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ADSLOT LTD

ABN 70 001 287 510

NOTICE OF MEETING

To be held virtually on

Tuesday 23 November 2021 at 11.00 am (AEDT)

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

Should you wish to discuss any matters relating to this Notice please contact Felicity Conlan, Company Secretary on +61 (0)2 9690 3900.

ADSLOT LTD
ABN 70 001 287 510

NOTICE OF ANNUAL GENERAL MEETING
Tuesday 23 November 2021

Notice is given that the Annual General Meeting of the Shareholders of Adslot Ltd ('Company' or 'Adslot') will be held virtually on Tuesday 23 November 2021 at 11.00 am (AEDT). As at the date of this Notice, the ongoing Coronavirus pandemic has resulted in the Australian federal and state governments implementing restrictions in relation to travel, public gatherings and social distancing.

Due to these restrictions and ongoing uncertainty as to when the restrictions will be lifted, the annual general meeting will be held as a **virtual only** meeting for shareholder attendance.

The annual general meeting will be hosted on the Lumi platform using the following link:

web.lumiagm.com/340830861

Shareholders and proxy holders who have not yet voted will be able to vote at the virtual meeting by:

- visiting the above link on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox); and
- using unique meeting ID: 340-830-861

For full details on how to log on and vote online, please refer to the user guide found at:
www.computershare.com.au/onlinevotingguide

As always, the Company encourages Shareholders to submit their votes by proxy in advance of the annual general meeting, by the proxy voting cut-off time of 11:00 am on 21 November 2021.

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AGENDA

Ordinary Business

1. Financial statements and reports

To receive and consider the Directors' Report, Financial Report and Auditor's Report for the financial year ended 30 June 2021.

2. Remuneration Report (Resolution 1)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2021 be adopted."

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

3. Re-election of Mr Andrew Barlow as a Director (Resolution 2)

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

"That Mr Andrew Barlow, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, and offering himself for re-election, be re-elected as a director of the Company."

4. Re-election of Mr Adrian Giles as a Director (Resolution 3)

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

"That Mr Adrian Giles, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, and offering himself for re-election, be re-elected as a director of the Company."

5. Re-election of Mr Tom Triscari as a Director (Resolution 4)

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

"That Mr Tom Triscari, a director appointed during the year in accordance with clause 57.1 of the Company's constitution, and being eligible, and offering himself for re-election, be re-elected as a director of the Company."

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Special Business

6. Increase the non-executive directors' fee cap (Resolution 5)

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

"That, for the purposes of ASX Listing Rule 10.17, the maximum aggregate amount of annual fees able to be paid to the Company's non-executive directors as a whole be increased by $250,000 from $350,000 to a maximum of $600,000 per annum."

7. Grant of Options to Director – Andrew Dyer (Resolution 6)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Mr Andrew Dyer, a director, (or his nominee) on the terms and conditions set out in the Explanatory Statement."

8. Approval of 10% placement facility (Resolution 7)

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

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HOW TO VOTE

To vote on the Resolutions, Shareholders will need to follow these steps:

EITHER: Complete the Proxy Form and return it online or by facsimile, mail or hand delivery (**to be received no later than 11.00 am (AEDT) on 21 November 2021**) to the following email address, office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: www.investorvote.com.au

By Mail: GPO Box 242, Melbourne VIC 3001

By delivery: Yarra Falls, 452 Johnston Street, Abbotsford, Victoria

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR Attend the Virtual Meeting.

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

QUERIES

If you have any queries about the Meeting, the financial statements to be put to the Meeting or the Resolutions being considered, please contact the Company Secretary, Ms Felicity Conlan, on (+61 2) 9690 3900.

PROXY NOTES

- A member entitled to attend and vote at the Meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The Proxy Form included with this Notice must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of its duly authorised officer(s) or by attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, or GPO Box 242, Melbourne VIC 3001, using the reply paid envelope supplied, or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or online at www.investorvote.com.au as soon as possible, and in any event not later than 11 am on 21 November 2021.
- Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice, for information regarding each Resolution.

