



WOOBOARD TECHNOLOGIES LIMITED (ASX: WOO)

ASX Announcement

25 February 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING AND PROXY FORM

In accordance with ASX Listing Rule 3.17, Wooboard Technologies Limited (**WOO** or the **Company**) attaches the following documents:

1. Letter to Shareholders regarding arrangements for Extraordinary General Meeting as despatched to Shareholders in lieu of Notice of Meeting;
2. Notice of Extraordinary General Meeting; and
3. Proxy Form

-ENDS -

This announcement was authorised for release by the Company Secretary of Wooboard Technologies Ltd.

For further information, please contact:

Company Enquiries

Josh Quinn, Company Secretary
Wooboard Technologies Ltd
josh@wooboard.com

Media Enquiries

refind-media@mcpartners.com.au

About Wooboard

WOOBOARD TECHNOLOGIES (ASX:WOO) is an Australian-based software-as-a-service solutions company that is revolutionising employee peer recognition as well as how customer loyalty and employee incentives are created, rewarded and managed. Our employee experience technology platform, Wooboard, uses a gamified, social cloud-based platform to allow employees to send recognition and share updates instantly.

For personal use only

25 February 2021

Your Voting Access Code is:

Dear Shareholder

Extraordinary General Meeting – WooBoard Technologies Limited

As part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*. These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained within this letter.

Meeting date and location:

An Extraordinary General Meeting (**EGM**) of WooBoard Technologies Limited (**WooBoard** or the **Company**) will be held on **Tuesday, 30 March 2021** at **11.00 am (AEDT)** at **MLC Centre, Level 57, 19-29 Martin Place, Sydney NSW 2000**.

Access the meeting documents and lodge your proxy online:

Access the meeting documents and lodge you vote online at <https://www.votingonline.com.au/woogm2021> using the Voting Access Code at the top of this letter. Proxy forms must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday, 28 March 2021**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

If you have any queries in relation to this letter, please contact the Company's Share Registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Yours Sincerely



Rumi Guzder
Chairman
WooBoard Technologies Limited

WOOBOARD TECHNOLOGIES LIMITED

ACN 600 717 539

NOTICE OF GENERAL MEETING

TIME: 11.00 am (AEDT)

DATE: Tuesday, 30 March 2021

PLACE: MLC Centre, Level 57, 19-29 Martin Place, Sydney NSW 2000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Joshua Quinn on 02 9236 7229.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that a General Meeting of Shareholders of WooBoard Technologies Limited (**Company**) will be held at MLC Centre, Level 57, 19-29 Martin Place, Sydney NSW 2000 on Tuesday, 30 March 2021, at 11.00 am (AEDT).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the various matters to be considered. The Proxy Form also forms part of this Notice of Meeting.

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 pm on Sunday, 28 March 2021 (AEDT).

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form and return by the time, and in accordance with the instructions, set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance

with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

A Proxy Form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority.

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

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to Chair in certain circumstances

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

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

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

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

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

CORPORATE REPRESENTATIVES

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

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

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BUSINESS OF THE MEETING

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the prior issue of 605,540,681 Shares at an issue price of \$0.003 to sophisticated and professional investors which raised \$1,816,622 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any person who participated in the issue of Tranche 1 Placement Shares or is a counterparty to the issue being approved, (except a benefit solely by reason of being a Shareholder) and any of their Associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

2. RESOLUTION 2: APPROVAL FOR THE ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 727,792,666 Shares at an issue price of \$0.003 to sophisticated and professional investors, raising \$2,183,378 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of a person who is expected to participate in or who will obtain a material benefit as a result of the proposed issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

- For personal use only
- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
 - (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
 - (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

3. RESOLUTION 3: APPROVAL FOR ISSUE OF SHARES TO MR RUMI GUZDER

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 33,333,333 Shares at an issue price of \$0.003 to Mr Rumi Guzder, raising \$100,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of Mr Guzder and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

4. RESOLUTION 4: APPROVAL FOR ISSUE OF SHARES TO MR WESLEY CULLEY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 16,666,667 Shares at an issue price of \$0.003 to Mr Wesley Culley, raising \$50,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Culley and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

5. RESOLUTION 5: APPROVAL FOR ISSUE OF SHARES TO MR JOSHUA QUINN

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 16,666,667 Shares at an issue price of \$0.003 to Mr Joshua Quinn, raising \$50,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Mr Quinn and any other person who will obtain a material benefit as a result of the issue of Securities (except a benefit solely by reason of being a Shareholder) and any of their associates.

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

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

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

6. RESOLUTION 6: APPROVAL TO AMEND THE CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be amended in the manner summarised in this Explanatory Statement with effect from the date this Resolution is passed."

