

26 October 2020

Notice of Annual General Meeting and Proxy Form

Attached are the following documents in relation to the Company's Annual General Meeting:

- Notice of Annual General Meeting; and
- Proxy Form

Approved for release on behalf of the Board by:



Lee Mitchell
Company Secretary
Bluechiip Limited
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Notice of 2020 Annual General Meeting

Friday, 27 November 2020 at 10.00am AEDT

as a **virtual meeting**

online at

https://us02web.zoom.us/webinar/register/WN_GiKvbz4UQr-rKNn3OcsaPA

Notice is given that the 2020 Annual General Meeting (**Meeting** or **AGM**) of the members of Bluechiip Limited (**Bluechiip** or **Company**) will be held at the time and location, and to conduct the business, specified below:

Date: Friday, 27 November 2020

Time: 10.00am (Melbourne time)

Location: Due to Government restrictions the meeting will be held as a **virtual meeting** with no Shareholders physically able to attend (please refer to the explanatory notes for further details)

https://us02web.zoom.us/webinar/register/WN_GiKvbz4UQr-rKNn3OcsaPA

The Notes and Explanatory Statement which accompany, and form part of, this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

Voting Information due to COVID-19 safety precautions

Virtual Meeting Only

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2020 AGM as a virtual meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer..

In the interest of protecting the health of our shareholders and to comply with government regulations, shareholders will not be able to attend a physical meeting but may pre-register for access to attend the virtual Meeting. If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_GiKvbz4UQr-rKNn3OcsaPA

After registering, you will receive a confirmation containing information on how to attend the virtual Meeting on the day of the AGM.

Shareholders will be able to vote and ask questions at the virtual Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Lee Mitchell, Company Secretary at leem@nrlawyers.com.au at least 5 business days before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

It is recommended that Shareholders wishing to attend the Meeting login from 9:45pm on 27 November 2020.

The Online Meeting Guide attached as Annexure A includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the Meeting.

Voting by proxy

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

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

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

Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to leem@nrlawyers.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 10:00am (AEDT) on Friday, 20 November 2020.

Questions will be collated, and during the Meeting, the Chairman of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting via the online meeting platform.

Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Notice is hereby given that an Annual General Meeting of Shareholders of Bluechip Limited ACN 104 795 922 will be held at 10:00am (AEDT) on 27 November 2020 as a virtual meeting (**Meeting or AGM**).

Items of Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020.

Note: No resolution will be required to be passed on this matter.

2 Resolution 1 - Remuneration Report

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

"That the Company adopts the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2020."

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

3 Resolution 2 - Re-election of Director (Mr. Andrew Cox)

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

"That Mr. Andrew Cox, a Director retiring by rotation in accordance with the Company's constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Note: Biographical details for Mr Cox are set out in the attached Explanatory Statement.

4 Resolution 3 - Approval of Additional 10% Placement Capacity

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, the shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

VOTING EXCLUSIONS

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 1 – Adoption of the Remuneration Report	<p>A vote cast on Resolution 1 (Remuneration Report) must not be cast (in any capacity, whether as proxy or shareholder) by or on behalf of the following:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel (being those persons described as Key Management Personnel in the Company's Remuneration Report and including all Directors whose remuneration details are included in the Remuneration Report) (KMP); or(b) a Closely Related Party (as defined in the Corporations Act) of such a member. <p>However, a person described above may cast, and the Company need not disregard, a vote on Resolution 1 if:</p> <ul style="list-style-type: none">• the person does so under a written proxy that specifies how the proxy is to vote on the resolution; or• the person is the Chair and has been appointed as proxy (expressly or by default) without being directed how to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP; and <p>in either case, the vote is not cast on behalf of a person described in (a) or (b) above.</p>

By order of the Board



Lee Mitchell
Company Secretary

Date: 23 October 2020

NOTES REGARDING PROXIES AND VOTING

Voting entitlement

Due to COVID-19 Government restrictions shareholders are not able to attend the Meeting in person and will need to attend the Meeting virtually. The Board has determined in accordance with regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the Meeting, the shares held by each shareholder will be as they appear on the Company's share register at 7.00pm (AEDT) on **Wednesday, 25 November 2020**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

Proxies

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies, who need not be shareholders of the Company. If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.

Where more than one proxy is appointed, neither proxy may vote on a show of hands, however both proxies will be entitled to vote on a poll (subject to any voting exclusion). Each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Appointment of the Chair or other Key Management Personnel as your proxy

The Corporations Act places certain restrictions on the ability of Key Management Personnel (KMP) and their Closely Related Parties to vote on resolutions connected directly or indirectly with the remuneration of the Company's KMP.

