
GRATIFII LIMITED

ACN 125 688 940

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10am (AEDT)

DATE: Monday 25 November 2024

How to attend: Via the online platform at:

https://us02web.zoom.us/webinar/register/WN_SBArFzqIT6CBncqlg_yAfA

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

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

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the annual General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 10am (AEDT) on Monday 25 November 2024 via the online platform provided by our Share Registry, Automic.

Pursuant to the Company's revised Constitution approved by Shareholders at the Company's Extraordinary General Meeting on 9 June 2022, the Board has made the decision that this will be a virtual Meeting only. Shareholders who attend virtually will be considered present.

Shareholders will be able to participate in the Meeting by joining the Meeting in real time via the online platform.

This dedicated online platform will allow Shareholders to participate in the Meeting, including watching the Meeting live, voting and asking questions. Shareholders can access the platform at:

https://us02web.zoom.us/webinar/register/WN_SBArFzqIT6CBncqIq_yAfA.

Instructions on how to participate can be found at

<https://www.automicgroup.com.au/virtual-agms/>.

Voting on all resolutions will occur by way of poll, and the online platform will enable Shareholders to lodge a vote in real time. Further information is detailed on pages 3, 4 and 5.

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

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders as at 10am (AEDT) on Saturday, 23 November 2024.

VOTING BY PROXY

Shareholders may lodge a direct vote or appoint a proxy online or by submitting a voting form to the Company's Share Registry (Automic).

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

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

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

Proxy Forms received later than this time will be invalid.

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

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

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

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

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

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

Proxy Voting by the Chair

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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

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BUSINESS OF THE MEETING

1. FINANCIAL REPORT, DIRECTORS REPORT AND AUDITOR'S REPORT

To receive and consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2024.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

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 purpose 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 and is subject to voting exclusions which are set out below. This resolution is also subject to voting exclusions which are set out below.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRYAN ZEKULICH

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

"That, Bryan Zekulich, a Director who retires by rotation in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Non-Executive Director of the Company."

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – PATRINA KERR

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

"That, Patrina Kerr, a Director who retires by rotation in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election, is re-elected as a Non-Executive Director of the Company."

5. RESOLUTION 4: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Shares to Mr Bryan Zekulich (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

6. RESOLUTION 5: APPROVAL TO ISSUE SHARES TO MIKE HILL

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Shares to Mr Mike Hill (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

7. RESOLUTION 6: APPROVAL TO ISSUE SHARES TO PATRINA KERR

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Shares to Ms Patrina Kerr (and/or her nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

8. RESOLUTION 7: CONSOLIDATION OF 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 section 254H of the Corporations Act and for all other purposes, with effect from the date this Resolution is passed (or such other date that is notified to the ASX by the Company) approval is given for the Company to consolidate its issued capital on the basis that:

- (a) every 15 Shares in the capital of the Company be consolidated into one Share; and*
- (b) the options and performance rights on issue be adjusted in accordance with ASX Listing Rule 7.22.1; and*
- (c) where the number of Equity Securities held by a Shareholder as a result of the consolidation includes any fraction, the Company be authorised to round that fraction to the nearest whole Equity Security.*

9. RESOLUTION 8: ADOPTION OF EMPLOYEE INCENTIVE PLAN – LOAN FUNDED SHARES

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, Shareholders approve the Company's adoption of the Loan Funded Share Plan and an issue of a maximum of 305,555,498 Loan Funded Shares on the terms set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting"

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

10. RESOLUTION 9: APPROVAL TO ISSUE LOAN FUNDED SHARES TO IAIN DUNSTAN

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

"That, subject to and conditional upon Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for 76,388,875 Loan Funded Shares to be issued to Iain Dunstan (and/or his nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

11. RESOLUTION 10: APPROVAL TO ISSUE LOAN FUNDED SHARES TO BRYAN ZEKULICH

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

"That, subject to and conditional upon Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for 15,277,775 Loan Funded Shares to be issued to Bryan Zekulich (and/or his nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

12. RESOLUTION 11: APPROVAL TO ISSUE LOAN FUNDED SHARES TO MIKE HILL

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

"That, subject to and conditional upon Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for 15,277,775 Loan Funded Shares to be issued to Mike Hill (and/or his nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

13. RESOLUTION 12: APPROVAL TO ISSUE LOAN FUNDED SHARES TO PATRINA KERR

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

"That, subject to and conditional upon Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for 15,277,775 Loan Funded Shares to be issued to Patrina Kerr (and/or her nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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


14. RESOLUTION 13: APPROVAL OF CAPACITY TO ISSUE SECURITIES UNDER LISTING RULE 7.1A

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

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

BY ORDER OF THE BOARD



Ben Newling

Company Secretary

Dated: 25 October 2024

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VOTING EXCLUSIONS

Voting Exclusions in accordance with the Listing Rules

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

Resolution 1 – Adoption of Remuneration Report	a member of the Key Management Personnel named in the Remuneration Report; or their closely related parties.
Resolution 4 – Approval to issue shares to Bryan Zekulich	(a) Bryan Zekulich (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 5 – Approval to issue shares to Mike Hill	(a) Mike Hill (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 6 – Approval to issue shares to Patrina Kerr	(a) Patrina Kerr (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 8 – Adoption of Employee Incentive Plan – Loan Funded Shares	(a) A person who is eligible to participate in the Loan Funded Share Plan; or (b) An Associate of those persons
Resolution 9 – Approval to Issue Loan Funded Shares to Iain Dunstan	(a) Iain Dunstan (and/or his nominees); and (b) a person referred to in Listing Rule 10.14 who is eligible to participate in the Loan Funded Shares Plan; or (c) an Associate of that person.