DATED: 25 FEBRUARY 2021



**BY ORDER OF THE BOARD
JOSHUA QUINN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

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

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

1.1 Background

On 17 February 2021, the Company issued 605,540,681 Shares at an issue price of \$0.003 to sophisticated and professional investors (**Tranche 1 Placement Shares**), raising \$1,816,622. This is the first tranche of a two tranche capital raise strategy.

363,324,409 of the 605,540,681 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1. The remaining 242,216,272 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1A. This means all Tranche 1 Placement Shares have been issued to participants under the Company's existing 15% placement capacity and its additional 10% placement capacity.

1.2 Approval sought under ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A enables eligible companies to seek shareholder approval by special resolution passed at an annual general meeting to give that eligible company the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital without using the entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1. A special resolution granting the Company that additional 10% placement capacity was passed at its annual general meeting held on 12 January 2021.

ASX Listing Rule 7.4 permits the issue of Securities made under ASX Listing Rule 7.1 and ASX Listing Rule 7.4 to be ratified by shareholders. If shareholders ratify the issue of Securities under ASX Listing Rule 7.1 and ASX Listing Rule 7.4 then that issue of Securities will not reduce the company's 15% placement capacity or additional 10% placement capacity.

Accordingly, Shareholder approval is sought to ratify the issue of:

- (a) 363,324,409 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1's 15% placement capacity; and
- (b) 242,216,272 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1A's additional 10% placement capacity.

If this Resolution is passed, the Tranche 1 Placement Shares will not be counted as reducing the number of Equity Securities which the Company can issue under its ASX Listing Rule 7.1 or ASX Listing Rule 7.1A placement capacity. This will allow the Company flexibility in the future.

1.3 Information required by ASX Listing Rule 7.5

Person(s) to whom the Securities are to be issued	Sophisticated and professional investors who are not Related Parties of the Company
Number and class of securities	605,540,681 fully paid ordinary shares i.e. the Tranche 1 Placement Shares,
Issue date	17 February 2021
Issue price	\$0.003 per Tranche 1 Placement Share.
Terms of Securities	Tranche 1 Placement Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$1,816,622 will be received by the Company for the issue of Tranche 1 Placement Shares. These funds will be applied towards strengthening the Company's balance sheet to give its auditors and trial clients comfort in the longevity and sustainability of the Company.

1.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2: APPROVAL OF THE ISSUE OF TRANCHE 2 PLACEMENT SHARES

2.1 Background

On 11 February 2021 the Company announced its two tranche capital raise strategy. Details of the first tranche are set out in section 1. As a part of the second tranche, the Company proposes to issue, subject to Shareholder approval, up to 727,792,666 Shares at an issue price of \$0.003 to sophisticated and professional investors (**Tranche 2 Placement Shares**). The successful placement of all Tranche 2 Placement Shares will raise \$2,188,378.

2.2 Approval for the purposes of ASX Listing Rule 7.1 is sought

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period i.e. the Company's 15% placement capacity.

Accordingly, Shareholder approval is sought to approve the issue of the Tranche 2 Placement Shares. The effect of such approval is that the Tranche 2 Placement Shares issued will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1. This will allow the Company flexibility in the future.

If this Resolution is not passed and Resolution 1 is passed, the Company will only be able to issue 647,940,683 of its Tranche 2 Placement Shares under its 15% placement capacity and additional 10% placement capacity (more fully explained at section 1.2).

If both this Resolution and Resolution 1 are not passed, the Company will only be able to issue 42,400,002 of its Tranche 2 Placement Shares under its 15% placement capacity (25,440,000 Shares) and additional 10% placement capacity (16,960,002 Shares).

In both scenarios, the Company will be unable to raise the full amount anticipated under the Tranche 2 Placement (\$2,188,378).

2.3 Required information

Pursuant to ASX Listing Rule 7.3 the following information is provided.

Person(s) to whom the Securities were issued	Sophisticated and professional investors who are not Related Parties of the Company.
Number and class of Securities	727,792,666 fully paid ordinary shares i.e. the Tranche 2 Placement Shares.
Issue date of Securities	The Tranche 2 Placement Shares will be issued within three months after the date of this Meeting.
Terms of the Securities	Tranche 2 Placement Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Issue price of Securities	\$0.003 per Tranche 2 Placement Share.
Purpose of issue and use of funds	Up to \$2,188,378 will be received by the Company for the issue of Tranche 2 Placement Shares. These funds will be applied towards strengthening the Company's balance sheet to give its auditors and trial clients comfort in the longevity and sustainability of the Company.

2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3: APPROVAL FOR ISSUE OF SHARES TO MR RUMI GUZDER

3.1 Background

Mr Guzder is the Company's non-executive Chairman. Mr Guzder believes in the Company's service offering and wishes to demonstrate his commitment to and support for, the Company's future development. To this end Mr Guzder wishes to subscribe for 33,333,333 Shares at a price of \$0.003 per Share, raising capital of \$100,000. This is the price at which Shares were issued in the Tranche 1 Placement

which completed on 17 February 2021 and the Tranche 2 Placement which is the subject of Resolution 2.

