

MILLENNIUM SERVICES GROUP LIMITED 2020 ANNUAL GENERAL MEETING

Dear Shareholder,

I have great pleasure in inviting you to attend the 2020 Annual General Meeting of Millennium Services Group Limited, which will be held at **10.00am (Melbourne time) on Tuesday, 24 November 2020 (Meeting)**.

In accordance with the COVID-19 guidelines provided by Commonwealth and State governments, the Federal Treasurer has issued a Determination that permits companies to hold fully virtual annual general meetings. With this in mind, and with the health and safety of our shareholders and employees being of paramount importance, this year's AGM will be conducted online.

Specifically, the AGM will be made accessible to shareholders via a live webcast as well as an online platform which will include a facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting.

In addition, the Determination issued by the Federal Treasurer permits a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, this year the Millennium Services Group Notice of Meeting will not be mailed to Shareholders. Instead, it is available for you to view and download on the Millennium Services Group website at www.millenniumsg.com/millennium-annual-general-meeting.

The Meeting will be webcast live via the Lumi online platform where you will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You can attend the Meeting online using your computer, mobile phone or device.

If you use your computer to attend the Meeting, you should use the Lumi platform (by entering this link in your browser: <https://web.lumiagm.com/391050168>). If you use your mobile phone or device to attend the Meeting, you should use the Lumi AGM app (**which you can download from the Apple App or Google Play stores by searching Lumi AGM**). Further information on how to participate in the Meeting is provided in the Notice of Meeting, and in the Virtual AGM Online Guide, which you can access online on the Millennium Services Group website on the link provided above.

Your participation in the Meeting is important to us but if you are not able to attend the Meeting online at the scheduled time, you can participate by appointing a proxy to attend and vote live at the Meeting. If you intend to appoint a proxy, please lodge a directed proxy vote online at www.investorvote.com.au by 10:00am (ADST) on Sunday 22 November 2020. Alternatively, you can lodge your signed and directed proxy by mail or fax in accordance with instructions contained in the Notice of Meeting. If you are planning to attend the Meeting online, you are encouraged to cast proxy votes and lodge questions prior to the meeting at www.investorvote.com.au. To use this facility, you will need your six-digit Control Number and Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which are located on the front of your shareholder letter.

The Chairman's and the Managing Director's speeches will be uploaded to the Millennium Services Group website at www.millenniumsg.com/millennium-annual-general-meeting and the ASX platform at www.asx.com.au prior to the Meeting. For a detailed overview of Millennium Services Group's performance and operations for the year ended 30 June 2020, I encourage you to read the 2020 Annual Report prior to the Meeting. The 2020 Annual Report can be found on the Millennium Services Group website at www.millenniumsg.com/annual-report.

Yours sincerely,



Roger Smeed
Chairman

millennium



**NOTICE OF
ANNUAL GENERAL
MEETING 2020**

NOTICE OF ANNUAL GENERAL MEETING 2020

Notice is given that the 2020 Annual General Meeting ('AGM') of Millennium Services Group Limited ('MIL' or the 'Company') will be held virtually, on Tuesday, 24 November 2020 at 10:00am (ADST).

The Explanatory Notes to Shareholders that accompany and form part of this Notice of Meeting describe the matters to be considered at the Annual General Meeting.

ITEMS OF BUSINESS

Item 1: Consolidated Financial Statements, Directors' Report and Auditor's Report

To receive and consider the consolidated financial statements, directors' report and auditor's report for the period ended 30 June 2020.

Note: this item of business does not require Shareholders to vote on a resolution to adopt the received reports.

Item 2: Re-election of Director

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

"That, in accordance clauses 62 and 63 of the Company's Constitution, Mr Royce Galea be re-elected as a Director of the Company."

Item 3: Adoption of the Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's Remuneration Report for the period ended 30 June 2020 is adopted."

Note: The Remuneration Report is set out on pages 36 to 42 of the Annual Report.