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Resolution 10- Approval to Issue Loan Funded Shares to Bryan Zekulich	<p>(a) Bryan Zekulich (and/or his nominees); and</p> <p>(b) a person referred to in ASX Listing Rule 10.14 who is eligible to participate in the Loan Funded Shares Plan; or</p> <p>(c) an Associate of that person.</p>
Resolution 11 – Approval to Issue Loan Funded Shares to Mike Hill	<p>(a) Mike Hill (and/or his nominees); and</p> <p>(b) a person referred to in ASX Listing Rule 10.14 who is eligible to participate in the Loan Funded Shares Plan; or</p> <p>(c) an Associate of that person.</p>
Resolution 12 – Approval to Issue Loan Funded Shares to Patrina Kerr	<p>(a) Patrina Kerr (and/or her nominees); and</p> <p>(b) a person referred to in Listing Rule ASX 10.14 who is eligible to participate in the Loan Funded Shares Plan; or</p> <p>(c) an Associate of that person.</p>
Resolution 13 – Approval to issue securities under ASX Listing Rule 7.1A	<p>(a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or</p> <p>(b) an Associate of that person (or those persons).</p>

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 13 by:

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

- (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, 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 Directors' Declaration, Directors' Report, Remuneration Report and Auditor's Report. There is no requirement that Shareholders formally approve the reports comprising the annual financial 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 to Shareholders is available on its website www.gratifii.com.

The Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about the Auditor's Report, the conduct of its audit of the Company's annual financial report for the year ended 30 June 2024, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to that company's 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 the year ended 30 June 2024.

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 Meeting.

2.2 Voting consequences

Under the Corporations Act, 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, then 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 directors of a company who were in office when the directors' report (as included in that company's annual financial report for the previous 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 a company is approved will be the directors of that company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the 2023 remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

However, in the event that 25% or more of votes that are cast are against adoption of the 2024 Remuneration Report at the Meeting, Shareholders should be aware that if a 'no' vote of 25% or more is cast for the same resolution at the 2025 annual general meeting, the consequence is that it may result in the re-election of the Board.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy –

You **must** direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member) –

You **may**, but **do not** need to direct your proxy how to vote on this Resolution.

If you appoint any other person as your proxy –

You **may**, but **do not** need to direct your proxy how to vote on this Resolution.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRYAN ZEKULICH

3.1 Background

The Constitution requires that an election of Directors, other than a Managing Director, must be held each year and one third of the Directors (rounded up)

shall retire and submit themselves for re-election. In addition, no Director, except a Managing Director can hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer (without re-election).

Bryan Zekulich was last elected a Non-Executive Director on 8 November 2021 at the Company's 2021 AGM.

Mr Zekulich has over 30 years' experience in the Australian M&A market, including divestments, strategic finance, capital raisings and advising on ASX listing requirements.

Mr Zekulich was the Managing Partner of EY's Private Equity division and is also a Board member, Treasurer and Company Secretary of the Australian Investment Council (formerly the Australian Private Equity and Venture Capital Association "AVCAL"). He is also a former Director of Hockey Australia Limited.

3.2 Board recommendation

The Board (with Mr Zekulich abstaining), supports the re-election of Mr Zekulich as a Director and recommends Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – PATRINA KERR

4.1 Background.

The Company's Constitution requires that one third of the Directors (rounded up) shall retire and submit themselves for re-election. As the Company has 4 Directors, at least 2 Directors (at this Meeting being Mr Zekulich and Patrina Kerr) must stand for re-election.

Ms Kerr has more than 25 years' experience working in senior sales and marketing roles.

Ms was previously the Managing Director of Hachiko Pty Ltd, a company specialising in the marketing of loyalty and rewards acquired by Gratifii in August 2022.

Prior to her role at Hachiko, Ms Kerr had a long and varied career at Microsoft, CA Technologies, Consulting WorX Pty Ltd and Corel Corp.

4.2 Board recommendation

The Board (with Ms Kerr abstaining), supports the re-election of Ms Kerr as a Director and recommends Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 TO 6: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH, MIKE HILL, AND PATRINA KERR

In accordance with ASX Listing Rule 10.11, approval is sought to issue Shares to Directors Bryan Zekulich, Mike Hill and Patrina Kerr in lieu of Director Fees.

5.1 Background

The Company has agreed, subject to Shareholder approval, to issue Bryan Zekulich, Mike Hill, and Patrina Kerr (or their respective nominees) (the **Relevant**

Directors) Shares in lieu of their Directors' fees (including superannuation) for the financial year ending 30 June 2025 (**FY25**). The Company proposes to issue Shares:

- (a) in arrears for the Directors' fees that have accrued but are unpaid in respect of the half-year ended 31 December 2024; and
- (b) in advance of the Directors' fees to be earned for the remainder of FY25.