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DIRECTED AND UNDIRECTED PROXIES

- A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (other than as noted below).
- If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" for this item of business on the Proxy Form.
- If you sign the enclosed Proxy Form and do not specify an individual or body corporate as your proxy, you will be deemed to have appointed the Chair as your proxy.
- If the Chair is appointed as your proxy and you have not directed the Chair how to vote, you will be taken to have expressly authorised the Chair to cast your votes in favour of every Resolution (which the Chair intends to do), even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- If you appoint as your proxy any other director of the Company, any other of the Company's Key Management Personnel or any of their closely related parties, they will vote undirected proxies in favour of all of the proposed Resolutions except any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Those persons will not cast any votes in respect of any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, where those votes arise from undirected proxies they hold.
- The "Key Management Personnel" of the Company for the financial year ended 30 June 2021 are identified in the Remuneration Report, which forms part of the Company's 2021 Annual Report. The "closely related parties" of the Company's Key Management Personnel are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only persons holding Shares at 7.00 pm (AEDT) on 21 November 2021 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Meeting.

REQUIRED VOTING MAJORITIES

All Resolutions (other than Resolutions 1 and 7) are proposed as ordinary resolutions. Accordingly, the passage of each Resolution (other than Resolutions 1 and 7) requires approval by a simple majority of the votes cast by members present and voting at the Meeting, whether in person or by proxy.

Resolution 1 is proposed as a non-binding, advisory resolution.

Resolution 7 is proposed as a special resolution. Accordingly, the passage of the Resolution requires approval of not less than 75% of the votes cast by members present and entitled to vote at the Meeting, whether in person or by proxy.

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VOTING EXCLUSION STATEMENTS

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a closely related party (such as close family members and any controlled companies) of a member of the Key Management Personnel.

However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy for a person who is entitled to vote and either:

(a) the proxy appointment is in writing and specifies how the proxy is to vote; or

(b) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5

The Company will disregard any votes cast on Resolution 5:

(a) by or on behalf of a director or their associates (as defined in the ASX Listing Rules); or

(b) as a proxy by a member of the Key Management Personnel and any of their closely related parties.

However, the Company need not disregard a vote if it is cast by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or

(a) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides, and the appointment of the Chair expressly authorises the Chair to exercise the proxy or attorney even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or

(b) 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 applicable Resolution; and

(ii) the holder votes on the Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

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Resolution 6

The Company will disregard any votes cast on Resolution 6:

(a) by or on behalf of the Director who is to receive Options under this Resolution, and any of his associates; or

(b) as a proxy by a member of the Key Management Personnel and any of their closely related parties.

However, the Company need not disregard a vote if it is cast by:

(c) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or

(d) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides, and the appointment of the Chair expressly authorises the Chair to exercise the proxy or attorney even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or

(e) 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 applicable Resolution; and

(ii) the holder votes on the Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 18 October 2021

By Order of the Board
Felicity Conlan
Company Secretary

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ADSLOT LIMITED
ABN 70 001 287 510

EXPLANATORY STATEMENT

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PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice dated 18 October 2021) is to provide Shareholders with an explanation of the business and the Resolutions to be proposed and considered at the Annual General Meeting of the Company (Meeting) which is to be held virtually, on Tuesday 23 November 2021 at 11.00 am (AEDT). The information in the Explanatory Statement will also assist Shareholders to determine how they wish to vote on each Resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2021. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt.

The Annual Report can also be viewed, printed and downloaded from the Company's website www.adslot.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the Meeting. It is not the purpose of the Meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the Meeting may submit written questions to the auditor if:

(a) the question is relevant to:

(i) the content of the Auditor's Report to be considered at the Meeting; or

(ii) the conduct of the audit of the Financial Report to be considered at the Meeting; and

(b) the Shareholder gives the question to the Company no later than 5 business days before the day on which the Meeting is to be held.

The auditor will then compile the questions relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report into a question list. At or before the start of the Meeting, the Company will make the question list reasonably available to the Shareholders attending the Meeting.

REMUNERATION REPORT (Resolution 1)

The 2021 Annual Report contains the Remuneration Report, which sets out the Company's remuneration philosophy and the policy for remuneration of its officers and senior employees. The Board assesses the appropriateness of the nature and amount of the remuneration of employees on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit by:

a) Attracting the highest quality employees;
b) Retaining the best performing employees;
c) Aligning the employees with shareholder outcomes;
d) Aligning employee motivation to a cascading set of key performance indicators that drive the most optimal strategic outcomes for the business; and
e) Ensuring it aligns with the latest industry best practice.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the company.

The Board will consider the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. If at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report, the Company receives a "strike". If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be given the opportunity to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election (Spill Resolution). At the Company's 2020 Annual General Meeting, 3.30% of the votes cast by members were against the adoption of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

Where the Chair has been appointed as proxy, the Chair will be taken to have been expressly authorised to vote (and the Chair will vote) undirected proxies in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. However, if another director of the Company or any other of the Company's Key Management Personnel (or any of their closely related parties) is appointed as a proxy, they will not cast any votes in respect of Resolution 1 that arise from any undirected proxies they hold.