The Remuneration Report identifies the Company's KMP for the financial year to 30 June 2020 in the Company's Annual Report which is available on the "Annual Report" section of the Company's website: <https://www.bluechiip.com/>.

If you appoint the Chairman as your proxy and do not direct him how to vote, you are providing authorisation for the Chairman to cast your undirected proxy on all proposed Resolutions. This express authorisation acknowledges that the Chairman may exercise your proxy in relation to Resolution 1 even though the Chairman may have an interest in the outcome of this Resolution, since it relates to the remuneration of a member of the KMP.

Votes cast by the Chairman on Resolution 1 (other than as an authorised proxy holder) will be disregarded because of his interest (or potential interest) in the outcome of the Resolution.

How the Chair will vote undirected proxies

The Chair intends to vote any available undirected proxy in favour of all resolutions including Resolution 1 (Remuneration Report).

Key Management Personnel and their Closely Related Parties cannot vote undirected proxies

Any undirected proxy given to a Key Management Personnel or their Closely Related Parties, other than the Chair, will not be voted on Resolution 1 (Remuneration Report). To allow such a proxy to vote on this Resolution, shareholders must specify how the proxy should vote by ticking 'For', 'Against' or 'Abstain' opposite that Resolution on the proxy form.

A proxy appointment form is enclosed with this Notice of Meeting. For the appointment of a proxy to be valid, the following documents must be received either at the Company's registered office or at the Company's share registry, Automic, **at least 48 hours prior to the Meeting** or any adjournment of the Meeting:

- (a) the proxy appointment form; and
- (b) if the proxy appointment form is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.

The documents must be received by the Company at the address set out below by no later than 10.00am (AEDT) on 25 November 2020. Proxy forms received after that time will not be valid for the scheduled Meeting.

Voting by Attorney

A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the Annual General Meeting. An original or certified copy of the power of attorney must be received at an address given above at least 48 hours before the commencement of the Annual General Meeting.

Corporate Representatives

To vote at the Annual General Meeting, a corporation which is a shareholder, or which has been appointed as a proxy by a shareholder, may appoint a person to act as its representative. The appointment of a representative must comply with section 250D of the *Corporations Act*. Evidence of the appointment must be brought to the Annual General Meeting together with any authority under which it is signed. A pro forma 'Certificate of Appointment of Corporate Representative' may be obtained from the Company's Share Registry, Automic.

Voting Procedure Generally

Each shareholder present in person or by proxy, attorney or corporate representative has one vote on a show of hands and one vote for each fully paid share held on a poll (subject to any voting exclusion referred to earlier).

Jointly Held Shares

If shares are jointly held, only one of the shareholders can vote. If more than one joint shareholder votes, only the vote of the shareholder whose name appears first on the register of shareholders will be counted.

EXPLANATORY STATEMENT

1 Important Notices

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting), is to provide shareholders with an explanation of the business of the Meeting and to assist shareholders in deciding how they may wish to vote on the Resolutions set out in the Notice of Meeting. The Meeting will be held as a virtual meeting.

All resolutions other than Resolution 3 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution 3 is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or corporate representative).

This Explanatory Statement is an important document and should be read carefully by all shareholders before making a decision on the following.

2 Financial Statements and Reports

The Corporations Act requires the Company to formally lay its annual financial report and the reports of the directors and auditor for the financial year ended 30 June 2020 before the Annual General Meeting.

No resolution is required for this item, but shareholders attending the Annual General Meeting will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the Meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, the Annual Report can be viewed, printed and downloaded from the Company's website <https://www.bluechiip.com/>.

Shareholders eligible to vote at the Meeting may also submit written questions to the auditor in accordance with the Corporations Act by no later than the fifth business day before the date of the Meeting. Each of these written questions, if any, will be answered by the auditor at the Meeting, provided the question is relevant to:

- the conduct of the audit of the Financial Report;
- the content of the Independent Auditor's Report
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and

- Independence of the auditor in relation to the conduct of the audit.

A list of the written questions to be answered by the auditor at the Meeting, if any, will be prepared by the auditor and made available at the start of the Meeting.

3 RESOLUTION 1: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2020 appears on pages 20-30 (inclusive) of the Company's 2020 Annual Report. The Remuneration Report sets out the policy for the remuneration of the Directors and Key Management Personnel of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company. Notwithstanding the 'advisory' status of the vote on the Remuneration Report, the Directors will take the outcome of the vote into account when considering and setting the Company's remuneration policy.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Voting: Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting

4 RESOLUTION 2: Re-election of Director (Mr Andrew Cox)

Under the Constitution, one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors, are required to retire by rotation and submit themselves for re-election. ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Andrew Cox will retire by rotation and being eligible, is submitting himself for re-election at the Meeting.