5.2 Value of Shares

The value of these Directors' fees for FY25 (and consequently the value of the Shares proposed to be issued in lieu of these fees) is \$60,000 for each of the Relevant Directors. In the event that any of the Relevant Directors resign prior to 30 June 2025, each of the Relevant Directors have undertaken to the Company to, at the Company's discretion:

- (a) return any Shares issued in lieu of Director's fees that have not accrued at the time of their resignation (**Unearned Shares**); or
- (a) sell the Unearned Shares and remit the proceeds of the sale to the Company.

5.3 Issue Price / number of Shares

The number of Shares to be issued to the Relevant Directors will be calculated by dividing the amount of cash fees payable for FY25 by the greater of:

- (a) \$0.006 per Share; or
- (b) the volume weighted average price of Shares for the 30 calendar days ended on the date of issue which the Company expects to be at the end of December 2024 but no later than 1 month after the date of this Meeting.

Consequently, the exact number of Shares to be issued to the Relevant Directors cannot be calculated as it is subject to the above formula, and in any case no more than 10,000,000 Shares (being \$60,000 divided by \$0.006) will be issued to each of the Relevant Directors.

5.4 Approval sought for the purposes of ASX Listing Rule 10.11

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue Equity Securities to certain parties (which includes a Director) without the approval of Shareholders.

Accordingly, Resolutions 4, 5, and 6 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to the respective Directors.

If Shareholder approval is not received for one or more of the Relevant Directors, their Directors' fees will be paid in cash.

If Shareholder approval is obtained for one or more of the Relevant Directors, those Relevant Directors will be issued Shares on the terms set out in this Explanatory Statement.

5.5 Approval for the purposes of Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a Related Party of the public company, the public company or controlled entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 221 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.

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and, at first instance, captures the Director fees to be paid to Mr Zekulich, Mr Hill, and Ms Kerr. Consequently, the issue of the Shares the subject of Resolutions 4 to 6 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

However, as the issue of the Shares the subject of Resolutions 4 to 6 will be made in lieu of payment of Director fees for FY25, the Directors are of the view that the giving of the financial benefit to any of Mr Zekulich, Mr Hill or Ms Kerr is reasonable remuneration and falls within the reasonable remuneration exception in section 211 of the Corporations Act.

Accordingly, the Company considers that Shareholder approval for the purposes of Chapter 2E is not required in respect of the issue of the Shares the subject of Resolutions 4 to 6.

5.6 Information required under ASX Listing Rule 10.13

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

Person to whom the Shares will be issued	Bryan Zekulich or their nominee	or	Mike Hill or their nominee	or	Patrina Kerr or their nominee
Category to whom the Person belongs	ASX Listing Rule 10.11.1, by virtue of being a Director				
Number and class of securities	A maximum of 30,000,000 Shares will be issued in total to all Relevant Directors and a maximum of 10,000,000 Shares will be issued to each Relevant Director				
Proposed date of issue	No later than 1 month after the date of the Meeting				
Price of the issue	As set out in section 5.2 and 5.3 of the Explanatory Statement. No consideration will be received by the Company for the issue of Shares, rather it will reduce the Company's obligation to make cash payments to the Relevant Directors for their Director services				

Purpose of the issue	To align Director interests with that of the Company and minimise the cash outflows of the Company, thereby preserving its cash reserves
Total remuneration package	See Annexure 2.
Summary of agreement	Each Relevant Director has entered into a letter amending their appointment letter as summarised in Sections 5.1 to 5.3. The letter also clarifies that the Relevant Director is responsible for any withholding tax which may apply.

5.7 Board Recommendation

Given the interests on the non-executive Directors in these items, the Board makes no recommendation in relation to Resolutions 4, 5 and 6.

6. RESOLUTION 7: CONSOLIDATION OF CAPITAL

6.1 Background

The Directors propose the consolidation of the Company's capital on a 1 Share for every 15 Shares held basis, for the following reasons:

- (a) The company expects to have 4,365,078,544 Shares on issue as at the day of the Meeting (refer to Section 6.6) which represents a relatively large number when compared to its peer group on the ASX; and
- (b) The consolidation of capital will result in a more appropriate and effective structure for the Company and a Share price that may be more appealing to a wider range of investors.

6.2 Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all of any of its shares into larger or smaller numbers.

6.3 Fractional Entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by fifteen (15). Where a fractional entitlement occurs, the Company will round that fraction to the nearest whole Share.

6.4 Taxation

It is not expected that any taxation implications will arise for Shareholders from the consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the consolidation and the Company does not accept any responsibility for the individual taxation implication arising from the consolidation.

6.5 Holding Statements

From the date of the consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post consolidation basis. After the consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to disposal or exercise (as the case may be).

6.6 Effect on capital structure

As at the date of this Notice, the Company has not yet completed its partially underwritten accelerated non-renounceable rights issue, held the extraordinary general meeting of 30 October 2024 at which it has sought Shareholder approval to issue various Shares or acquired 100% of the issued share capital of Club Connect and Rapport. However, the Company expects to have completed the rights issue, hopes to have obtained all Shareholder approvals and successfully acquired Club Connect and Rapport.

