AND MR DANIEL RITCHIE

3.1 General

The Constitution allows the Directors to appoint, at any time, a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Robert Spano, having been appointed by other Directors on 1 February 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Mr Daniel Ritchie, in accordance with clause 14.3 of the Constitution, and having consented to act as a director of the Company, seeks election from Shareholders at this Meeting.

3.2 Qualifications and other material directorships

(a) Mr Spano

Mr Spano is an experienced executive and director with 40 years of experience in the corporate finance and broader credit markets in Australia and offshore. He brings with him a wealth of knowledge and experience in the private credit markets from both an operational and strategic standpoint.

Mr Spano has held numerous senior executive positions and directorships including his appointment as CEO of Alleasing, at the time the largest non-bank owned leasing company in Australia and New Zealand. More recently, Mr Spano, as a major shareholder in Bigstone Finance, was instrumental in Metric Credit Partners acquiring the business in 2021. He remains a shareholder and director of Metric Credit Business Finance.

(b) Mr Ritchie

Mr Ritchie is a seasoned financial executive with over three decades of experience in global equities, capital markets, and investment management. Currently serving as the CEO and Executive Partner at Factory Capital since February 2024, Mr Ritchie is responsible for overseeing capital and resource allocation, driving value creation, and supervising administrative functions.

Before joining Factory Capital, he had a distinguished 12-year tenure at Macquarie Bank, where he held several senior roles, including Co-Head of Global Equities, Head of Global Research, and Head of Australian Equities. In these roles, Mr Ritchie led a team of 400 professionals across 12 countries, managing a business that generated \$500 million in revenue and \$100 million in profit. His responsibilities spanned across multiple functions, including sales trading, risk trading, research, and regulatory compliance, with a significant technology budget under his control.

Prior to Macquarie, he spent over a decade at Merrill Lynch, where he rose to the position of Managing Director and Head of Australian Equities. He also had early career experience at UBS in both New York and Melbourne, where he held various positions in sales and trading.

Mr Ritchie holds a Bachelor of Economics and is a Chartered Financial Analyst (CFA). He has completed the High Potential Leadership Program at Harvard Business School and holds multiple regulatory qualifications. He has also been actively involved in industry bodies, including serving as the former Chairman of the AFMA Equities Committee and a member of the Stockbrokers Association of Australia.

3.3 Independence

(a) **Mr Spano**

Mr Spano has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Spano will be an independent Director.

(b) **Mr Ritchie**

Mr Ritchie is the Chief Executive Officer and a partner of Factory Capital, a substantial holder (10%+) of the Company, who have nominated Mr Ritchie to the Board of the Company pursuant to the Subscription Agreement (summarised in Section 8.2). Apart from this, Mr Ritchie has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Ritchie will not be an independent Director, however, will fulfil the role of Non-Executive Director.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Spano and Mr Ritchie.

Mr Spano has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

Mr Ritchie has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

3.5 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Spano will be elected to the Board as an independent Director.

If Resolution 3 is passed, Mr Ritchie will be elected to the Board as a Non-Executive Director.

In the event that:

(a) Resolution 2 is not passed, Mr Spano will not continue in his role as an independent Director; and/or

(b) Resolution 3 is not passed, Mr Ritchie will not become a Non-Executive Director.

The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

3.6 Board recommendation

The Board has reviewed Mr Spano's performance since his appointment to the Board. The Board considers the skills and experience of both Mr Spano and Mr Ritchie will enhance the Board's ability to perform its role. Accordingly, the Board supports the election of both Mr Spano and Mr Ritchie and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR PATRICK BELL

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Patrick Bell, who has served as a Director since 1 October 2020 and was last re-elected on 18 November 2022, retires by rotation and seeks re-election.

4.2 Qualifications and other material directorships

Mr Bell is a principal of the recently acquired commercial lending business, Creative Capital Pty Ltd. He brings with him extensive banking industry experience and knowledge in the commercial financing sector.

Mr Bell's executive career has been largely focused on leading corporate banking teams, working on complex transactions across a range of industries including property construction and development, childcare and tourism.

4.3 Independence

If re-elected the Board does not consider Mr Bell will be an independent Director.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Bell will be re-elected to the Board as executive Director.

In the event that Resolution 4 is not passed, Mr Bell will not continue in his role as executive Director, however will continue his role as Chief Executive Officer of the Company.