Qualifications: MBA, B Commerce (MELB), ICA

Term and role: Appointed to the Board on 26 July 2017 Andrew has served as non-executive director and Chairman of the Audit Committee.

Independence: Having had regard to the ASX Corporate Governance Principles and Recommendations, the Directors consider that Andrew Cox is an independent director

Experience: Andrew is a finance professional with experience in emerging and international markets. Andrew was a co-founder and former chairman of private equity-funded media/ technology business Inlink (sold to ASX-listed oOh! Media Ltd in 2015), and is a co-founder of Rezex Timber Pty Ltd and iPro Pty Ltd. Andrew began his career with KPMG in Melbourne before moving to China and Hong Kong, where he spent seven years with SG Warburg, the Australian Trade Commission and Ernst & Young. He is a member of the Translation and Commercialisation Committee of the Murdoch Children's

Research Institute and is fluent in Mandarin Chinese. Andrew holds a Bachelor of Commerce from the University of Melbourne and an MBA from the International Institute for Management Development (Lausanne, Switzerland). He is also a member of the Australian Institute of Chartered Accountants (ICA) and is a graduate of the Australian Institute of Company Directors.

The Directors (other than Andrew Cox because of his interest) recommend that shareholders vote in favour of Resolution 2.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 2.

5 RESOLUTION 3 - Approval of proposed Additional 10% Placement Capacity

5.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. However, Listing Rule 7.1A enables eligible entities to increase this 15% limit by a further 10% of its issued share capital through placements over a 12-month period following the annual general meeting (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's existing 15% placement capacity available under Listing Rule 7.1.

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

The Company now seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional 10% Placement Capacity for a further 12 months. If Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval as set out in Listing Rule 7.1.

The exact number of equity securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

5.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue equity securities under Listing Rule 7.1A is subject to Shareholder approval by way of special resolution at the Annual General Meeting.

Approval cannot be sought at any other Shareholder's meeting and equity securities issued under the approval (if obtained) must be

issued within 12 months after the date of the Annual General Meeting. No equity securities can be issued under Listing Rule 7.1A before the special resolution is passed.

The issue of securities under this rule cannot be subsequently approved by security holders and then be treated as if the issue had received prior approval.

(b) equity securities

Any equity securities issued under the Additional 10% Placement Capacity 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 only one class of quoted equity securities being fully paid ordinary shares (Shares).

(c) Formula for calculating Additional 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:

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

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid Shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (D) less the number of fully paid Shares cancelled in the 12 months.
- 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 to issue that are not issued under Listing Rule 7.1 or with the subsequent approval of shareholders under Listing Rule 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

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.

The Company has on issue 593,047,647 Shares and therefore has a capacity to issue (assuming Resolution 3 is passed):

- (i) 88,957,147 equity securities under Listing Rule 7.1; and
- (ii) subject to obtaining shareholder approval under Resolution 3, 59,304,765 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (e)(i) above, the date on which the equity securities are issued.

(f) Additional Placement Period

Shareholder approval of the Additional 10% Placement Capacity 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 earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained
- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the 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,

together, **Additional Placement Period**.

5.3 Effect of approving Resolution 3

The effect of Resolution 3 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the Additional Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval as set out in Listing Rule 7.1.

Resolution 3 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).

5.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional 10% Placement Capacity as follows:

- (a) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 3 is approved and the Company issues equity securities under the Additional 10% Placement Capacity, 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 the equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's Shares on the for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The below table shows the potential dilution of existing shareholders on the basis of the current closing market price of Shares as at 13 October 2020 and the current number of ordinary shares on issue at the date of this Notice used for variable A for the purposes of Listing Rule 7.1A.