Each of the rights issue, Shareholder approval to issue Shares and acquisitions will increase the total number of shares on issue in the Company. As a result, while the Company has 2,149,196,185 Shares on issue as at the date of this Notice, it expects to have at least 4,365,078,544 Shares on issue as at the date of the Meeting. This figure assumes that:

- (a) the partially underwritten accelerated non-renounceable rights issue will be fully subscribed (by way of a combination of firm commitments received by the Company, applications from eligible shareholders or underwriting);
- (b) Shareholders will approve the issue of:
 - (i) Shares to be issued to the sellers of Club Connect and Rapport as part consideration for 100% of the shares of Club Connect and Rapport; and
 - (ii) the "Tranche 2 Placement Shares" (as that term is defined in the second replacement prospectus for the rights issue dated 26 September 2024) at the Company's 30 October 2024 extraordinary general meeting – the issue of these Shares is also subject to the Company having an unconditional right to acquire Club Connect; and
- (c) the Club Connect and Rapport acquisitions will settle, and therefore Shares will be issued to their sellers and Tranche 2 Placement Shares will be issued to professional and sophisticated investors, on 31 October 2024.

Further information about these assumptions and why the Company has made these assumptions is set out in the Company's second replacement prospectus of 26 September 2024.

The total number of Shares which will be issued to the sellers of Club Connect and Rapport is subject to the Company's VWAP of Shares on completion and cannot be determined as at the date of this Notice. As a result, the Company

can only project that it will have 4,365,078,544 Shares on issue as at the date of the Meeting. Further information about the acquisitions, is set out in the Company's announcement of 9 September 2024 and its notice of meeting for its 30 October 2024 extraordinary general meeting.

Assuming 4,365,078,544 Shares will be on issue as at the date of the Meeting, the effect which the consolidation will have on the Company's capital structure is set out in the table below:

Capital Structure	Shares (including Shares which may be issued on exercise / conversion of that Equity Security)	
	Pre-Consolidation	Post-Consolidation
Shares ¹	4,365,078,544	291,236
Options	382,064,634	25,470,975
Convertible Notes ²	45,500,000	3,033,333
Performance Rights	92,609,917	6,173,994

¹ While we have summarised the situation in this Section, please refer to the Company's second replacement prospectus dated 26 September 2024 for full details. These figures assume the "Subscription Assumptions" as that term is defined in the second replacement prospectus and therefore includes Shares which have not been issued as at the date of this Notice, but which may have already been issued as at the date of the Meeting.

² All figures are quoted in the number of Shares which convertible notes would convert into, calculated as if no interest had accrued.

For the avoidance of doubt, no options, convertible notes or performance rights will be cancelled, rather holders of those equity interests will be entitled to be issued fewer Shares post consolidation.

6.7 Indicative timetable*

If Resolution 7 is passed, the consolidation of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the ASX Listing Rules):

Action	Date
Company announces consolidation	26 October 2024
Company sends out this Notice of Meeting	26 October 2024
Shareholders approve the consolidation being also the effective date of the consolidation	25 November 2024
Last day for pre-Consolidation trading	26 November 2024
Post-consolidation trading starts on a deferred settlement basis	27 November 2024

Last day for Company to register transfers on a pre-Consolidation basis	28 November 2024
First day for Company to send notice to each holder of the change in their holdings	29 November 2024
Last day for the Company to send notice to each holder of the change in their holdings	5 December 2024

*Timetable is indicative and subject to change

6.8 Board recommendation

The Board recommends Shareholders vote in favour of Resolution 7.

7. RESOLUTION 8: ADOPTION OF EMPLOYEE INCENTIVE SCHEME – LOAN FUNDED SHARES

7.1 Background

The Board has adopted a Loan Funded Share Plan to incentivise, attract, motivate and retain Eligible Participants, including Directors, by giving them the opportunity to participate in the future growth of the Company.

In particular the Loan Funded Share Plan grants Eligible Participants who accept an offer, an interest free loan to acquire Shares (i.e. Loan Funded Shares). A detailed summary of the Loan Funded Share Plan is set out in Annexure 1.

7.2 Approval sought for the purposes of ASX Listing Rule 7.2 exception 13(b)

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

ASX Listing Rule 7.2 exception 13(b) provides that ASX Listing Rule 7.1 does not apply to an issue of securities (including rights) under an employee incentive scheme if, within three years before the issue date, shareholders have approved the issue of Equity Securities under the scheme as an exception to ASX Listing Rule 7.1.

7.3 Information required under ASX Listing Rule 7.2 exception 13(b)

In accordance with ASX Listing Rule 7.2 exception 13(b), the following information is provided:

- (a) a summary of the key terms of the Loan Funded Share Plan is set out in Annexure 1;
- (b) as at the date of this Notice of Meeting, no Loan Funded Shares or other securities have been issued under the Loan Funded Share Plan;
- (c) 305,555,498 Loan Funded Shares (representing 7.00% of the expected diluted Shares in the Company post the Extraordinary General Meeting)

are proposed to be issued under the Loan Funded Share Plan for a three-year period following Shareholder approval; and

- (d) a voting exclusion statement is included in the Notice of Meeting.

If Resolution 8 is passed, the Company will be able to issue Loan Funded Shares under the Loan Funded Share Plan to Eligible Participants over a period of three years without reducing the Company's 15% Placement Capacity.

If Resolution 8 is not passed, the Company will be able to proceed with the issue of Loan Funded Shares under the Loan Funded Share Plan to Eligible Participants, but any issue of Loan Funded Shares will reduce, to that extent, the Company's 15% Placement Capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of Loan Funded Shares.

7.4 Board Recommendation

The Board recommends Shareholders vote in favour of Resolution 7.

