

For personal use only

# NOTICE OF EXTRAORDINARY GENERAL MEETING

QuickFee Limited  
ACN 624 448 693



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**QuickFee helps professionals automate and accelerate Accounts Receivable and grow their business.**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice is given that the Meeting will be held at:**

**Time:** 10:00 am (AEST)

**Date:** Tuesday, 22 July 2025

**Place:** QuickFee – Level 4, Suite 4.07, 10 Century Circuit, Norwest NSW 2153

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 advisors 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 7:00 pm (AEST) on Sunday, 20 July 2025.

## Live webcast

The Company is pleased to provide Shareholders with the opportunity to attend the Meeting through a live online webcast. The live webcast of the Meeting will be available via Microsoft Teams. Details of the live webcast will be announced on the ASX closer to the Meeting date.

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above. All Resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders will not be able to vote or ask questions in real time on the webcast. If you are planning to watch the webcast, you are encouraged to submit a proxy and any questions in advance of the Meeting. Please refer to the enclosed Proxy Form for instructions on how to lodge your proxy vote.

To submit questions for the Board and management, please email the questions to [investors@quickfee.com](mailto:investors@quickfee.com) by no later than 5:00 pm (AEST) on Friday, 11 July 2025.

## Business of the Meeting

### Items for approval

#### **Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,820,000 Placement Shares (issued on 11 June 2025) to certain institutional and professional investors under the Placement on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

## Resolution 2 – Ratification of Agreement to Issue Warrants

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 5,000,000 Warrants (as announced on 5 June 2025 and proposed to be issued on 24 June 2025) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

### **Resolution 3 – Approval for the Issue of Director Placement Shares to Dale Smorgon (Non-Executive Chairman) under Listing Rule 10.11**

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 3,500,000 Director Placement Shares to Mr Dale Smorgon (or his nominee) on the terms and conditions set out in the Explanatory Statement"*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Mr Dale Smorgon; or
- (b) an Associate of Mr Dale Smorgon.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

## **Resolution 4 – Approval for the Issue of Director Placement Shares to Bruce Coombes (Executive Director and Managing Director) under Listing Rule 10.11**

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 1,680,000 Director Placement Shares to Mr Bruce Coombes (or his nominee) on the terms and conditions set out in the Explanatory Statement"*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Bruce Coombes; or
- (b) an Associate of Mr Bruce Coombes.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

## Resolution 5 – Approval for the Issue of Director Placement Shares to Michael McConnell (Non-Executive Director) under Listing Rule 10.11

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 2,000,000 Director Placement Shares to Mr Michael McConnell (or his nominee) on the terms and conditions set out in the Explanatory Statement"*

### Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:


- (a) Mr Michael McConnell; or
- (b) an Associate of Mr Michael McConnell.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Dated: 19 June 2025

By order of the Board



**Dale Smorgon**  
Non-Executive Chairman

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)2 8090 7700.**

## Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of Shares of the Company as at 7:00 pm (AEST) on Sunday, 20 July 2025 will be entitled to attend and vote at the Meeting as a Shareholder.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Voting at the Meeting

In accordance with clause 13.16(a) of the Company's Constitution, and notwithstanding clause 13.14 of the Company's Constitution, voting on all resolutions will be conducted by way of a poll.

### 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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.

To be effective, the proxy must be received at the share registry of the Company no later than 10:00 am (AEST) on Sunday, 20 July 2025. Proxies must be received before that time by one of the following methods:

**Online (preferred):** <https://www.votingonline.com.au/qfeegm2025>

**By post:** QuickFee Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

**By facsimile:** +61(0)2 9290 9655

**By delivery in person:** Boardroom Pty Limited  
(during business hours only) Level 8, 210 George Street  
Sydney NSW 2000  
Australia

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

**Power of attorney**

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:00 am (AEST) on Sunday, 20 July 2025.

**Corporate representatives**

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au).

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 3, 4 and 5, then by submitting the Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant Resolution(s), even though the Resolutions are connected, directly or indirectly, with the KMP.

**Shareholder questions**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

To submit questions for the Board or management in advance of the Meeting, please email the questions to [investors@quickfee.com](mailto:investors@quickfee.com).

To allow time to collate questions and prepare answers, please submit any questions by 5:00 pm (AEST) on Friday, 11 July 2025. Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to Shareholders.