Note: Under the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

Item 4: Grant of Options to the Chairman (Roger Smeed).

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Roger Smeed (or his nominee), Chairman of the Company, 1,000,000 options on the basis set out in the Explanatory Statement."

Item 5: Approval of additional 10% Placement Capacity

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

'That Shareholders approve that the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement.'

By order of the Board



Jo-Anne Dal Santo
Company Secretary
21 October 2020

INFORMATION FOR SHAREHOLDERS

Voting Entitlement

The Board has determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that a shareholder's voting entitlement at the AGM will be taken to be the entitlement of that person shown in the register of members as at 10am (ADST) on Sunday, 22 November 2020.

Voting exclusion statement applicable to resolutions 3:

In accordance with the Corporations Act, no votes may be cast, and MIL will disregard any votes cast, on a resolution set out in Item 3:

- by or on behalf of any of the Company's key management personnel ("KMP") whose remuneration details are included in the Remuneration Report for the year ended 30 June 2020 or a closely related party of any such member of the KMP, in any capacity, or
- as a proxy by any other person who is a member of the KMP at the time of the AGM, or by a closely related party of any such member of the KMP:
 - unless the vote is cast as proxy for a person who is entitled to vote on the relevant resolution and:
 - the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on the resolution, or
 - the vote is cast by the Chairman of the meeting and the proxy form expressly authorises the Chairman to exercise the proxy and vote as the Chairman decides even though the resolution is connected directly or indirectly with the remuneration of members of the KMP.

Please read the information under the heading *Chairman of the meeting as proxy*, on page 5 which deals with the Chairman's voting of proxies on Items 3.

Voting exclusion statement applicable to resolution 4:

The Company will disregard any votes cast in favour for Resolution 4 by or on behalf of Mr Roger Smeed (and/or his nominee) or an associate of Mr Smeed.

Notwithstanding the above:

- (i) the Chairman may cast a proxy where the proxy specifies in writing how the Chairman is to vote; and
- (ii) the Chairman is permitted to vote undirected proxies where the shareholder expressly authorises the Chairman to exercise the proxy.

Accordingly, if you have appointed the Chairman (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chairman to exercise the proxy in respect of the above Resolutions notwithstanding that the Chairman may benefit.

Voting exclusion statement applicable to resolution 5:

The Company will disregard any votes cast in favour for Resolution 5 by a person who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Resolution is passed, and any person associated with those persons. However, the

Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Important note: The proposed allottees of any Equity Securities under the 10% Placement Capacity are not as yet known or identified. In these circumstances, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as in the case in respect of any Equity Securities issued under the 10% Placement Capacity the subject of this Resolution 5), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Voting by proxy

A shareholder, who is entitled to attend and vote at the AGM of the Company on 24 November 2020, may appoint a proxy to attend and vote for the shareholder at the meeting. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

If a shareholder is entitled to cast two or more votes, they may appoint up to two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If you require an additional proxy form, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). If a shareholder does not specify the percentage or number of votes each proxy may exercise, then each proxy may exercise half the shareholder's votes. Fractions of votes will be disregarded.

If a shareholder wishes to appoint an individual or body corporate as a proxy, please complete and return the proxy form distributed with this Notice of Meeting. For an appointment of a proxy to be effective, the Company must receive the proxy form, duly completed and signed, by no later than 10:00am (Melbourne time) on Sunday, 22 November 2020 and if signed by the shareholder's attorney, the authority under which the proxy form is signed or a certified copy of the authority.

A shareholder may lodge a proxy form with the Company by doing one of the following:

- lodge online at www.investorvote.com.au by **10am (ADST) on Sunday, 22 November 2020**. To use this facility, you will need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). This information is located on the front of your Shareholder letter, which is your Personal Identification Number (PIN) to verify the transmission. You will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website; or
- faxing it to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside of Australia); or
- posting it by using the reply-paid envelope to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia; or
- delivering it to: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the 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 the direction. If a proxy is not entitled to vote on an item of business, the proxy may vote as he or she thinks fit. If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.