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for this item of business on the Proxy Form.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation and undirected proxies

Recommendation –The Board makes no recommendation with respect to voting on Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

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RE-ELECTION OF MR ANDREW BARLOW AND MR ADRIAN GILES AS A DIRECTOR (Resolutions 2 and 3)

Listing Rule 14.4 provides that a director of an entity (other than a managing director) must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 58.1 of the Company's constitution requires one third of the directors to retire by rotation at each annual general meeting. Accordingly, each of Mr Andrew Barlow and Mr Adrian Giles retires from office and, being eligible, offers themselves for re-election.

If Resolution 2 is not approved, Mr Barlow will not be re-elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 2 is approved, Mr Barlow will remain a director until he nominates for re-election, retires or is otherwise removed as a director.

If Resolution 3 is not approved, Mr Giles will not be re-elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 3 is approved, Mr Giles will remain a director until he nominates for re-election, retires or is otherwise removed as a director.

RE-ELECTION OF MR ANDREW BARLOW AS A DIRECTOR (RESOLUTION 2)

Biographical details of Mr Andrew Barlow

Andrew Barlow is the Founder and Non-Executive Chairman of Adslot.

An experienced technology entrepreneur, Mr Barlow co-founded online competitive intelligence company, Hitwise, with Adrian Giles in 1997. Hitwise was ranked one of the Top 10 fastest growing companies by Deloitte for five years running, before being sold to Experian Group (LSX.EXPN) in May 2007.

Mr Barlow was also Founder and CEO of Max Super, an online retail superannuation fund sold to Orchard Funds Management in 2007.

Mr Barlow also led the seed investment round in Nitro Software Limited (ASX: NTO) and served as a non-executive director and strategic advisor to Nitro (from January 2007 until August 2020).

Mr Barlow is also the Founder of Venturian, a privately-owned venture capital fund with investments in early-stage technology companies with unique IP, highly scalable business models and global market potential, currently focused on emerging fintech and crypto platforms.

Mr Barlow was first appointed as a Non-Executive Director of Adslot on 16 February 2010. During the 2021 financial year, he was Executive Chairman until 28 July 2020, and then Non-Executive Chairman for the remainder of the 2021 financial year. Mr Barlow is also a member of the Remuneration Committee.

Directors' recommendation and undirected proxies

Recommendation – The Directors (other than Mr Barlow) recommend that Shareholders vote in favor of Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

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RE-ELECTION OF MR ADRIAN GILES AS A DIRECTOR (RESOLUTION 3)

Biographical details of Mr Adrian Giles

Adrian Giles is an entrepreneur in the Internet and Information Technology industries. In 1997 Mr Giles co-founded Sinewave Interactive which pioneered the concept of marketing a website using search engines and was the first company in Australia to offer Search Engine Optimisation (SEO) as a service.

Mr Giles co-founded Hitwise which grew over 10 years to become one of the most recognised global internet measurement brands in the USA, UK, Australia, NZ, Hong Kong, and Singapore. Whilst positioning the company for a NASDAQ listing in early 2007 Hitwise was sold to Experian (LSX: EXPN) in one of Australia's most successful venture capital backed trade sales.

Mr Giles is also Chairman of Fortress Esports - an esports and video game entertainment company.

Mr Giles is Chair of the Remuneration Committee and a member of the Audit & Risk Committee.

Directors' recommendation and undirected proxies

Recommendation – The Directors (other than Mr Giles) recommend that Shareholders vote in favor of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

RE-ELECTION OF MR TOM TRISCARI AS A DIRECTOR (Resolution 4)

Mr Tom Triscari was appointed as a Director by the Board in accordance with clause 57.1 of the Company's constitution on 9 August 2021. Clause 57.2 of the Company's constitution and Listing Rule 14.4 require that a director appointed by the Board pursuant to clause 57.1 (other than an executive Director who is the Managing Director) will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected by the Shareholders. Accordingly, Mr Triscari resigns from office and, being eligible, offers himself for re-election.

Biographical details of Mr Tom Triscari

Tom Triscari is a leading expert in the programmatic adtech industry. He is the founder and CEO of Lemonade Projects, a programmatic innovation agency based in NYC running strategic projects and experiments at the intersection of economics, game theory, and principles of radical transparency. The underlying thesis of Tom's work is based on his methodology paper Programmatic Lemon Market Game published in May 2020.