**Enclosures**

Enclosed are the following documents:

- a Proxy Form to be completed if you would like to be represented at the Meeting by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on QuickFee's share registry's website at: <https://www.votingonline.com.au/qfeegm2025> to ensure the timely and cost-effective receipt of your proxy; and
- a reply paid envelope for you to return the Proxy Form.

# 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 Resolution 1 – Ratification of Prior Issue of Placement Shares

### 1.1 Overview of the Placement

On Wednesday, 4 June 2025, the Company announced that it had successfully raised A\$1.25 million (before costs) via a two-tranche placement of fully paid ordinary shares in the Company at an issue price of A\$0.05 (**Placement Shares**) to institutional and sophisticated investors (**Placement**).

The Company raised A\$891,000 (before costs) in the first tranche of the Placement which completed on Wednesday, 11 June 2025 (**Tranche 1**) via the issue of 17,820,000 Placement Shares in reliance on Listing Rule 7.1A.

The proposed issue of Placement Shares in the second tranche of the Placement (**Tranche 2**) is subject to obtaining Shareholder approval, which is being sought under Resolutions 3, 4 and 5. Subject to the approval of Shareholders, the Company will issue Placement Shares to Directors to raise A\$359,000 under Tranche 2 (**Director Placement Shares**).

### 1.2 Listing Rule 7.1A

Shareholder approval is being sought under Resolution 1 to approve and ratify the prior issue and allotment of 17,820,000 Placement Shares under ASX Listing Rule 7.1A.

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 period.

At the Company's annual general meeting held on 20 November 2024, the Company sought and obtained the approval of Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares in Tranche 1 did not fit within any of the exceptions (to ASX Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, 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 Tranche 1 issue date (noting that the extra 10% under Listing Rule 7.1A will expire unless reapproved by the Company's Shareholders on an annual basis).

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 Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule

7.1. To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of Placement Shares in Tranche 1 will be excluded in calculating the Company's 25% capacity to issue Equity Securities under ASX Listing Rules 7.1(15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 1 is not passed, the issue of Placement Shares and Placement Options in Tranche 1 will be included in calculating the Company's 25% capacity to issue Equity Securities under ASX Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

### 1.3 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to Resolution 1:

<b>The names of the persons to whom the Company issued or agreed to issue the Placement Shares or the basis on which those persons were identified or selected</b>	<p>17,820,000 Placement Shares were issued to certain institutional and professional investors, including both existing Shareholders and new investors.</p> <p>Of the participants in the Placement who acquired 1% or more of the current issued capital of the Company, the following are considered 'material investors' for the purposes of ASX Guidance Note 21, paragraph 7.2 because they are substantial holders of the Company:</p> <ul style="list-style-type: none"> <li>• Thorney Investment Group (and its nominees), which subscribed for 12,000,000 Placement Shares; and</li> <li>• Acorn Capital (and its nominees), which subscribed for 1,820,000 Placement Shares.</li> </ul> <p>Apart from the Directors of the Company participating in the Placement (as set out in Resolutions 3 - 5 of this Notice), no other participants in the Placement are considered 'material investors' for the purposes of ASX Guidance Note 21, paragraph 7.2.</p>
<b>The number and class of Placement Shares the Company issued or agreed to issue</b>	17,820,000 Shares (being fully paid ordinary shares).
<b>The date or dates on or by which the Placement Shares were or will be issued</b>	Placement Shares under Tranche 1 were issued on 11 June 2025.
<b>The price or other consideration the Company has received or will receive for the issue</b>	\$0.05 per Placement Share.

<b>The purpose of the issue, including the use or intended use of any funds raised by the issue</b>	<p>As set out in the Company's announcement released to ASX on 4 June 2025, the proceeds of the Placement, along with the separate \$250,000 proceeds of the Share Purchase Plan (<b>SPP</b>), will be used by the Company for the following purposes:</p> <ul style="list-style-type: none"> <li>- to provide additional capital to fund growth in the Company's loan books, as the volumes of loan originations from QuickFee's Finance product grow;</li> <li>- to strengthen the Company's balance sheet; and</li> <li>- to fund the costs and expenses associated with the Placement.</li> </ul>
<b>If the Placement Shares were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	<p>Other than those set out in this Notice, there are no other material terms of the agreements in relation to the Placement.</p>

#### 1.4

##### **Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1. The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolution 2 – Ratification of Agreement to Issue Warrants

### 2.1 Background

As announced on 4 June 2025, the Company signed a A\$5 million term loan facility agreement (**Fancourt Term Loan**) with a fund of Fancourt Capital Group (**Fancourt**), a specialist financial services growth investor. The Fancourt Term Loan will provide additional liquidity to support loan book growth and positive momentum in the business.