8. RESOLUTIONS 9 TO 12: APPROVAL TO ISSUE LOAN FUNDED SHARES TO IAIN DUNSTAN, BRYAN ZEKULICH, MIKE HILL AND PATRINA KERR

8.1 Background

The Company has agreed, subject to Shareholder approval (including approval of Resolution 8), to issue Iain Dunstan, Bryan Zekulich, Mike Hill and Patrina Kerr Loan Funded Shares in recognition of their performance and further promote their engagement with the Company as follows:

Director (and their Associates)	No. of Loan Funded Shares Proposed	No. of Shares currently held	No. of Options currently held	No. of Performance Rights currently held
Iain Dunstan (Resolution 9)	65,476,178	17,743,497	9,647,555	26,751,106
Bryan Zekulich (Resolution 10)	13,095,236	27,589,555	10,000,000	7,210,132
Mike Hill (Resolution 11)	13,095,236	24,256,428	10,000,000	7,210,132
Patrina Kerr (Resolution 12)	13,095,236	70,325,000	10,000,000	3,210,132

All figures set out in the table above are pre-consolidation figures and the relevant Directors are entitled to 1 Share for every 1 option or 1 performance

right held. For the avoidance of doubt, no consideration is payable by any Director to receive any Loan Funded Shares.

8.2 Approval sought for the purposes of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval prior to issuing securities under an employee incentive scheme to certain persons set out in ASX Listing Rule 10.14. As Directors, Iain Dunstan, Bryan Zekulich, Mike Hill and Patrina Kerr are all persons falling within the category set out in ASX Listing Rule 10.14.1.

Accordingly, Resolutions 9 to 12 seek Shareholder approval for the proposed issue of Loan Funded Shares to each of Iain Dunstan, Bryan Zekulich, Mike Hill and Patrina Kerr pursuant to ASX Listing Rule 10.14. If any of Resolutions 9 to 12 are not passed, Loan Funded Shares will not be issued to one or more of Iain Dunstan, Bryan Zekulich, Mike Hill or Patrina Kerr, as applicable. If Resolution 8 is not passed, regardless of whether any of Resolutions 9 to 12 have passed, the Company will not issue Loan Funded Shares to the Directors.

Details of any Loan Funded Shares issued under the Loan Funded Share 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 issues was obtained under ASX Listing Rule 10.14 if the issue of Loan Funded Shares required approval under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Loan Funded Share Plan after these Resolutions are approved and who are not named in this Notice will not be issued Loan Funded Shares until approval is obtained under that rule.

8.3 Approval for the purposes of Chapter 2E of the Corporations Act not sought

Please refer to Section 5.5 for an explanation of Chapter 2E of the Corporations Act.

A 'financial benefit' captures the issue of the Loan Funded Shares to any of Mr Dunstan, Mr Zekulich, Mr Hill and Ms Kerr. Consequently, the issue of Loan Funded Shares under Resolutions 9 to 12 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

The Directors are of the view that the giving of the financial benefit to any of Mr Dunstan, Mr Zekulich, Mr Hill or Patrina Kerr as a Related Party of the Company is reasonable remuneration and falls within the reasonable remuneration exception in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E is not being sought.

8.4 Approval not sought under ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval where an entity issues, or agrees to issue, securities to a related party or substantial holder, unless an exception in ASX Listing Rule 10.12 applies.

The Company can rely on ASX Listing Rule 10.12, exception 8 if an issue of Equity Securities to a related party under an employee incentive plan is made with Shareholder approval under ASX Listing Rule 10.14. As such, the Company seeks Shareholder approval for the purposes of ASX Listing Rule 10.14 for Resolutions 10 to 14.

8.5 Approval not sought under ASX Listing Rule 7.1

ASX Listing Rule 7.2 exception 14 provides that if shareholder approval for a transaction is obtained pursuant to ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval under ASX Listing Rule 7.1 is not sought for Resolutions 9 to 12.

8.6 Information required under ASX Listing Rule 10.15

In accordance with ASX Listing Rule 10.15, Annexure 2 sets out the information for each of Resolutions 9, 10, 11 and 12.

8.7 Board Recommendation

Given the interests of the Directors in these items, the Board makes no recommendation in relation to Resolutions 9, 10, 11 or 12.

9. RESOLUTION 13: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A

9.1 Background

Resolution 13 seeks Shareholder approval to have the capacity to issue up to 10% of the issued capital of the Company without using the Company's existing 15% Placement Capacity under ASX Listing Rule 7.1.

9.2 Approval sought under ASX Listing Rule 7.1A

Section 7.2 of this Explanatory Statement sets out an explanation of ASX Listing Rule 7.1.

Separately, under ASX 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% (**10% Placement Capacity**).

An 'eligible entity' for the purposes of ASX Listing Rule 7.1A is an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without

Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Subject to Shareholder approval, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be calculated in accordance with the following formula:

(A x D) – E

Where:

- A** is the number of Shares on issue at the commencement of the relevant period:
- (i) plus the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - (iii) plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - (iv) plus the number of Shares issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - (v) plus the number of partly paid shares that became fully paid in the relevant period; and
 - (vi) less the number of Shares cancelled in the relevant period.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

For the reasons set out in Section 6.6, the Company expects that as at the date of the Meeting it has on issue 4,394,502,208 Shares. The Company formed this expectation based on the "Subscription Assumptions" as set out in its second replacement prospectus of 26 September 2024. Where the Company has on issue 4,394,502,208 Shares it will have the capacity to issue:

- (a) 659,175,331 new Shares under ASX Listing Rule 7.1; and
- (b) subject to Shareholder approval, 439,450,220 Shares under ASX Listing Rule 7.1A.