Mr Triscari's programmatic experience began in 2007 developing addressable TV and data product requirements as a consultant for Project Canoe in New York, an initiative led by Comcast and Time Warner. He managed a multi-market team at Yahoo! Europe in Barcelona with responsibility for Right Media, the first programmatic exchange, and Criteo in London, Tom built and managed supply-side and data science teams and was CEO at Amsterdam-based Yieldr, a DSP platform. In 2015, Tom founded Labmatik, a programmatic transformation consultancy.

Mr Triscari has a B.A. in Economics from UCLA, an MBA from the University of Notre Dame, and hosts Quo Vadis — a leading industry newsletter.

Mr Triscari was appointed as a non-executive director on 9 August 2021.

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Directors' recommendation and undirected proxies

Recommendation – The Directors (other than Mr Triscari) recommend that Shareholders vote in favor of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

INCREASE THE NON-EXECUTIVE DIRECTORS' FEE CAP (Resolution 5)

Under clause 61.1 of Adslot's constitution and in accordance with Listing Rule 10.17, the maximum aggregate annual fees that may be paid to non-executive directors (the **Fee Cap**) is fixed by ordinary resolution of a general meeting of shareholders of the Company.

The current Fee Cap is $350,000. The Fee Cap does not apply to executive director remuneration.

The Board is asking Shareholders to increase the Fee Cap that may be paid to non-executive directors by $250,000, from $350,000 to $600,000.

The total fees paid to Adslot's non-executive directors in FY21 was $187,500. However, the number of Adslot's non-executive directors has increased from four to five in August 2021, following the appointment of Mr Tom Triscari as a non-executive director, based in the USA. This change is expected to result in an increase of around $70,000 in fees, on an annualised basis. The proposed new maximum amount takes into account this change, and includes a fee buffer of around $280,000.

The proposed new Fee Cap would:

- enable Adslot to continue to attract and retain high calibre directors in a competitive market for talent across the global technology sector;
- allow for flexibility to adjust the geographic composition of the Board to increase the number of non-executive directors based in the US and/or the UK/Europe; and
- enable the Board to fairly remunerate non-executive directors where, from time to time, there are significant additional non-routine workloads for some or all directors resulting in increased time commitments and responsibility.

Increasing the Fee Cap will not necessarily mean that non-executive directors will receive a fee increase or that the whole of the new Fee Cap will be used.

If shareholder approval is not obtained for this resolution, this will restrict the Company's ability to attract, secure and retain non-executive directors (particularly ones based outside Australia) who have the mix and range of skills and experience that would otherwise enhance the effectiveness of the Board and the performance of the Company.

As required by ASX Listing Rule 10.17, Adslot confirms that in the three years before the date of this Notice of Meeting, the following securities shown in the table below were issued to non-executive directors under ASX Listing Rule 10.11 or 10.14 with the approval of Shareholders:

Andrew Dyer:

Grant Date	Expiry Date	No. Options	Exercise Price	Options Vested	Exercised
28 May 2018	27 May 2022	4,000,000	$0.036	4,000,000	-
17 Dec 2020	16 Dec 2024	2,500,000	$0.043	1,250,000	-
		6,500,000			

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It is also noted that a change to the constitution was approved by shareholders at the 2020 annual general meeting held in January 2021, where it was agreed that the Fee Cap does not include the value of any securities received by a non-executive director.

Directors' recommendation and undirected proxies

Recommendation – Given the interest in this matter of each non-executive director, the Board does not consider it appropriate to make a recommendation on this item.

The Chair intends to vote undirected proxies in favour of Resolution 5.

GRANT OF OPTIONS TO MR ANDREW DYER (Resolution 6)

GENERAL

The Company intends, subject to obtaining Shareholder approval, to grant a total of 2,500,000 Options to Director Mr Andrew Dyer, or to his nominee, as set out below.

BACKGROUND

Mr Dyer was appointed as a Director of the Company on 28 May 2018 and is currently on the Audit & Risk Committee and the Remuneration Committee. In conjunction with his appointment as Director, Mr Dyer was granted 4,000,000 options. Mr Dyer was granted an additional 2,500,000 options in December 2020, which was approved by Shareholders at the annual general meeting held on 28 January 2021. Since his appointment, Mr Dyer has waived his director fees.

The proposed issue of further options to Mr Dyer will further align his interests with Shareholders. Moreover, because the exercise price for these options will be set at a 45% premium to the recent trading price for the Shares, Mr Dyer will not receive any benefit from the options until the trading price for the Shares has increased significantly.