Chairman of the meeting as proxy

If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed by default and you do not direct your proxy how to vote on the proposed resolutions set out in this notice, then by completing and submitting the proxy form you will be expressly authorising the Chairman of the meeting to exercise the proxy and vote as the Chairman decides on the proposed resolutions (even though the resolutions proposed in Items 3 and 5 are connected directly or indirectly with the remuneration of members of the Key Management Personnel ("KMP") and the Chairman is a member of the KMP).

The Chairman of the meeting intends to vote, as your proxy, in favour of each item of business. If:

- you appoint someone other than the Chairman of the meeting as your proxy and direct them how to vote on the proposed resolutions; and
- your nominated proxy does not attend the meeting, or does not vote on your behalf on the proposed resolutions,

then the Chairman of the meeting will cast your votes on a poll as directed (where permissible).

Other key management personnel as proxy

If you appoint a director (other than the Chairman of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct them how to vote on Item 3 by marking the appropriate boxes. If you do not do so, your proxy will not be permitted to vote on your behalf on Items 3.

Corporate representatives

A body corporate appointed as a proxy will need to appoint a representative to exercise the powers that body corporate may exercise as the member's proxy pursuant to section 250D of the Corporations Act. If a representative of a corporate member or proxy is to attend the meeting, a certificate of appointment of the representative must be produced prior to admission to the meeting.

The form of a certificate of appointment can be obtained from the Share Registry of the Company, Computershare Investor Services Pty Ltd by visiting www.investorcentre.com under the help tab, 'Printable Forms'.

Participating at the Meeting

You will be able to participate in the Meeting online using your computer, your mobile phone or device. If you are using your computer, you can participate in the Meeting by entering this link in your browser: <https://web.lumiagm.com/391050168>.

You can also participate in the Meeting using your mobile phone or device by downloading the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Further information about how to log in to the Lumi platform or the Lumi AGM app, to register for the Meeting, and to participate in the Meeting as a Shareholder is available in the Virtual AGM Online Guide, which you can access online on the Millennium Services Group website at www.millenniumsg.com/millennium-annual-general-meeting

EXPLANATORY NOTES TO SHAREHOLDERS

These Explanatory Notes have been prepared with a view to providing the shareholders of MIL with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company to be held on 24 November 2020.

All shareholders should read this explanatory statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

Item 1 – Consolidated Financial Statements and Results

The *Corporations Act 2001 (Cth)* ('**Corporations Act**') requires the financial report (which includes financial statements, notes to the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the AGM.

There is no requirement either in the Corporations Act or the Constitution of the Company for shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders will, however, be given a reasonable opportunity to ask questions and make comments on these reports, and on the operations and management of MIL.

Shareholders will have a reasonable opportunity at the AGM to ask questions about or make comments on the reports and on the business, operations and management of the Company.

By law, the Auditor (Moore Australia) is required to attend the AGM. Prior to the AGM, Shareholders who are entitled to cast a vote at the AGM may forward written questions to the Auditor for response

by the Auditor at the AGM if such questions are relevant to:

- the content of the Auditor's Report; or
- the conduct of the audit of the Financial Report.

All such written questions for the Auditor must be submitted to the Company by no later than **5:00pm on 20 November 2019** (pursuant to section 250PA of the Corporations Act).

The Company is required by section 250PA(3) of the Corporations Act to forward all such written questions to the Auditor, and the Auditor will prepare a list of questions that the Auditor considers to be relevant to the content of the Auditor's Report and the conduct of the audit of the Financial Report. The Auditor may omit questions that are the same in substance as other questions and questions that are not received in a timely manner. At the AGM, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. At the AGM, the Auditor will be available to take Shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting

policies adopted by the Company in relation to the preparation.

Item 2 – Re-election of Director

The Directors have nominated Royce Galea for re-election as director of the Company under clauses 62 and 63 of the Company's Constitution.