The table also shows:

- (a) 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, share purchase plan 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
- (b) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in issue price	\$0.06 Issue Price	\$0.12 100% increase in current issue price
Current Variable A 593,047,647 Shares	10% Voting Dilution	59,304,765 Shares	59,304,765 Shares	59,304,765 Shares
	Funds Raised	\$1,779,143	\$3,558,286	\$7,116,572
50% increase in Variable A 889,571,470 Shares	10% Voting Dilution	88,957,147 Shares	88,957,147 Shares	88,957,147 Shares
	Funds Raised	\$2,668,714	\$5,337,428	\$10,674,857
100% increase in Variable A 1,186,095,294 Shares	10% Voting Dilution	118,609,529 Shares	118,609,529 Shares	118,609,529 Shares
	Funds Raised	\$3,558,286	\$7,116,571	\$14,233,143

In formulating the information contained in the above table, the following assumptions have been made:

- (i) The Company issues the maximum number of equity securities available under the Additional 10% Placement Capacity;
- (ii) No performance rights already on issue are exercised into Shares before the date of the issue of the Shares;
- (iii) The table does not show an example of dilution that will be caused to a particular shareholder by reason of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the AGM;
- (iv) The voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue and thus is 10% in each example;
- (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 or under any of the exceptions to Listing Rule 7.1 and assumes Resolution 3 is approved; and
- (vi) The issue price of the Shares is \$0.06, being the closing price of the Shares on ASX on 13 October 2020.

- (e) The Company will only issue and allot the equity securities during the Additional Placement Period. The approval under Resolution 3 for the issue of the Shares will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (f) any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue. As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A Additional Placement Period. However, if Shareholders approve this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company
- considers that the funds may be used for the following purposes:
- (i) building the required inventory levels to meet sales demand;
- (ii) global sales, marketing and business development activities;
- (iii) for general corporate purposes, including working capital requirements;
- (iv) to acquire assets including acquisition (full or part) of asset purchases or equity holdings, either in current part owned holdings or new acquisitions and
- (v) activities which allow the company to pursue other market applications for the bluechiip® technology.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 2.7 upon issue of any equity securities.

- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Capacity. The time frame over the 12-month period which the Company expects to make placements under the Resolution 3 approval therefore cannot yet be accurately determined.
- (i) As at the date of the Notice the Company has not formed an intention to issue securities under a placement pursuant to Listing Rule 7.1A to any particular party. The Company may approach existing Shareholders, a class or group of existing Shareholders, or new investors who have not previously been Shareholders to participate in a placement of equity securities.
- (j) When determining to issue the 10% Placement Capacity securities and the identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the following 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 existing security holders can participate;
 - (ii) the effect of the issue of the equity securities 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).
- The allottees under the Additional 10% Placement Capacity 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.
- If Resolution 3 is approved by Shareholders, the Company may issue equity securities under the 10% Placement Capacity during the 10% Placement Period, as and when the circumstances of the Company require.
- (i) For the purposes of Listing Rule 7.3A.6 the Company confirms that no securities were issued or agreed to be issued under LR 7.1A.2 in the 12 months prior to 27 November 2020.

5.5 Board recommendation:

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution 3.

The Chairman of the meeting intends to vote all available undirected proxies in favour of Resolution 3.