As part of the Fancourt Term Loan, the Company agreed to issue 5,000,000 Warrants to Fancourt (based on a notional value of A\$250,000) utilising existing capacity under ASX Listing Rule 7.1, with each Warrant exercisable into one Share for nil consideration.

Further details on the Fancourt Term Loan can be found in the Company's announcement dated 4 June 2025.

### 2.2 ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the agreement to issue 5,000,000 Warrants to Fancourt Specialised Finance Fund Pty Ltd, as announced in an Appendix 3B on 5 June 2025, with a proposed issue date of 24 June 2025 (**Issue Date**).

All of the Warrants were agreed to be issued by utilising the Company's existing capacity under 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, or agree to issue, without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The agreement to issue the Warrants to Fancourt did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's 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 Issue Date.

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 Listing Rule 7.1.

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

To this end, Resolution 2 seeks Shareholder approval to subsequently approve the agreement to issue Warrants to Fancourt for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the agreement to issue, and subsequent issue, of Warrants to Fancourt will be excluded in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 2 is not passed, the agreement to issue, and subsequent issue, of Warrants to Fancourt will be included in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

### 2.3 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to Resolution 2:

<b>The names of the persons to whom the Company issued or agreed to issue the Warrants or the basis on which those persons were identified or selected</b>	The Warrants will be issued to Fancourt.
<b>The number and class of Warrants the Company issued or agreed to issue</b>	The Company will issue 5,000,000 Warrants.
<b>A summary of the material terms of the Warrants</b>	A summary of the material terms of the Warrants is included at Annexure A.
<b>The date or dates on or by which the Warrants were or will be issued</b>	The Warrants are proposed to be issued on 24 June 2025, but otherwise will be issued within 3 months of the Meeting.
<b>The price or other consideration the Company has received or will receive for the issue</b>	The Warrants will be issued for nil cash consideration. The Warrants are being issued in connection with the Company entering into the Fancourt Term Loan. There is no exercise price payable upon exercise of the Warrants.
<b>The purpose of the issue, including the use or intended use of any funds raised by the issue</b>	<p>The Warrants will be issued as part consideration for entering into the Fancourt Term Loan.</p> <p>The Fancourt Term Loan will provide additional liquidity to support loan book growth and positive momentum in the business.</p>
<b>If the Warrants were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	<p>The 42 month Fancourt Term Loan facility is a A\$5 million term loan and is subject to customary covenants.</p> <p>Pursuant to this Resolution 2, QuickFee agreed to issue 5,000,000 warrants to Fancourt (based on a notional value of A\$250,000), with each warrant exercisable into one ordinary share of the Company for nil consideration. The Fancourt Term Loan will be secured by a first-ranking general security deed over the Company and certain subsidiaries. The Fancourt Term Loan attracts interest at 10.00% per annum over AU BBSW.</p> <p>There are no further remaining material conditions precedent that need to be satisfied before the contract becomes legally binding. Funds become available after satisfying customary conditions precedent.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement has been included.

### 2.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolutions 3 to 5 – Approval to issue Director Placement Shares

### 3.1 General

As described in Section 1.1 above, the Company successfully completed the first tranche of the Placement of 17,820,000 Placement Shares on 11 June 2025.

Resolutions 3, 4 and 5 seek Shareholder approval for the Director participation in the Placement as follows:

- (a) **Resolution 3:** Mr Dale Smorgon, Non-Executive Chairman (or his nominee) for A\$175,000, being 3,500,000 Director Placement Shares;
- (b) **Resolution 4:** Mr Bruce Coombes, Executive Director and Managing Director (or his nominee) for A\$84,000, being 1,680,000 Director Placement Shares; and
- (c) **Resolution 5:** Mr Michael McConnell, Non-Executive Director (or his nominee) for A\$100,000, being 2,000,000 Director Placement Shares

### 3.2 Related party approvals

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 – 216 of the Corporations Act.