4.5 Board recommendation

The Board has reviewed Mr Bell's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Bell and recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – RATIFICATION OF SHARES TO EVERBLU CAPITAL

5.1 General

On 5 December 2023, the Company issued 500,000 Shares to Everblu Capital Pty Ltd (ACN 612 793 683) (**Everblu Capital**) in consideration for the acquisition of the stock-broking business, as carried on by Everblu Capital (**Everblu Acquisition**).

The issue of the Shares did not breach Listing Rule 7.1 at the time of the issue.

5.2 Business Purchase Agreement

On 3 December 2023, the Company entered into a business purchase agreement with Adam Blumenthal and Everblu Capital to effectuate the Everblu Acquisition (**Business Purchase Agreement**).

The Company agreed to pay Everblu Capital the following in consideration for the Everblu Acquisition:

- (a) 500,000 Shares at completion of the Business Purchase Agreement (**Completion**); and
- (b) \$200,000 in same day cleared funds at Completion;
- (c) \$250,000 on achieving a gross profit target of \$400,000 for the 12 months ending on the first anniversary of Completion, in the form of Shares; and
- (d) \$250,000 on achieving a gross profit target of \$600,000 for the 12 months ending on the second anniversary of Completion, in the form of Shares.

The Company notes that the consideration referenced in Section 5.2(c) and 5.2(d) above was cancelled by mutual agreement between the parties.

The Company also agreed to issue Adam Blumenthal, as Everblu Capital's guarantor, \$200,000 in same day cleared funds upon Completion.

5.3 Listing Rule 7.1

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

5.4 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

5.5 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 5 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

5.6 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Shares were issued to Everblu Capital;
- (b) 500,000 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 5 December 2023;

- (d) the Shares were issued at a deemed issue price of \$0.40 per Share in consideration for the Everblu Acquisition. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue of the Shares was to satisfy the Company's obligations under the Business Purchase Agreement; and
- (f) the Shares were issued to Everblu Capital under the Business Purchase Agreement. A summary of the material terms of the Business Purchase Agreement is set out in Section 5.2.

6. RESOLUTION 6 – RATIFICATION OF SHARES TO SEQUOIA FINANCIAL GROUP

6.1 General

On 31 January 2024, the Company announced that it had acquired Yield Report Pty Limited (**Yield**) from Sequoia Financial Group Ltd (ACN 091 744 884) (**Sequoia**) (the **Acquisition**). The Acquisition involved the issuance of 500,000 Shares in consideration for 100% of Yield.

The issue of the Shares did not breach Listing Rule 7.1 at the time of the issue.

6.2 Yield Acquisition Agreement

On 15 January 2024, the Company entered into an agreement with Sequoia Family Office Pty Limited (a subsidiary of Sequoia) for the sale of The Yield Report (**Yield Report Acquisition Agreement**). Pursuant to the Yield Report Acquisition Agreement, the Company purchased the assets related to the Yield Report for 500,000 Shares, which were agreed to be held in voluntary escrow for 12 months from completion of the Acquisition.

The Company also agreed to offer Peter Bolton an employment or consultancy contract at the completion date.

6.3 Listing Rule 7.1

As summarised in Section 5.3, 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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

6.4 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

6.5 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

6.6 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Shares were issued to Sequoia;
- (b) 500,000 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 31 January 2024;
- (d) the Shares had a deemed issue price of \$0.30, and were issued in consideration for the acquisition of the Yield Report. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue of the Shares was to satisfy the Company's obligations under the Yield Report Acquisition Agreement; and
- (f) the Shares were issued to Sequoia under the Yield Report Acquisition Agreement. A summary of the material terms of the Yield Acquisition Agreement is set out in Section 6.2.

7. RESOLUTION 7 – RATIFICATION OF SHARES TO BLUE OCEAN

7.1 General

On 7 March 2024, the Company issued 350,000 Shares in consideration for corporate advisory services provided by Blue Ocean Equities Pty Ltd (ACN 151 186 935) (**Blue Ocean**).

The issue of the Shares did not breach Listing Rule 7.1 at the time of the issue.

7.2 Corporate Advisory Mandate

On 5 April 2023, the Company entered into a corporate advisory mandate with Blue Ocean, whereby Blue Ocean agreed to provide financial advisory services (**Corporate Advisory Mandate**). The Corporate Advisory Mandate contemplated a proposed funding facility by one, or a selection of lenders, of up to \$25 million for the financial year.