Annexure A – Online Meeting Guide

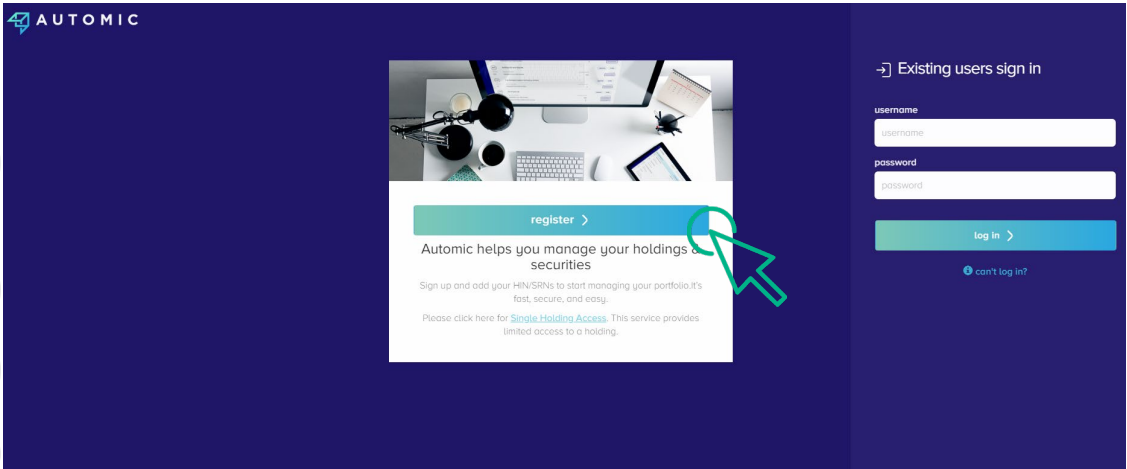
For personal use only

For personal use only

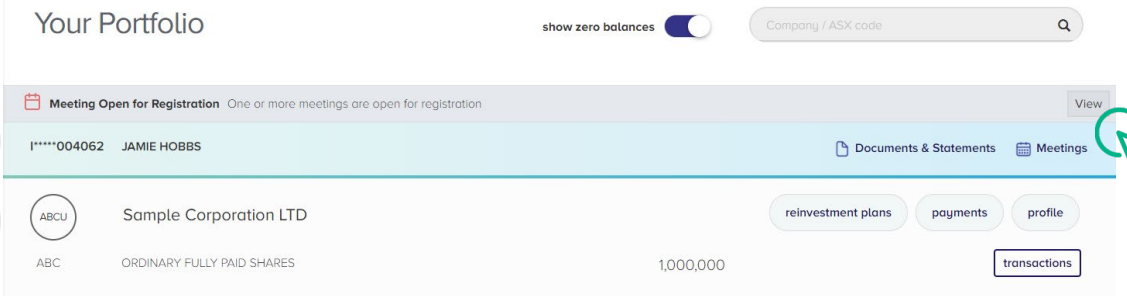
Virtual Meeting Registration and Voting

REGISTRATION

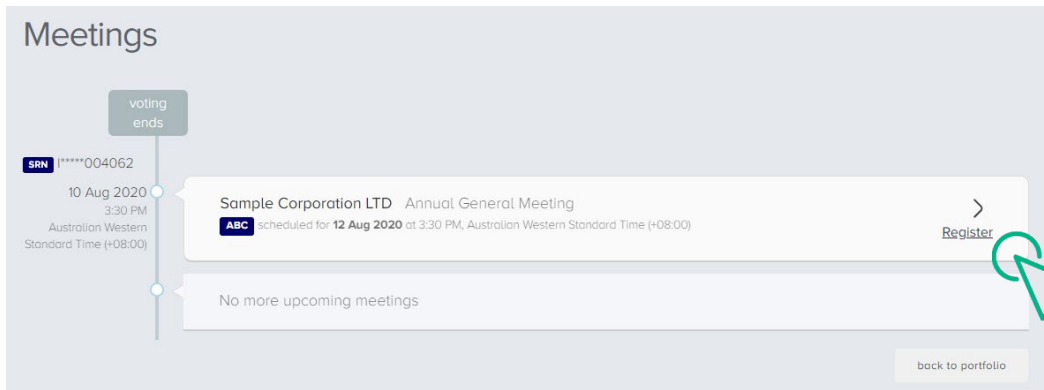
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.



- Click on “register” to register your attendance for the meeting.



REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

Registration

Sample Corporation LTD - Annual General Meeting

Registration Complete

Registration - Step 1 of 2

Will you be registering to vote?

If you have already lodged a Proxy Form and wish for your proxy vote to stand, please select "NO, I will not be voting"
If you have lodged a Proxy Form and wish to amend your vote, please select "YES, I would like to vote"

☒ YES, I would like to vote
☐ NO, I will not be voting

next

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

Registration

Sample Corporation LTD - Annual General Meeting

Registration Complete

Complete - Step 2 of 2

☒ Registration Complete!

The voting is not open yet. Refresh this page or come back here later.

Refresh

You can join the meeting online using the following link

<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbjYyZjNkd2xVWXdlMGgwZz09>

VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Registration Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link
<https://us02web.zoom.us/j/84986335645?pwd=QTFUUGhjbUyZlNQd2xVWXdlMGgwZz09>

Resolutions
You must vote on all resolutions, except for those marked as withdrawn.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

Confirmation
Please review and confirm.

1	Remuneration Report	for	against	abstain
2	Re-Election of Mr Robert Smith as Director	for	against	abstain

☒ **Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the **confirm** button.
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

prev confirm

VOTING COMPLETE

- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Poll

Review

Complete

Complete - Step 3 of 3

Complete

You have successfully submitted your vote.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFF0TTdGTEhGSENIbUN5NzF3bJlUQT09>