The proposed issue of Director Placement Shares (which are an Equity Security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person for whom there is reasonable grounds to believe will become a “related party” of a public company.

As the Director Placement Shares are on the same terms as offered to non-related parties under the Placement, the Company relies on the “arm’s length terms” exception as set out in section 210 of the Corporations Act for the purposes of these Resolutions and therefore does not seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act.

### 3.3 ASX Listing Rules

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed entity 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 the time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- 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 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;
- 10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 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 participation of Directors in the Placement 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.

Resolution 4 seeks the required Shareholder approval to the issue of the Director Placement Shares under and for the purposes of ASX Listing Rule 10.11.

### 3.4 Information required by ASX Listing Rule 14.1A

If Resolutions 3 to 5 are passed, the Company will be able to proceed with the issue of the Director Placement Shares, which forms part of Tranche 2 of the Placement, within one month after the date of the Meeting.

As approval pursuant to Listing Rule 7.1 is not required as approval is being sought under ASX Listing Rule 10.11, the issue of the Director Placement Shares under Resolutions 3 to 5 will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 5 are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares, which forms part of Tranche 2 of the Placement. If Tranche 2 of the Placement is not completed, this may have significant adverse commercial and financial consequences on the Company.

### 3.5 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the information below is provided in relation to Resolution 4:

<b>Name of the person to be issued Shares</b>	The Director Placement Shares are proposed to be issued to the Directors, being: <ul style="list-style-type: none"> <li>- Mr Dale Smorgon, Non-Executive Chairman (or his nominee);</li> <li>- Mr Bruce Coombes, Executive Director and Managing Director (or his nominee); and</li> <li>- Mr Michael McConnell, Non-Executive Director (or his nominee).</li> </ul>
<b>Category the person falls within</b>	Each of Mr Smorgon, Mr Coombes and Mr McConnell fall within ASX Listing Rule 10.11.1 as they are Directors and therefore related parties.
<b>Number and class of securities</b>	Mr Smorgon: 3,500,000 Shares Mr Coombes: 1,680,000 Shares Mr McConnell: 2,000,000 Shares
<b>Terms of securities</b>	The Director Placement Shares are fully paid ordinary shares on the Company.
<b>The date or dates on or by which the Company will issue the Director Placement Shares</b>	The Director Placement Shares will be issued as soon as practicable after the Meeting but in any case no later than 1 month after the date of the Meeting, if approved by Shareholders in accordance with Resolutions 3, 4 and 5.
<b>The price the Company will receive for the issue</b>	\$0.05 per Director Placement Share.

<b>The purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>As set out in the Company's announcement released to ASX on 4 June 2025, the proceeds of the Placement, along with the separate \$250,000 proceeds of the Share Purchase Plan (SPP), will be used by the Company for the following purposes:</p> <ul style="list-style-type: none"> <li>- to provide additional capital to fund growth in the Company's loan books, as the volumes of loan originations from QuickFee's Finance product grow;</li> <li>- to strengthen the Company's balance sheet; and</li> <li>- to fund the costs and expenses associated with the Placement.</li> </ul>
<b>If the person is a Director and the issue is intended to remunerate or incentivise the Director, details (including the amount) of the Director's total current remuneration package</b>	The issue of Director Placement Shares to the Directors (and/or their respective nominees) is not intended to remunerate or incentivise the Directors.
<b>If the Director Placement Shares were or will be issued under an agreement, a summary of any other material terms of the agreement</b>	Other than those set out in this Notice, there are no other material terms of the agreements in relation to the Placement.

### 3.5 Voting exclusion statement

A voting exclusion applies to each of Resolutions 3, 4 and 5 and is included in this Notice.

### 3.6 Board recommendation

The Board does not provide a recommendation in respect of Resolutions 3, 4 and 5 on the basis that each Director is proposing to participate in the Placement. The Chair intends to vote all undirected proxies in favour of Resolutions 3, 4 and 5.

## Glossary

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.