The terms of the proposed grant of Options (subject to Shareholders' approval) are set out in Annexure A of this Notice.

CHAPTER 2E OF THE CORPORATIONS ACT

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Options to Mr Dyer constitutes giving a financial benefit. Mr Dyer is a related party of the Company by virtue of being a Director.

The Board (other than Mr Dyer) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Options because the agreement to grant the Options is considered reasonable remuneration in the circumstances.

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LISTING RULE 10.11

Listing Rule 10.11 provides that the Company must not issue or agree to issue equity securities to a related party (which includes a Director) without the approval of Shareholders (unless an exception applies). The following information is provided to Shareholders in considering Resolution 6:

- If Resolution 6 is approved, the Company will issue 2,500,000 Options to Mr Dyer no later than one month after the Meeting.
- These Options will not be granted under the Option Plan, although they will be subject to the same terms and conditions as are set out in most of the Option Plan, and the additional terms and conditions set out in Annexure A of this Notice.
- No funds will be raised by the issue of the Options (as no price is payable for the issue of the Options), as they are being issued for the purpose of remunerating Mr Dyer.

If Resolution 6 is not approved, the Company will not be able to issue the Options to Mr Dyer and will consider other forms of remuneration appropriate for him.

Options previously issued to Mr Andrew Dyer	4,000,000 – 28 May 2018 2,500,000 – 17 Dec 2020
Mr Dyer's current total remuneration package	Nil - noting that Mr Dyer was previously issued 4,000,000 and 2,500,000 options (valued in the remuneration report at $55,203 and $58,743) respectively).
Maximum number of Options that may be granted pursuant to the approval requested	2,500,000 Options

Directors' recommendation and undirected proxies

Recommendation - The Board (other than Mr Andrew Dyer, who has a material personal interest in the outcome of Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

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APPROVAL OF 10% PLACEMENT FACILITY (Resolution 7)

The Company raised funds in the 2021 financial year to provide additional working capital for product development and sales resourcing, as well as to support the deployment of its products to new markets.

To further grow the business and achieve its strategic aims, the Company may also seek to issue further capital to (among other things) secure further strategic investment from suitable investors.

The capital available under the 10% Placement Facility could be used to pursue such opportunities, and also provides the Company with more flexibility to raise further working capital. In particular, the ability of the Company to issue Shares under the 10% Placement Facility will enable the Company to issue Shares in circumstances where it might otherwise be subject to the cost, delay and uncertainty of having to go back to the Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing market conditions.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, should the need to do so arise.

Description of Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities (as defined below) equal to up to 10% of their issued share capital through placements over 12 months after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation (based on its main class of securities on issue) of $300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 11 October 2021 of $57.47 million based on a share price of $0.029.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by special resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and options, but can only issue Shares under Listing Rule 7.1A.

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 months after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

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(a) plus the number of fully paid shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(b) plus the number of fully paid shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or

(ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(c) plus the number of fully paid shares issued in the previous 12 months under an agreement to issue shares within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into before the commencement of the 12 month period; or

(ii) the agreement or issue was approved, or taken under the Listing Rules to be have been approved, under Listing Rule 7.1 or 7.4;

(d) plus the number of partly paid shares that became fully paid in the previous 12 months;

(e) plus the number of any other fully paid shares issued in the previous 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(f) less the number of fully paid shares cancelled in the previous 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,982,006,270 Shares and has a capacity to issue subject to the Shareholder approval being sought under Resolution 7, 198,200,627 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per Equity Security which is not less than 75% of the *volume weighted average market price* (as defined in the Listing Rules) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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(a) the date on which the price at which the Equity Securities are to be issued is agreed; or

(a) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of:

(a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the next annual general meeting; or

(c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A on issue of any Shares.

Listing Rule 7.3A

Under and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

(a) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price.

(b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting on 23 November 2021; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

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The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions:

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		$0.0145	$0.0290	$0.0580
		50% decrease in assumed Issue Price	Assumed Issue Price	100% increase in assumed Issue Price
Current variable "A" 1,982,006,270	10% voting dilution	198,200,627 Shares	198,200,627 Shares	198,200,627 Shares
	Funds raised	$2,873,909	$5,747,818	$11,495,636
50% increase in current variable "A" 2,973,009,405	10% voting dilution	297,300,941 Shares	297,300,941 Shares	297,300,941 Shares
	Funds raised	$4,310,864	$8,621,727	$17,243,455
100% increase in current variable "A" 3,964,012,540	10% voting dilution	396,401,254 Shares	396,401,254 Shares	396,401,254 Shares
	Funds raised	$5,747,818	$11,495,636	$22,991,273

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.