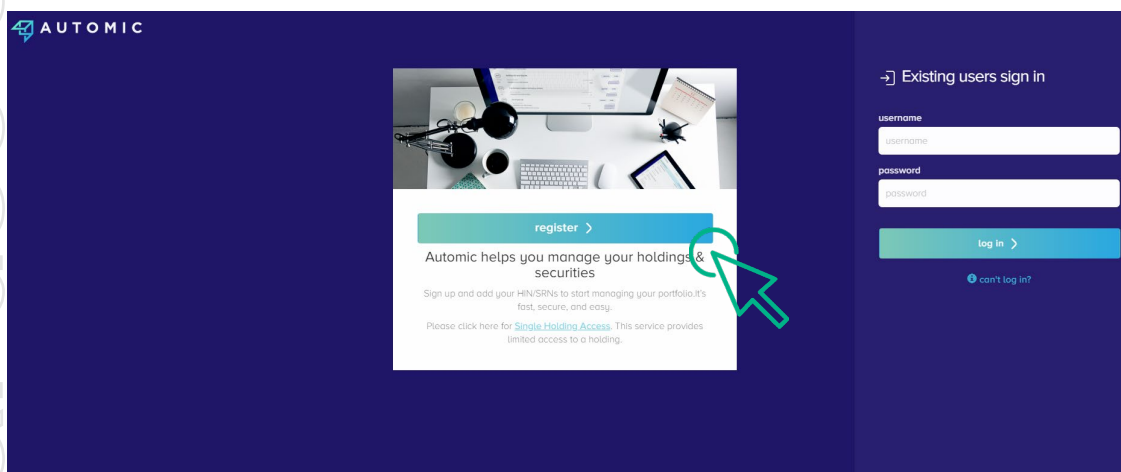
For personal use only

Online Proxy Lodgment

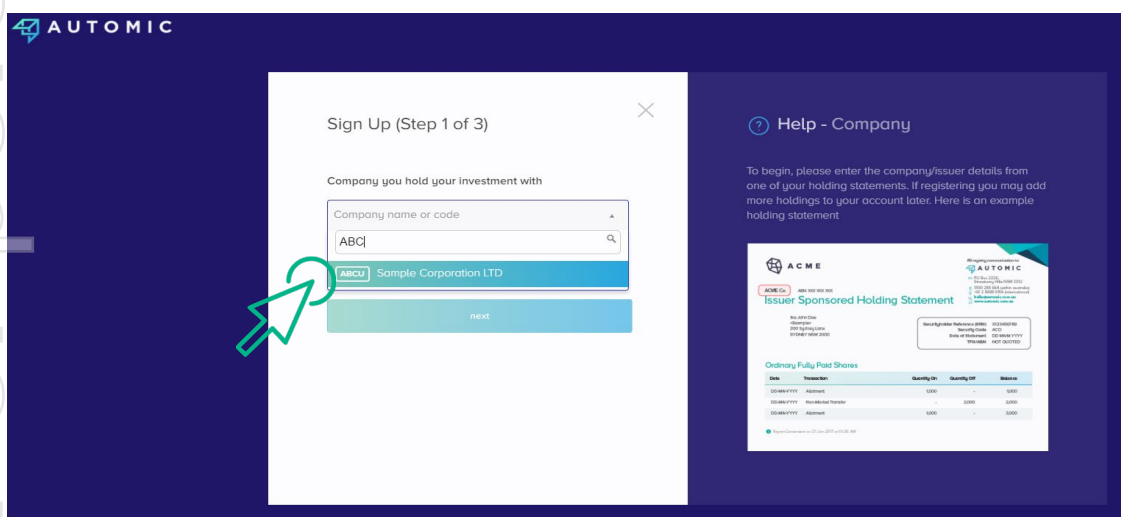
REGISTER

Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in” and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.

AUTOMIC

Sign Up (Step 1 of 3)

Company you hold your investment with
Sample Corporation LTD

Holder Number (HIN/SRN)
11000000

Country
Australia

Postcode
6000

[change country](#)

☒ I'm not a robot

[next](#)

Help - Recaptcha

Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.

Sign Up (Step 2 of 3)

Email
sample@email.com.au

Confirm Email
sample@email.com.au

Username
Sample Username

password
.....