Mr Galea was appointed to the Board as an executive director in September 2018.

Mr Galea has over 30 years' experience in the cleaning industry, in particular major retail cleaning.

Mr Galea was a joint founder of the Millennium Hi-Tech Group Pty Ltd, prior to it becoming part of the Millennium Services Group Limited IPO in 2015.

Mr Galea is highly respected and is recognised as an industry leader with an exceptional reputation for delivering quality and services to Millennium's clients in Australia and New Zealand

*The Board, with Mr Galea abstaining, recommends you vote **in favour** of the re-election of Mr Galea.*

Item 3 – Remuneration Report

Shareholders will be given the opportunity to comment on and ask questions about the Remuneration Report, which is included in MIL's Annual Report 2020.

The 2020 Remuneration Report highlights the remuneration policy and structure adopted by the Board and discloses the elements of remuneration of the non-executive Directors and those senior executives required to be disclosed for the period ended 30 June 2020.

The vote on this item is advisory only and will not bind the Directors of MIL. However, the Board will take into account the feedback from shareholders in relation to remuneration strategy, including the discussion and vote on this resolution, when considering the future remuneration arrangements of the Company.

Under the Corporations Act, if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report at two consecutive annual general meetings are against the resolution, shareholders must be given the opportunity to vote on a "spill resolution" at the second meeting. This is known as the "two strikes" rule.

If you intend to appoint a proxy to vote on your behalf on the resolution for adoption of the Remuneration Report, please read the information on page 5 under the heading *Chairman of the meeting as proxy*.

*The Board recommends you vote **in favour** of this non-binding ordinary resolution.*

Item 4 – Approval of the issue of Options to the Chairman (Roger Smeed)

The Company is proposing to issue Options to Mr Roger Smeed (Chairman) as a component of his remuneration. The Board has resolved, subject to obtaining Shareholder approval, to issue a total of 1,000,000 Options to Mr Smeed on the terms and conditions set out below.

Under Section 208 of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company 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.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Options to Mr Smeed requires the Company to obtain Shareholder approval because the grant of Options to Directors constitutes giving a financial benefit, and as a Director, Mr Smeed is a related party of the Company.

The Company will not issue the Options to Mr Smeed unless Shareholder approval is granted.

In the event Shareholders do not approve the issue of the Options to Mr Smeed, no equivalent cash amount, or any other benefit, in lieu of the Options will be paid to Mr Smeed.

The offer of Options to Mr Smeed is in recognition of his work during the past financial years, including the substantial turnaround in all areas of the Company's business and despite the challenges in the second half of the financial year as a result of the Covid-19 pandemic and the uncertainty and upheaval this caused the Company.

Despite these challenges, the Company has now recovered its commercial momentum. Every Millennium staff member has contributed to this recovery and Mr Smeed has provided leadership and guidance to the Board and management during these difficult times.

During the financial year, Mr Smeed's remuneration package consisted of director's fees of \$144,000 and fees for additional services of \$100,000.

Date of Grant	If shareholder approval is obtained, the options will be granted shortly after the meeting (and in any event, will be granted within one month of this meeting in accordance with Listing Rule 10.13.5).
Number of Shares able to be issued on conversion of the Options	The number of ordinary shares that may be issued on conversion of the Options is 1,000,000. The Options will vest after the meeting concludes, once shareholder approval is granted.
Price Payable for Options	No amount will be payable by Mr Smeed in respect of the Options until exercised.
Exercise Price	Each Option gives Mr Smeed the right to acquire one ordinary share having an exercise price of \$0.20
Expiry of Options	Each Option will expire 2 years from the date of issue
Relevant Interests	Mr Smeed and his related parties currently hold 911,728 shares in the Company and nil Options.
Trading Restrictions	An Option that has Vested may not be exercised at any time when Mr Smeed would be precluded from dealing in Shares pursuant to any Applicable Laws or the Company's internal regulations for dealing in its shares, or otherwise as determined by the Board.
ASX Listing	The Company will not apply to the ASX for official quotation of the Options. The Company shall apply to the ASX for official quotation of the resultant shares of the Company issued upon exercise of the Options.