<b>\$</b>	means Australian dollars.
<b>AEST</b>	means Australian Eastern Standard Time as observed in Sydney, New South Wales.
<b>Associate</b>	has the meaning given in ASX Listing Rule 19.2.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules or Listing Rules</b>	means the listing rules of ASX as amended from time to time.
<b>Board</b>	means the current board of Directors of the Company.
<b>Chair</b>	means chair of the Meeting.
<b>Company</b>	means QuickFee Limited (ACN 624 448 693).
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Director Placement Shares</b>	means the Shares to be issued to Directors under the Placement, subject to the approval of Shareholders which is being sought under Resolutions 3 – 5.
<b>EGM or Meeting</b>	means the meeting convened by this Notice.
<b>Equity Securities</b>	includes a Share, a right to a Share or option, an option, a Warrant, a convertible security and any security that ASX decides to classify as an Equity Security.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice.
<b>Fancourt Term Loan</b>	has the meaning given to that term in Section 2.1.
<b>Notice or Notice of Meeting</b>	means this notice of meeting including the Explanatory Statement and the Proxy Form.
<b>Placement</b>	means the two-tranche placement to raise \$1.25 million via the issue of 25,000,000 Shares at an issue price of \$0.05 per Share as announced by the Company on 4 June 2025.
<b>Placement Shares</b>	means the 25,000,000 Shares issued, or to be issued subject to Shareholder approval, under the Placement.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Section</b>	means a section in the Explanatory Statement.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>Voting Exclusion Statement</b>	has the meaning given in ASX Listing Rule 19.12.
<b>Warrants</b>	means the Equity Securities agreed to be issued by the Company on 5 June 2025 pursuant to an Appendix 3B in connection with the Fancourt Term Loan, the terms of which are summarised at Annexure A.

## Annexure A

**Material Terms of the Warrants**

<b>Entitlement</b>	Each Warrant entitles the holder to subscribe for one Share upon exercise of the Warrant.
<b>Exercise Price</b>	No exercise price is payable to exercise the Warrants.
<b>Expiry Date</b>	4 years from the date the Warrants are issued.
<b>Exercise Period</b>	The Exercise Period commences on the date of issue and ends on the Expiry Date.
<b>Exercise Date</b>	Warrants may be exercised at any time during the Exercise Period.
<b>Shares issued on exercise</b>	Shares issued on the Exercise of a Warrant must be issued fully paid and free from any security and rank equally in all respects with Shares then on issue.
<b>Quotation</b>	<p>The Company will not apply for quotation of the Warrants.</p> <p>The Company must apply for quotation on ASX of the Shares issued on exercise of the Warrants as soon as possible after the Shares are issued, and in accordance with the ASX Listing Rules.</p>
<b>Reconstruction of capital</b>	In the event of a reorganisation event (being consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Warrants, the terms of a Warrant will be changed to the extent necessary to comply with ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
<b>Participation in new issues</b>	For determining entitlements, a holder of a Warrant may only participate in new issues of Securities to holders of Shares in the Company if the Warrant has been exercised and Shares allotted in respect of the Warrant before the record date of the proposed new issue.
<b>Change in exercise price</b>	The Warrants do not confer the right to a change in the Warrant exercise price or the number of underlying securities, except in the event of a reorganisation of capital. However, if the Company makes a bonus issue of Shares to its Shareholders before the expiry of the Warrants, the holder of a Warrant will be entitled to additional Shares upon exercise. The number of additional Shares will be equivalent to the bonus Shares that would have been issued if the Warrants had been exercised before the record date for the bonus issue.
<b>Transferability</b>	The Warrants are transferable at any time without consent to any affiliate of the holder, another lender or sub-participant in the Facility (or an affiliate of such parties). Otherwise, transfer requires the consent of the Company, which must not be unreasonably withheld or delayed. Transfers are subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
<b>Voting rights</b>	The Warrants do not confer on the holder a right to receive notices of general meetings, nor any right to attend, speak at or vote at a general meeting.
<b>Dividends</b>	The Warrants do not carry any dividend entitlements.

For personal use only



**Notice of Extraordinary  
General Meeting 2025**

## All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **10:00am on Sunday, 20 July 2025.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/qfeegm2025>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am on Sunday, 20 July 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/qfeegm2025>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐ **Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **QuickFee Head Office – Level 4, Suite 4.07, 10 Century Circuit, Norwest NSW 2153 at 10:00am on Tuesday, 22 July 2025** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Agreement to Issue Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the Issue of Director Placement Shares to Dale Smorgon (Non-Executive Chairman) under Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the Issue of Director Placement Shares to Bruce Coombes (Executive Director and Managing Director) under Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the Issue of Director Placement Shares to Michael McConnell (Non-Executive Director) under Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025