confirm password
confirm password

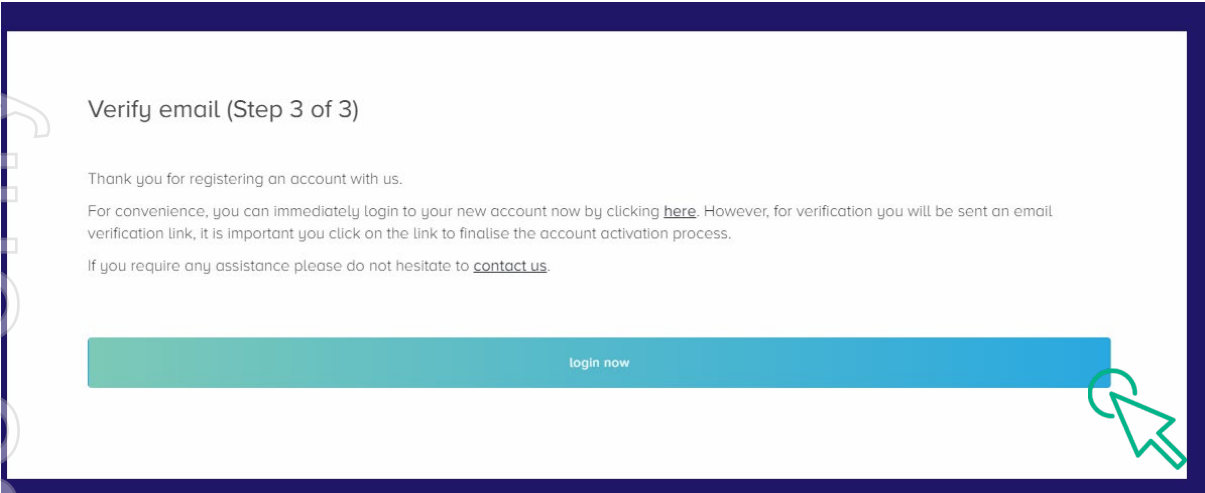
Passwords do not match!

[sign up](#)

Please confirm your password

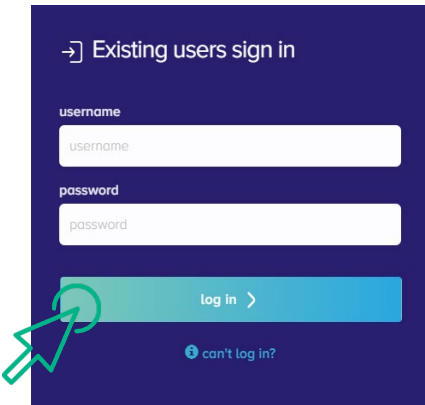
LOG IN

- On the next screen simply select “login now”.