9.3 Information required under ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information be provided:

(a) **Minimum Price**

The Equity Securities must be issued for cash consideration which is not less than 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX 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 Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 9.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:

- (i) 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 ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, existing Shareholders' economic and voting power in the Company will be diluted.

The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) as at the date of this Notice.

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 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.002 50% decrease in Issue Price	\$0.004 Issue Price	\$0.006 50% increase in Issue Price
(Variable 'A' in ASX Listing Rule 7.1A2)				
4,394,502,208	Shares issued: 10% voting dilution	439,450,221 shares	439,450,221 shares	439,450,221 shares
(Current Variable A)	Funds raised	\$878,900	\$1,757,801	\$2,636,701
6,591,753,312	Shares issued: 10% voting dilution	659,175,331 shares	659,175,331 shares	659,175,331 shares
(50% increase in Variable A)	Funds raised	\$1,318,351	\$2,636,701	\$3,955,052
8,789,004,416	Shares issued: 10% voting dilution	878,900,442 shares	878,900,442 shares	878,900,442 shares
(100% increase in Variable A)	Funds raised	\$1,757,801	\$3,515,602	\$5,273,403

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

The table above is based on the following assumptions:

- (i) There are expected to be 4,394,502,208 Shares on issue post the Company's Extraordinary General Meeting on 30 October 2024 and all figures in the table are calculated on an undiluted basis.
- (ii) The issue price set out above is the closing price of Shares on the ASX on 16 October 2024.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
- (v) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vi) 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%.
- (vii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements

under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (viii) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (ix) 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.

(d) **Purpose of issue / use of funds**

Any Equity Securities issued under the 10% Placement Capacity must be for cash only, and the proceeds will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investments in new businesses (if any), the costs incurred in undertaking placement(s) of Shares under ASX Listing Rule 7.1A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.3 upon issue of any Equity Securities.

(e) **Allocation policy**

The allottees under the 10% Placement Capacity have not yet been determined as at the date of this Notice but may consist of existing Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, 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 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).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval**

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 8 November 2022. If approval is given under this Resolution then such approval will apply for a period of 12 months from this Annual General Meeting.

9.4 Voting Exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

9.5 Recommendation

The Board recommends Shareholders vote in favour of Resolution 13.

10. GLOSSARY

10% Placement Capacity has the meaning given in Section 9.2 of the Explanatory Statement.

15% Placement Capacity has the meaning given in Section 7.2 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annexure means an annexure of this Notice.

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

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

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of Directors of the Company.

Auditor's Report means the auditor's report set out in the Company's annual financial report for the year ended 30 June 2024.

Chair means the chair of the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the members' spouse;
- (c) a dependent of the member or the members' 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).

Club Connect means Ticketmates Australia Pty Ltd ACN 127 532 147.

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

Constitution means the Company's constitution.

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

Directors' Declaration means the declaration of the Directors set out in the Company's annual financial report for the year ended 30 June 2024.

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

Eligible Participant has the meaning set out in Annexure 1.

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.

Fee Pool has the meaning given in section 4 of the Explanatory Statement.

FY25 means the financial year ended 30 June 2025.

FY26 means the financial year ended 30 June 2026.

FY27 means the financial year ending 30 June 2027.

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

Group means the Company and its Subsidiaries.

Group Company means a company in the Group.

KMP means Key Management Personnel, being the people with authority and responsibility for planning, directing and controlling the activities of the Company, including its directors.

KPIs means Key Performance Indicators, being measurable metrics used by management to track performance of key financial and non-financial indicators.

Loan Funded Shares means a Share issued under the Loan Funded Share Plan.

Loan Funded Share Plan means the Gratifii Limited Loan Funded Share Plan as summarised in Annexure 1.

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

Proxy Form means the proxy form accompanying the Notice.

Rapport means Rapport Group Limited 6781753 (NZBN:9429046681980).

Related Party as defined in section 228 of the Corporations Act.

Relevant Directors means Bryan Zekulich, Mike Hill and Patrina Kerr.

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Securities as defined in Chapter 19 of the Listing Rules.

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in section 2.2 of the Explanatory Statement.

Spill Resolution has the meaning given in section 2.2 of the Explanatory Statement.

Subsidiary has the same meaning as in Division 6 of Part 1.2 of the Corporations Act.

Unearned Shares has the meaning given in Section 5.2 of the Explanatory Statement.

VWAP means the volume weighted average price.