Pursuant to the Corporate Advisory Mandate, the Company agreed to pay Blue Ocean a fee of 3% of the total amount raised from debt instruments and a further 0.5% of the expanded capital base of the Company payable in Shares with a deemed issue price of the 5-day VWAP at the time of issue. The Company and Blue Ocean agreed at a later date that the latter fee would amount to 350,000 Shares.

7.3 Listing Rule 7.1

As summarised in Section 6.3 above, 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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

7.4 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

7.5 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 7 is not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

7.6 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Shares were issued to Blue Ocean's nominee, L39 Pty Ltd <No.12 a/c> ;
- (b) 350,000 Shares were issued and the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 7 March 2024;
- (d) the Shares had a deemed issue price of \$0.285, and were issued in consideration for financial advisory services provided by Blue Ocean. The Company has not and will not receive any other consideration for the issue of the Shares;
- (e) the purpose of the issue of the Shares was to satisfy the Company's obligations under the Corporate Advisory Mandate; and
- (f) the Shares were issued to Blue Ocean under the Corporate Advisory Mandate. A summary of the material terms of the Corporate Advisory Mandate is set out in Section 7.2.

8. BACKGROUND TO RESOLUTIONS 8 TO 10 AND RESOLUTION 12

8.1 Introduction

As announced on 27 August 2024, the Company has entered into a subscription agreement with Factory Capital GP Ltd as General Partner of Factory Capital LP (a Guernsey Limited Partnership) (**Factory Capital**) for the subscription of 12,460,813 Shares at an issue price of \$0.30 per Share to raise up to \$3,738,244 (the **Subscription Agreement**).

8.2 Subscription Agreement

The Company entered into the Subscription Agreement with Factory Capital on 26 August 2024. Pursuant to the Subscription Agreement, Factory Capital has agreed to subscribe for the Shares, split under two tranches, comprising:

- (a) 10,773,312 Shares, which were issued on 2 September 2024 (**Tranche 1**), comprising:
 - (i) 5,923,987 Shares issued pursuant to the Company's Listing Rule 7.1 capacity (the subject of Resolution 8); and
 - (ii) 4,849,325 Shares issued pursuant to the Company's Listing Rule 7.1A capacity (the subject of Resolution 9); and
- (b) 1,687,501 Shares, which will be issued once Shareholder approval has been received, subject to Resolution 10 (**Tranche 2**).

The Company will not pay any further fees to Factory Capital pursuant to the Subscription Agreement. The Subscription Agreement is otherwise on terms considered standard for an agreement of its nature.

The Subscription Agreement also outlines the requirement for the Company to:

- (a) appoint Mr Daniel Ritchie (a nominee of Factory Capital) to the Board of the Company by 30 November; and
- (b) engage Mr Marc Duncan as a consultant to the Company on terms reasonably acceptable to Mr Duncan, to provide consultancy services and sit on the Company's Credit and Investment Committee.

Resolution 3 relates to the election of Mr Ritchie as a Director of the Company and Resolution 12 relates to the approval of Options which are proposed to be issued to Mr Duncan.

8.3 Listing Rule 10.11.3 – Factory Capital

Listing Rule 10.11.3 states that an entity must receive shareholder approval prior to issue securities to a person who is a 10% holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so.

The Subscription Agreement requires the issue of 12,460,813 Shares to Factory Capital over two tranches, the First Tranche resulted in Factory Capital's holding in the Company becoming 17.77% and will be approximately 19.9% should Resolution 10 be approved.

Due to Factory Capital's Tranche 1 holding in the Company, combined with the requirement to appoint Mr Ritchie to the Board of the Company, the Company is required to seek approval for the Tranche 2 issue under Resolution 10 to Factory Capital under Listing Rule 10.11.3.

Resolutions 8 and 9 seek the ratification of the Tranche 1 Shares issued to Factory Capital pursuant to Listing Rule 7.4. Tranche 1 did not require approval pursuant to Listing Rule 10.11 as, at the time of issue, Factory Capital was not a 10%+ holder in the Company.

8.4 Listing Rule 10.11.4 – Mr Marc Duncan

Listing Rule 10.11.4 states that an entity must receive shareholder approval prior to issuing securities to a person who is an associate of a person referred to in Listing Rule 10.11.3.