The Board, with Mr Smeed abstaining, recommends that shareholders vote **in favour** of this resolution.

Item 5 – Approval of Additional 10% Placement Capacity

ASX Listing Rule 7.1A enables an eligible entity to seek the approval of holders of its ordinary securities by special resolution at its annual general meeting to issue ordinary securities up to 10% of its issued capital through placements over a 12-month period after the date of the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the entity's 15% placement capacity without member approval under ASX Listing Rule 7.1.

An 'eligible entity' for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice of Meeting, Millennium Services Group Limited is an eligible entity.

The Company previously obtained shareholder approval at the 2019 AGM to make issues under ASX Listing Rule 7.1A, but no shares were issued under ASX Listing Rule 7.1A as a result of this approval.

Formula for calculating 10% Placement Capacity:

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-month period 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 fully paid ordinary securities on issues 12 months before the date of the issue or agreement (relevant period):
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or

- the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A 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 relevant period where the issue or agreement has not been subsequently approved the holders of ordinary securities under Listing Rule 7.4. **Minimum price:** The

minimum price at which the Shares may be issued is 75% of the volume weighted average price of Shares, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price of the shares are to be issued is agreed; or
- if the shares are not issued within 15 ASX trading days of that date, the date on which the shares are issued.

i. **Risk of dilution:** Economic and voting dilution risk to existing shareholders may result from an issue of securities under the 10% Placement Capacity including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below illustrates the impact of dilution in various scenarios.

		DILUTION		
Number of shares on issue (variable 'A' in formula) *	Dilution variable	\$0.175	\$0.35	\$0.70
		(50% decrease in market price)	(Market price on 5/10/20)	(100% increase in market price)
45,928,259 (Current)	Additional 10% shares issued	4,592,826	4,592,826	4,592,826
	Funds Raised	\$803,744	\$1,607,489	\$3,214,978
68,892,389 (50% increase)	Additional 10% shares issued	6,889,239	6,889,239	6,889,239
	Funds Raised	\$1,205,616	\$2,411,233	\$4,822,467
91,856,518 (100% increase)	Additional 10% shares issued	9,185,652	9,185,652	9,185,652
	Funds Raised	\$1,607,489	\$3,214,978	\$6,429,956

* The number of Shares on issue (variable 'A' in the formula) could increase as a result of an issue of Shares that does not require Shareholder approval (such as under a pro rata entitlement issue) or an issue of Shares with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

- The current number of shares on issue is the Shares on issue as at 5 October 2020.
- The current issue price is the closing price of the Shares on the ASX on 5 October 2020.
- The Company issues the maximum possible number of Shares under the 10% Placement Capacity.
- The table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 or under an exception under ASX Listing Rule 7.2

- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All shareholders should consider the dilution caused to their own Shareholding depending on their specific circumstances.
- The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

ii. **Date of issue:** The Shares may be issued under the 10% Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:

- the date that is 12 months after the date of this Meeting;
- The time and date of the Company's next annual general meeting; and
- the time date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.

iii. **Purpose of issue under 10% Placement Capacity:**

The Company may issue Shares under the 10% Placement Capacity for various purposes, including to raise cash as consideration for the acquisition of or investment in additional assets (including associated expenses), continued expenditure on the Company's current assets and general working capital.

iv. **Allocation under the 10% Placement Capacity:**

The allottees of the Shares to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of the Shares could consist of current Shareholders or new investors (or both). The Company will determine the allottees at the time of the issue under the

10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Shares on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisors (if applicable).

- v. **Voting exclusion:** A voting exclusion statement applies to this Resolution 5 and is set out in the Notice of Meeting. At the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in the issue of Shares under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's vote will be excluded under the voting exclusion in the Notice of Meeting.

*The Board recommends that Shareholders vote **in favour** of Resolution 5.*