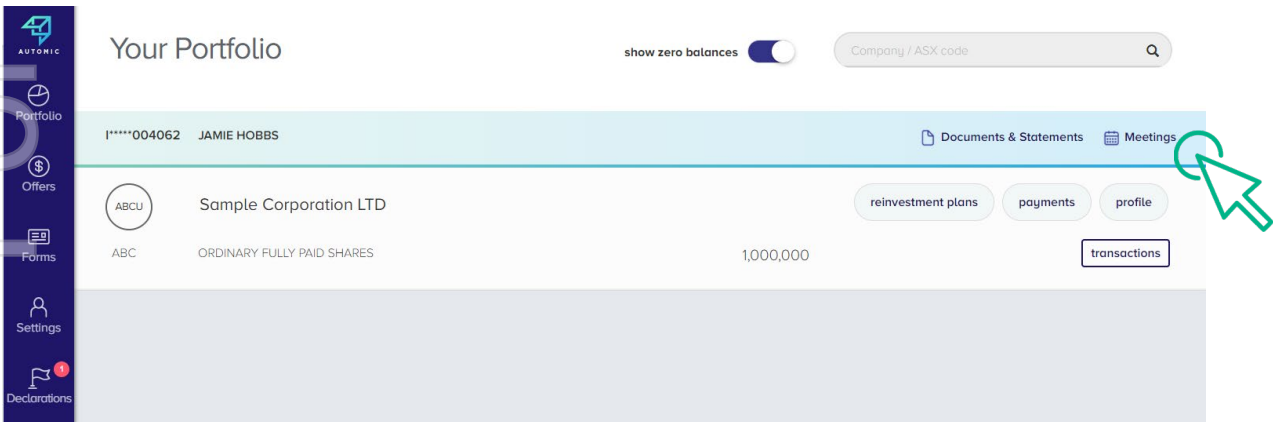


Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

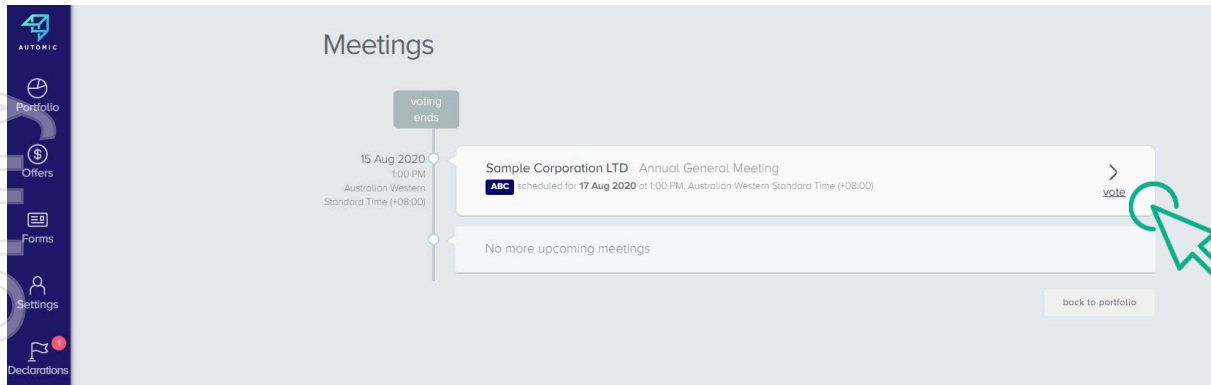


- Select “Meetings”.

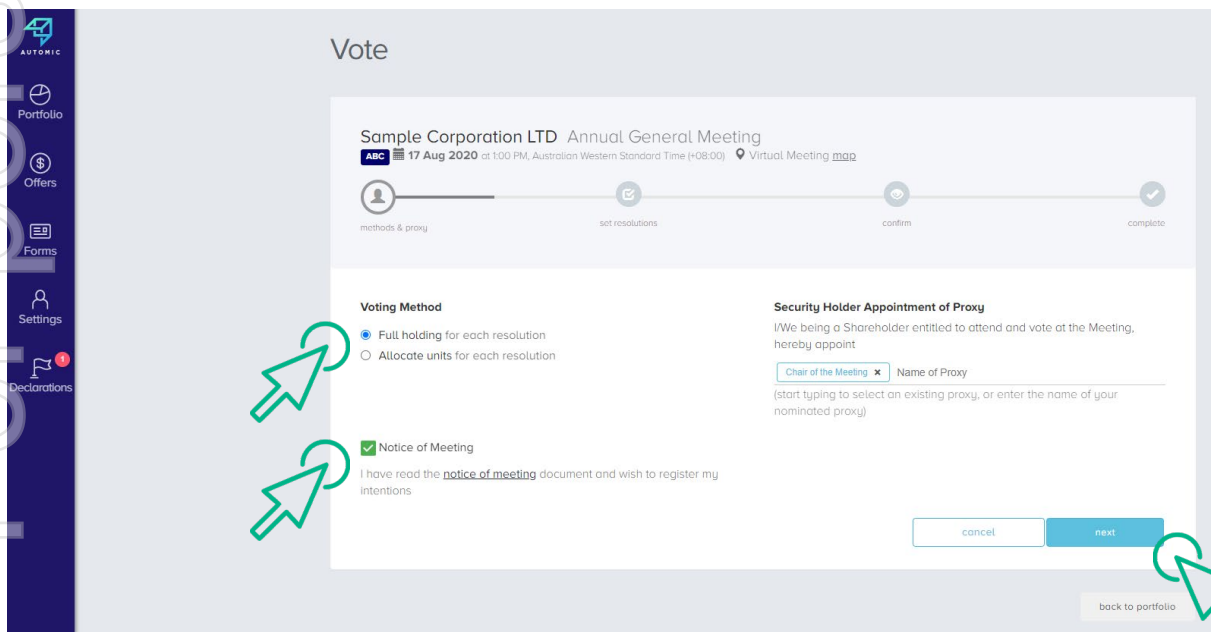


VOTING

- Select “Vote”.



- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.



VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress bar: methods & proxy, set resolutions, confirm, complete

Please note that you must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary".
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Please note You must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select 'Discretionary'

Resolutions

1 Remuneration Report

2 Re-Election of Mr Robert Smith as Director

for against abstain discretionary

prev next

back to portfolio

- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress bar: methods & proxy, set resolutions, confirm, complete

Confirmation of Resolutions

1 Remuneration Report

2 Re-Election of Mr Robert Smith as Director

for

prev save

back to portfolio

VOTING COMPLETE

- Your voting is complete.

Vote

Sample Corporation LTD Annual General Meeting

ABC

17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00)

Virtual Meeting [map](#)

methods & proxy

set resolutions

confirm

complete

Voting Complete!

prev

done

back to portfolio

Proxy Voting Form

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

[HolderNumber]

Holder Number:
[HolderNumber]

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 25 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/loginsah>
or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Keu Management Personnel, which includes the Chair.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.



STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director (Mr. Andrew Cox)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 – Signatures and contact details

[illegible]

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

[HolderNumber] BCT

[HolderNumber]