Mr Marc Duncan is a partner of Factory Capital and will receive 1,666,667 Options, should Resolution 12 be approved by Shareholders. Mr Marc Duncan is not a director of Factory Capital. A company associated with Mr Duncan provides his services to the Factory Capital group of companies under a contracting agreement. While Mr Duncan has been nominated by Factory Capital as its nominee to the Company's Credit and Investment Committee, Mr Duncan is not an associate of Factory Capital for the purposes of the Listing Rules. Notwithstanding this and in the interests of adopting a conservative approach, the Company is seeking Shareholder approval for the proposed issue of the Options to Marc Duncan for the purposes of Listing Rule 10.11 and for all other purposes.

9. RESOLUTION 8 AND 9 – RATIFICATION OF SHARES TO FACTORY CAPITAL – LISTING RULES 7.1 AND 7.1A

9.1 General

On 2 September 2024, the Company issued 10,773,312 Shares under to Tranche 1 at an issue price of \$0.30 per Share to raise \$3,231,993, pursuant to the Subscription Agreement.

5,923,987 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 8) and 4,849,325 Shares were issued pursuant to the Company's 7.1A mandate (being, the subject of Resolution 9) which was approved by Shareholders at the annual general meeting held on 24 November 2023.

The issue of the Shares did not breach Listing Rule 7.1 at the time of the issue.

9.2 Listing Rule 7.1

As summarised in Section 6.3 above, 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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

The issue of the Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Shares.

9.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

Resolutions 8 and 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

9.4 Technical information required by Listing Rule 14.1A

If Resolutions 8 and 9 are passed, the Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 8 and 9 are not passed, the Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 11 being passed at this Meeting.

9.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 8 and 9:

- (a) the Shares were issued to Factory Capital;
- (b) 10,773,312 Shares were issued on the following basis:
 - (i) 5,923,987 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 8); and
 - (ii) 4,849,325 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 9);
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 2 September 2024;
- (e) the issue price was \$0.30 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares was to raise \$3,231,993, which will be used to further scale the Company's private credit operations, with a distinct focus on strengthening the Company's distribution and financial management capability; and
- (g) the Shares were issued to Factory Capital under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Section 8.2.

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO FACTORY CAPITAL

10.1 General

As summarised in Section 8.2, the Company has entered into an agreement to issue up to a further 1,687,501 Shares to Factory Capital (or its nominee/s) pursuant to Tranche 2 at an issue price of \$0.30 per Share to raise up to \$506,250, subject to Shareholder approval.

As summarised in Section 8.3, Factory Capital currently has a relevant interest in 17.77% of the voting shares in the Company (if this Resolution is approved) and has nominated Mr Daniel Ritchie to be appointed as a Director of the Company.

Resolution 10 seeks Shareholder approval for the issue of the Shares to Factory Capital (or its nominee/s).

10.2 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has

nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Shares falls within Listing Rule 10.11.3 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 10 seeks the required Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 10.11.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Shares to Factory Capital within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Shares and the Company may need to negotiate an alternative outcome with Factory Capital.

10.4 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- (a) the Shares will be issued to Factory Capital (or their nominee), who falls within the category set out in Listing Rule 10.11.3 by virtue of Factory Capital being a person who is a substantial (10%+) holder in the Company and who has nominated Mr Ritchie as a Director pursuant to a relevant agreement which gives Factory Capital a right or expectation to do so;
- (b) the maximum number of Shares to be issued under Tranche 2 is 1,687,501;
- (c) the Shares to be issued are all fully paid ordinary shares in the capital of the Company and are to be issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the issue price will be \$0.30 per Share. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of the Shares is to raise up to \$506,250. The Company intends to apply the funds raised from the issue towards the same purpose described in Section 9.5(f);
- (g) the purpose of the issue of the Shares is to satisfy the Company's obligations under the Subscription Agreement; and
- (h) the Shares are being issued to Factory Capital under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Section 8.2.