ANNEXURE 1: SUMMARY OF LOAN FUNDED SHARE PLAN

Term	Summary
Eligible Participant	<p>In the Loan Funded Share Plan, an Eligible Participant means:</p> <ul style="list-style-type: none"> (a) a Director (whether executive or non-executive) of any Group Company; (b) a full or part time employee of any Group Company; (c) a casual employee or contractor of a Group Company to the extent permitted by the Corporations Act; or (d) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under paragraphs (a), (b) or (c) above, <p>who is declared by the Board to be eligible to receive grants of Loan Funded Shares under the Plan.</p>
Maximum number proposed to be issued	<p>The maximum number of Loan Funded Shares to be issued under the Loan Funded Share Plan is 305,555,498 Shares. These shares are inclusive of the shares which are subject to Shareholder approval under ASX Listing Rule 10.14 pursuant to Resolutions 9-12.</p>
Issue Price	<p>The issue price of each Loan Funded Share will be determined by the Board at the relevant time, subject to the trading price of the Shares at that same time.</p> <p>The issue price for the loan funded shares will be funded by a non-recourse loan (Loan) from the Company to each Eligible Participant who accepts an offer under the Loan Funded Share Plan (Participant).</p>
Loan	<p>The Loan will be limited recourse (to the Loan Funded Shares) and interest free. The Company will take security over the Loan Funded Shares to secure repayment of the loan amount (subject to prior shareholder approval of the Loan Funded Share Plan under the Corporations Act)</p>
Purpose	<p>The purpose of the Loan Funded Share Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants (as defined below) to performance and the creation of Shareholder value;

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Term	Summary
	<p>(c) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Shares;</p> <p>(d) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and</p> <p>(e) provide greater incentive for Eligible Participants to focus on the Company's longer-term goals.</p>
Offers	<p>The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for Loan Funded Shares, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (Offer).</p> <p>In exercising that discretion, the Board may have regard to the following (without limitation):</p> <p>(a) the Eligible Participant's length of service with the Group;</p> <p>(b) the contribution made by the Eligible Participant to the Group;</p> <p>(c) the potential contribution of the Eligible Participant to the Group; or</p> <p>(d) any other matter the Board considers relevant.</p>
Vesting Conditions	<p>Loan Funded Shares may "vest" if certain conditions are achieved by certain dates, as set out in an invitation letter. All Loan Funded Shares would be issued to the Participant on the issue date, however if a grant of any Loan Funded Shares is subject to vesting conditions, then:</p> <p>(e) the Board may determine, in its sole discretion, if the Participant may vote those "unvested" shares, provide a blank proxy to the Chair or abstain from voting;</p> <p>(f) any dividends declared in respect of the "unvested" Shares will be applied towards the outstanding principal of the Loan;</p> <p>(a) those Loan Funded Shares will be subject to voluntary escrow and cannot be transferred until they have "vested"; and</p> <p>(b) if that vesting condition is not met by the relevant date or incapable of being met and the Board has not exercised its discretion otherwise, the Participant</p>

Term	Summary
	<p>must transfer to the Company (by way of buy back) or a third party (such as another Participant), those Loan Funded Shares.</p> <p>"Vesting" is subject to the continued employment or engagement of the Participant up to the date on which the vesting conditions are tested.</p> <p>The Board will retain discretion to vary the vesting conditions if the Board considers that the commercial performance and circumstances of the Company justify that variation or waiver.</p>
Lapsing of Loan Funded Shares	<p>An "unvested" Loan Funded Share will "lapse" in various prescribed circumstances, unless the Board determines otherwise. Such circumstances include:</p> <ul style="list-style-type: none"> (a) a holder of the Loan Funded Share ceasing to be an Eligible Participant; (b) a vesting condition in relation to the Loan Funded Share is not satisfied by the due date or becomes incapable of satisfaction; or (c) the Board determines that the Participant has engaged in fraud, dishonest or other improper behaviour.
Leaver	<p>Where the Participant ceases their employment or engagement due to death, permanent disability, mental illness or redundancy or otherwise with the agreement of the Board, all "unvested" Loan Funded Shares will vest if the relevant vesting conditions are met within 6 months following the notice of termination.</p> <p>Where the Participant cease their employment or engagement for any other reason, their "unvested" Loan Funded Shares will "lapse" however their "vested" Loan Funded Shares will not be forcibly transferred from the Participant or sold to the Company.</p>
Buy back of Shares	<p>Where any Loan Funded Shares do not "vest" or "lapse" and the Board does not exercise its discretion, the Company will:</p> <ul style="list-style-type: none"> (a) require the Participant to transfer those Loan Funded Shares to a third party, such as another Participant under the loan Funded Share Plan or an eligible person under another employee incentive scheme; or (b) buy back the Loan Funded Shares and the Participant will be required to sell those Loan Funded

Term	Summary
	<p>Shares to the Company for nominal or no consideration.</p> <p>The buy back of any Loan Funded Shares will occur in accordance with the Corporations Act. It is intended that where Shareholders approve Resolution 7, any buy back of Loan Funded Shares will be an employee share scheme buy back within the 10/12 contemplated under section 257B of the Corporations Act. This type of buy back permits companies that have obtained Shareholder approval for the terms of an employee share scheme, to buy back shares issued under that scheme without Shareholder approval, except that the company may only buy back up to 10% of the smallest number at any time during the last 12 months, of Shares on issue.</p>
Transfers	<p>A Loan Funded Share is only transferable, assignable or able to be otherwise disposed or encumbered:</p> <ul style="list-style-type: none"> (a) in special circumstances with the consent of the Board (which may be withheld in its absolute discretion); (b) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy; or (c) after the Loan Funded Share has "vested".
Capital reorganisation	<p>If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.</p>
Change of Control	<p>Where one of the following events has occurred or is likely to occur:</p> <ul style="list-style-type: none"> (a) the merger or consolidation of the Company into another company; (b) if a takeover bid is made in respect of the Company and the Board recommends acceptance to Shareholders; (c) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies; or (d) any event similar to those described in paragraphs (a) to (c) involving a change in ownership or Control