(iii) 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%.

(iv) 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 Facility, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

(vii) At the date of this Notice, there are currently 1,982,006,270 Shares on issue.

(viii) The issue price is $0.029, being the closing price of the Shares on 11 October 2021.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period.

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(d) The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisitions of new businesses or investments (including expenses associated with such acquisition), expanding or accelerating the Company's businesses and general working capital.

(e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case by case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which Shareholders can participate;

(ii) the effect of the issue of the Shares on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(f) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(g) The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 January 2021 (Previous Approval).

(h) The Company has not issued any Equity Securities pursuant to the Previous Approval.

(i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under a voting exclusion in the Notice.

Directors' recommendation and undirected proxies

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

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Dated: 18 October 2021

By Order of the Board
Felicity Conlan
Company Secretary

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GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEDT	Australian Eastern Daylight Time (or Standard Time, as the case may be).
AGM	an annual general meeting of the Company.
Annual Report	the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2021.
ASX	ASX Limited.
Auditor's Report	the auditor's report on the Financial Report.
Board	the board of Directors of the Company.
Chair	Chairperson of the Meeting.
Chairman	Chairman of the Company.
Company or **Adslot**	Adslot Ltd ACN 001 287 510.
Corporations Act	*Corporations Act 2001* (Cth).
Director	a director of the Company.
Director's Report	the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Securities	has the meaning given in Chapter 19 of the Listing Rules.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice.
Financial Report	the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	the Official Listing Rules of ASX.
Meeting or **Annual General Meeting**	the annual general meeting of Shareholders (convened by the Notice) to be held on 23 November 2021 at 11.00 am (AEDT).
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Option	an incentive option to subscribe for Shares, on the terms set out in Annexure A of this Notice and the applicable terms of the Option Plan

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Option Plan	the employee incentive scheme titled “Incentive Option Plan” adopted by the Company
Proxy Form	the proxy form attached to the Notice.
Remuneration Report	the remuneration report of the Company contained in the Directors' Report.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of at least one Share.
Trading Days	has the meaning given in Chapter 19 of the Listing Rules.

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ANNEXURE A: TERMS AND CONDITIONS OF THE OPTIONS TO BE ISSUED TO MR ANDREW DYER

The Options will be granted on the same terms that are set out in most of the Option Plan (although the Options will not be granted under the Option Plan) and subject to the following additional terms and conditions:

(a) Exercise Price

The amount payable upon exercise of each Option will be $0.0040 (**Exercise Price**).

(b) Expiry Date

Each Option will expire at 5:00 pm (AEDT) on or before 11 October 2025 (**Expiry Date**). An Option not validly exercised by the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Period

An Option is exercisable on and from the date the Option vests on satisfaction or waiver of any vesting conditions in relation to that Option.

(d) Vesting Conditions

The Options will vest in two equal tranches as follows:

(i) 50% of the Options will vest on the date that is six months after 12 October 2021 (**Grant Date**), which is the date on which the Company granted the Options (subject to obtaining shareholder approval); and

(ii) the remaining Options will vest on the first anniversary of the Grant Date,

[in each case if Mr Dyer continues to be a Director on the relevant vesting date].

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Adslot.

Adslot Limited
ABN 70 001 287 510

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

ADS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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Adslot Ltd Annual General Meeting

The Adslot Ltd Annual General Meeting will be held on Tuesday, 23 November 2021 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Sunday, 21 November 2021.

ATTENDING THE MEETING VIRTUALLY

The Annual General Meeting will be hosted on the GoToWebinar platform: link tbc

To vote online during the meeting you will need to visit **web.lumiagm.com/340830861**
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

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Adslot Limited
ABN 70 001 287 510

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1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Sunday, 21 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adslot Ltd hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adslot Ltd to be held as a virtual meeting on Tuesday, 23 November 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Andrew Barlow as a Director	☐	☐	☐
Resolution 3	Re-election of Mr Adrian Giles as a Director	☐	☐	☐
Resolution 4	Re-election of Mr Tom Triscari as a Director	☐	☐	☐
Resolution 5	Increase the non-executive directors' fee cap	☐	☐	☐
Resolution 6	Grant of Options to Director – Andrew Dyer	☐	☐	☐
Resolution 7	Approval of 10% placement facility	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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