11. RESOLUTION 11 – APPROVAL OF 7.1A MANDATE

11.1 General

As summarised in Section 6.3, 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. However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, 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 \$18,068,179 (based on the number of Shares on issue and the closing price of Shares on the ASX on 8 October 2024). Resolution 11 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 11 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 11 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

11.2 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 11:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that 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 by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 11.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate to expand its existing Private Credit loan book and grow the funds under management (**FUM**) in the Finexia Childcare Income Fund (ARSN 658 543 625). Furthermore, the Company continues to survey the market for complementary businesses and accretive opportunities to grow its private credit operations.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 8 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)		SHARES ISSUED – 10% VOTING DILUTION	DILUTION		
			ISSUE PRICE		
			\$0.145	\$0.290	\$0.44
			50% DECREASE	ISSUE PRICE	50% increase
		FUNDS RAISED			
Current	62,304,066 Shares	6,230,406 Shares	\$903,408	\$1,806,817	\$2,710,226
50% increase	93,456,099 Shares	9,345,609 Shares	\$1,355,113	\$2,710,226	\$4,065,339
100% increase	124,608,132 Shares	12,460,813 Shares	\$1,806,817	\$3,613,635	\$5,420,453

*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 Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 62,304,066 Shares on issue comprising:
 - 60,616,565 existing Shares as at the date of this Notice; and
 - 1,687,501 Shares which will be issued if Resolution 10 is passed at this Meeting.
- The issue price set out above is the closing market price of the Shares on the ASX on 8 October 2024 (being \$0.29).
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is

assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 24 November 2023 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 15 November 2023, the Company issued 4,849,325 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 8.86% of the total diluted number of Equity Securities on issue in the Company on 15 November 2023, which was 54,741,147.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue: 2 September 2024 Date of Appendix 2A: 2 September 2024
Recipients	Factory Capital
Number and Class of Equity Securities Issued	4,849,325 Shares ²
Issue Price and discount to Market Price¹ (if any)	\$0.30 per Share (at a 20% premium to Market Price).
Total Cash Consideration and Use of Funds	<p>Proposed use of remaining funds: to further scale Finexia's private credit operations, with a distinct focus on strengthening Finexia's distribution and financial management capability.</p> <p>Amount raised: \$1,454,798</p> <p>Amount spent: Nil</p> <p>Use of funds: to further scale Finexia's private credit operations, with a distinct focus on strengthening Finexia's distribution and financial management capability.</p> <p>Amount remaining: \$1,454,798</p> <p>Proposed use of remaining funds³: to further scale Finexia's private credit operations, with a distinct focus on strengthening Finexia's distribution and financial management capability.</p>

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: FNX (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

11.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

12. RESOLUTION 12 – ISSUE OF OPTIONS TO MR MARC DUNCAN

12.1 General

The Company has agreed to issue 1,666,667 Options with an exercise price of \$0.30, expiring one (1) year from the date of issue to Mr Marc Duncan.

Accordingly, Resolution 12 seeks Shareholder approval for the issue of 1,666,667 Options to Mr Duncan (or his nominee/s) pursuant to Listing Rule 10.11.4.

12.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 10.2 above.

As summarised in Section 8.4, the issue of the Options falls within Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 12 seeks Shareholder approval for the issue of the Options for the purposes of Listing Rule 10.11.

12.3 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules On the basis that LR 10.11 approval is being sought for the issue of the Options, Listing Rule 7.2 (exception 14) will apply so that the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Options to Mr Duncan.

12.4 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 12:

- (a) the Options will be issued to Mr Duncan (or his nominee/s) who, in the interests of adopting a conservative approach, could fall within the category set out in Listing Rule 10.11.4, as Mr Duncan could be argued to be an associate of Factory Capital by virtue of Listing Rule 10.11.3;
- (b) the maximum number of Options to be issued is 1,666,667;
- (c) the terms and conditions of the Options are set out in Schedule 1;
- (d) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the Options will be issued at a nil issue price. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue of the Options is a one off grant to align the interests of the Mr Duncan with those of Shareholders in performing his role as a consultant of the Company;
- (g) the Options are not being issued under an agreement; and
- (h) a voting exclusion statement and voting prohibition statement is included in Resolution 12 of the Notice.

13. RESOLUTIONS 13 AND 14 – ISSUE OF OPTIONS TO RELATED PARTIES

13.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue:

- (a) 1,666,667 Options to Mr Daniel Ritchie (or his nominee/s); and
- (b) 1,666,667 Options to Mr Robert Spano (or his nominee/s),

(together, the **Related Parties**) on the terms and conditions set out below.

Resolutions 13 and 14 seek Shareholder approval for the issue of the Options to the Related Parties.

13.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Directors (other than the Related Parties) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Options, reached as part of the remuneration package for the Related Parties, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

13.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 10.2 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

13.4 Technical information required by Listing Rule 14.1A

If Resolutions 13 and 14 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 13 and 14 are not passed, the Company will not be able to proceed with the issue.