Term	Summary
	<p>of the Company or all or substantial part of the assets of the Company,</p> <p>(each a Change of Control Event) then all Loan Funded Shares on issue at the time of the applicable Change of Control Event shall immediately be taken to have "vested" notwithstanding that the vesting conditions applying to Loan Funded Shares may not have been satisfied at the time of the Change of Control Event.</p>
Corporate actions	<p>If Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends), or in the event of any reorganisation (including consolidation, subdivision, reduction or return) the number of Loan Funded Shares, or any amount payable on vesting of the Loan Funded Shares, will be adjusted in the manner determined by the Board to ensure no advantage or disadvantage accrues to the Participant as a result of such corporate actions.</p>
Shares issued under the Plan	<p>All Loan Funded Shares issued under the Loan Funded Share Plan will rank equally in all respects with all other Shares</p>
Quotation	<p>Loan Funded Shares will be quoted on the ASX.</p>

ANNEXURE 2: RESOLUTIONS 9 TO 12 – INFORMATION REQUIRED BY ASX LISTING RULE 10.15

Person to whom the securities are to be issued	Iain Dunstan (or its nominee)	Bryan Zekulich (or its nominee)	Mike Hill (or its nominee)	Patrina Kerr (or its nominee)
Category	ASX Listing Rule 10.14.1, by virtue of being a Director			
Number and class of security	<p>A total of 76,388,875 Loan Funded Shares comprised of the following tranches:</p> <p>(a) 25,462,958 (Tranche 1);</p> <p>(b) 25,462,958 (Tranche 2); and</p> <p>(c) 25,462,959 (Tranche 3).</p>	<p>A total of 15,277,775 Loan Funded Shares comprised of the following tranches:</p> <p>(a) 5,092,591 (Tranche 1);</p> <p>(b) 5,092,592 (Tranche 2); and</p> <p>(c) 5,092,592 (Tranche 3).</p>	<p>A total of 15,277,775 Loan Funded Shares comprised of the following tranches:</p> <p>(a) 5,092,591 (Tranche 1);</p> <p>(b) 5,092,592 (Tranche 2); and</p> <p>(c) 5,092,592 (Tranche 3).</p>	<p>A total of 15,277,775 Loan Funded Shares comprised of the following tranches:</p> <p>(a) 5,092,591 (Tranche 1);</p> <p>(b) 5,092,592 (Tranche 2); and</p> <p>(c) 5,092,592 (Tranche 3).</p>
	<p>The "vesting" conditions for:</p> <p>(a) Tranche 1: the Director remaining continuously employed or engaged by the Company or its Subsidiary for FY25 and the VWAP of Shares traded on the ASX for the 30-day period ending on the day on which the FY25 annual report is released being equal to \$0.007 per Share or higher;</p> <p>(b) Tranche 2: the Director remaining continuously employed or engaged by the Company or its Subsidiary for FY26 and the VWAP of Shares traded on the ASX for the 30-day period ending on the day on which the FY26 annual report is released being equal to \$0.0095 per Share or higher; and</p>			

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Person to whom the securities are to be issued	Iain Dunstan (or its nominee)	Bryan Zekulich (or its nominee)	Mike Hill (or its nominee)	Patrina Kerr (or its nominee)
	(c) Tranche 3: the Director remaining continuously employed or engaged by the Company or its Subsidiary for FY27 and the VWAP of Shares traded on the ASX for the 30-day period ending on the day on which the FY27 annual report is released being equal to \$0.013 per Share or higher.			
Current remuneration package	FY25: \$375,000 plus 11.0% superannuation plus these Loan Funded Shares if approved under Resolution 8 and 9	FY25: \$60,000 including superannuation proposed to be issued in Shares under Resolution 4 plus these Loan Funded Shares if approved under Resolution 8 and 10	FY25: \$60,000 including superannuation proposed to be issued in Shares under Resolution 5 plus these Loan Funded Shares plus these Loan Funded Shares if approved under Resolution 8 and 11	FY25: \$60,000 including superannuation proposed to be issued in Shares under Resolution 6 plus these Loan Funded Shares plus these Loan Funded Shares if approved under Resolution 8 and 12
Securities previously issued and price paid	No Loan Funded Shares have previously been issued under the Loan Funded Share Plan.			
Terms of the Securities	The Loan Funded Shares are fully paid ordinary shares and will therefore rank equally with all other Shares.			
Issue date	The Loan Funded Shares will be issued to the relevant participants on or about December 2024 and, in any event, shall not be issued later than three years after the date of this Meeting.			
Issue price	The Loan Funded Shares will be granted to each of the persons named in Resolutions 9, 10, 11 and 12 (or their nominees) at a deemed issue price of \$0.006, which will be funded through a non-recourse loan provided by the Company. For the avoidance of doubt, no consideration will be payable to receive the Loan Funded Shares.			

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Person to whom the securities are to be issued	Iain Dunstan (or its nominee)	Bryan Zekulich (or its nominee)	Mike Hill (or its nominee)	Patrina Kerr (or its nominee)
Material terms of the scheme	A summary of the terms of the Loan Funded Shares is contained in Annexure 1.			
Material terms of loan	A summary of the terms of the loan are contained in Annexure 1.			
Voting exclusion	A voting exclusion statement is included in the Notice of Meeting.			



Gratifii Limited | ABN 47 125 688 940

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AEDT) on Saturday, 23 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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