13.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 13 and 14:

- (a) the Options will be issued to the following persons:
 - (i) Mr Daniel Ritchie (or his nominee/s) pursuant to Resolution 13; and
 - (ii) Mr Robert Spano (or his nominee/s) pursuant to Resolution 14,each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 3,333,334 comprising:
 - (i) 1,666,667 Options to Mr Ritchie (or his nominee/s); and
 - (ii) 1,666,667 Options to Mr Spano (or his nominee);
- (c) the terms and conditions of the Options are set out in Schedule 1;
- (d) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (e) the issue price of the Options will be nil. The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of the Options);
- (f) the purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as Directors and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;
- (g) the current total remuneration package for:

- (i) Mr Ritchie is \$80,000, comprising only directors' fees (exclusive of GST and superannuation). If the Options are issued, the total remuneration package of Mr Ritchie will increase by \$82,833.35 to \$162,833.30 (based on the Black Scholes methodology); and
- (ii) Mr Spano is \$80,000, comprising only directors' fees (exclusive of GST and superannuation). If the Options are issued, the total remuneration package of Mr Spano will increase by \$82,833.35 to \$162,833.30 (based on the Black Scholes methodology);
- (h) the value of the Options and the pricing methodology is set out in Schedule 4;
- (i) the Options are not being issued under an agreement; and
- (j) a voting exclusion statement and voting prohibition statement is included in Resolution 13 and 14 of the Notice.

14. RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – MR PATRICK BELL

14.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 500,000 Performance Rights to Mr Patrick Bell (or his nominee/s) pursuant to the Incentive Performance Rights Plan (**Performance Rights Plan**) and on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

Tranche	Quantum	Vesting Condition	Expiry Date
1	500,000	The volume weighted average price (VWAP) of the Company's Shares exceeding \$0.40 per Share over 20 consecutive trading days on which the Company's securities have traded.	Upon the earlier to occur of: <ul style="list-style-type: none"> (i) the date that is one year from the date of issue of the Performance Right; and (ii) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion.

14.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 13.2 above.

The issue constitutes giving a financial benefit and Mr Bell is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Bell) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Mr Bell, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

14.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or

- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to Mr Bell falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

14.4 Technical information required by Listing Rule 14.1A

If Resolution 15 is passed, the Company will be able to proceed with the issue within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 15 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Bell under the Incentive Performance Rights Plan and the Company may seek alternative forms of remuneration, including cash.

14.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 15:

- (a) the Performance Rights will be issued to Mr Bell, who falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued to Mr Bell (being the nature of the financial benefit proposed to be given) is 500,000 Performance Rights;
- (c) 1,500,000 Performance Rights have previously been issued to Mr Bell for nil cash consideration under the Performance Rights Plan;
- (d) a summary of the material terms and conditions of the Performance Rights issued to Mr Bell are set out in Schedule 2;
- (e) the Performance Rights are unquoted securities. The Company has chosen to issue Performance Rights to Mr Bell for the following reasons:
 - (i) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the issue to Mr Bell will align the interests of the recipient with those of Shareholders;
 - (iii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Bell; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed;
- (f) the value of the Performance Rights and the pricing methodology is set out in Schedule 5;
- (g) the Performance Rights will be issued to Mr Bell no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (h) the issue price of the Performance Rights will be nil, as such no funds will be raised from the issue of the Performance Rights;
- (i) a summary of the material terms and conditions of the Performance Rights Plan is set out in Schedule 3;

- (j) no loans are being made to Mr Bell in connection with the acquisition of the Performance Rights;
- (k) details of any Performance Rights issued under the Performance Rights 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 Listing Rule 10.14;
- (l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Performance Rights Plan after Resolution 15 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (m) a voting exclusion statement and voting prohibition is included in Resolution 15 of this Notice.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 11.1.

AEDT means Australian Eastern Daylight Time as observed in Sydney, NSW.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Finexia Financial Group Limited (ACN 106 760 418).

Constitution means the Company's constitution.

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

Directors means the current directors 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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is one (1) year from issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Quotation of Shares issued on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

10. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

12. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

13. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF BELL PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Performance Rights issued to Mr Patrick Bell:

(a) **Vesting Conditions**

The Performance Rights will vest upon satisfaction of the following milestone:

- (i) **Tranche 1 Performance Rights:** comprising 500,000 Performance Rights to Patrick Bell shall vest upon the Company achieving a VWAP Share Price of \$0.40 over 20 consecutive trading days on which the Company's securities have traded;

(the **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Lapse of a Performance Right**

Tranche 1 Performance Rights

A Performance Right will automatically lapse upon the earlier to occur of:

- (i) the date that is one year from the date of issue of the Performance Right; and
- (ii) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion.

(e) **Consideration**

The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under paragraph (h) (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Transfer of Performance Rights**

The Performance Rights are not transferable.

(j) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.

(m) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), upon:

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (iii) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of an Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)*

(General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of an Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

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

(q) **Rights on winding up**

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

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

A summary of the material terms of the Company's Employee Incentive Performance Rights Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of performance rights (Performance Rights).
Maximum number of Performance Rights	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 5,000,000 Performance Rights. It is not envisaged that the maximum number of Performance Rights will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Performance Rights provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Performance Rights the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Performance Rights	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Performance Rights, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

Rights attaching to Performance Rights	<p>Prior to a Performance Right being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Performance Rights section below).
Restrictions on dealing with Performance Rights	<p>Performance Rights issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Performance Rights may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.</p>
Vesting of Performance Rights	<p>Any vesting conditions applicable to the Performance Rights 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 Performance Rights have vested. Unless and until the vesting notice is issued by the Company, the Performance Rights will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Performance Rights	<p>Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Performance Rights only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Performance Rights, <p>subject to the discretion of the Board.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Performance Right 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.</p> <p>Additionally, Shares issued on exercise of the Performance Rights are subject to the following restrictions:</p>

	<p>(a) 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 exercise of the Performance Rights 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;</p> <p>(b) all Shares issued on exercise of Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.</p>
Rights attaching to Shares on exercise	All Shares issued upon exercise of Performance Rights will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Rights on a change of control event is limited to vesting or varying any vesting conditions in respect to the Performance Rights and does not include a discretion to lapse or forfeit unvested Performance Rights for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
Reorganisation	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 each Participant holding Performance Rights will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Performance Rights and Shares issued upon exercise of Performance Rights in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Performance Rights for holders under the Plan and delivering Shares on behalf of holders upon exercise of Performance Rights.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Performance Rights have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

	No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Performance Rights granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Performance Rights may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	<p>(a) Notwithstanding any other provision of these Rules, and without limiting the amounts which may be deducted or withheld under Applicable Laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.</p> <p>(b) To give effect to the clause above, the relevant Group company, trustee or plan administrator may take any actions as it sees fit to ensure payment of, or recover (as applicable), the Withholding Amounts including (without limitation):</p> <ul style="list-style-type: none"> (i) selling on behalf of the Participant the number of Shares granted under this Plan required to provide the Withholding Amount; (ii) obtaining the Withholding Amount from the Participant (by salary deduction or otherwise); (iii) forfeiting a sufficient number of Securities to satisfy the Withholding Amount; or (iv) making any other arrangements with the Participant for payment or reimbursement of the Withholding Amount.

SCHEDULE 4 – VALUATION OF OPTIONS

The Options to be issued to the Related Parties pursuant to Resolutions 13 and 14 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	8 October 2024
Market price of Shares	\$0.29
Exercise price	\$0.30
Expiry date (length of time from issue)	1 year
Risk free interest rate	4.35%
Volatility	50.03%
Dividend yield	5.29%
Indicative value per Related Party Option	\$0.0497
Total Value of Options	\$165,666.70
- Daniel Ritchie (Resolution 13)	\$82,833.35
- Robert Spano (Resolution 14)	\$82,833.35

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 5 – VALUATION OF BELL PERFORMANCE RIGHTS

The Performance Rights to be issued to Mr Bell pursuant to Resolution 15 have been valued by internal management.

Using the Black & Scholes model and based on the assumptions set out below, the Performance Rights were ascribed the following value:

Assumptions:	
Valuation date	8 October 2024
Market price of Shares	\$0.29
Exercise price	\$0.40
Expiry date (length of time from issue)	1 year
Risk free interest rate	4.35%
Volatility	50.03%
Indicative value per Performance Right	Year 1: \$0.12
Value of Performance Rights	Year 1: \$60,000
Total Value of Performance Rights	\$60,000

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

Your proxy voting instruction must be received by **11.30am (AEST) on Wednesday, 13 November 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://automicgroup.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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