As at the date of this Notice, Mr Guzder and his Associates hold no Shares and no Options in the Company.

3.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities to a person who is a Related Party. Mr Guzder is a Director and the current non-executive Chairman of the Company. As a result, Mr Guzder is a Related Party and falls within the category set out in ASX Listing Rule 10.11.1.

Accordingly, this Resolution 3 seeks Shareholder approval for the issue of 33,333,333 Shares to Mr Guzder pursuant to ASX Listing Rule 10.11. If this Resolution is not passed, Mr Guzder will not be issued any Shares and the Company will not be able to raise \$100,000 from Mr Guzder.

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

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

- (a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and catches the issue of Shares to Mr Guzder. Consequently, the issue of the Shares the subject of this Resolution 3 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

As recently as 17 February 2021, the Company completed its Tranche 1 Placement to sophisticated and professional investors on the same terms as the proposed issue of Shares to Mr Guzder which are the subject of this Resolution 3. It is therefore the Directors' view that the giving of the financial benefit to Mr Guzder as a Related Party of the Company is on arm's length terms and falls within the exception in section 210 of the Corporations Act.

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

3.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought under ASX Listing Rule 7.1 for the approval of this Resolution.

3.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Guzder is to be issued 33,333,332 Shares. Mr Guzder is a Related Party of the Company as he is a Director.
Issue date	The Shares to Mr Guzder will be issued within one month after the date of this Meeting.
Issue price	\$0.003 per Share.
Terms of the Securities	The Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$100,000 will be received by the Company for the issue of Shares to Mr Guzder. These funds will be applied towards strengthening the Company's balance sheet to give its auditors and trial clients comfort in the longevity and sustainability of the Company.
Material terms of agreement	Nil.

3.6 Board recommendation

The Board recommends, with Mr Guzder abstaining, that Shareholders vote in favour of this Resolution 3.

4. RESOLUTION 4: APPROVAL FOR ISSUE OF SHARES TO MR WESLEY CULLEY

4.1 Background

Mr Culley is an executive Director of the Company. Mr Culley believes in the Company's service offering and wishes to demonstrate his commitment to and support for, the Company's future development. As a result, Mr Culley wishes to subscribe for 16,666,667 Tranche 2 Placement Shares at a price of \$0.003 per Share, raising \$50,000. This is the price at which Shares were issued in the Tranche 1 Placement which completed on 17 February 2021 and the Tranche 2 Placement the subject of Resolution 2.

As at the date of this Notice, Mr Culley and his Associates hold 16,471,689 Shares and no Options in the Company.

4.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities to a person who is a Related Party. Mr Culley is a Director. As a result, Mr Culley is a Related Party and falls within the category set out in ASX Listing Rule 10.11.1.

Accordingly, this Resolution 4 seeks Shareholder approval for the issue of 16,666,667 Shares to Mr Culley pursuant to ASX Listing Rule 10.11. If this Resolution is not passed, Mr Culley will not be issued any Shares and the Company will not be able to raise \$50,000 from Mr Culley.

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

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

- (a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and catches the issue of Shares to Mr Culley. Consequently, the issue of the Shares the subject of this Resolution 4 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

As recently as 17 February 2021, the Company completed its Tranche 1 Placement to sophisticated and professional investors on the same terms as the proposed issue of Shares to Mr Culley which are the subject of this Resolution 4. It is therefore the Directors' view that the giving of the financial benefit to Mr Culley as a Related Party of the Company is on arm's length and falls within the exception in section 210 of the Corporations Act.

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

4.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought under ASX Listing Rule 7.1 for the approval of this Resolution.

4.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Culley is to be issued 16,666,667 Shares. Mr Culley is a Related Party of the Company as he is a Director.
Issue date	The Shares to Mr Culley will be issued within one month after the date of this Meeting.
Issue price	\$0.003 per Share.

Terms of the Securities	The Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$50,000 will be received by the Company for the issue of Shares to Mr Culley. These funds will be applied towards strengthening the Company's balance sheet to give its auditors and trial clients comfort in the longevity and sustainability of the Company.
Material terms of agreement	Nil.

4.6 Board recommendation

The Board recommends, with Mr Culley abstaining, that Shareholders vote in favour of this Resolution 4.

5. RESOLUTION 5: APPROVAL FOR ISSUE OF SHARES TO MR JOSHUA QUINN

5.1 Background

Mr Quinn is a non-executive Director of the Company. Mr Quinn believes in the Company's service offering and wishes to demonstrate his commitment to and support for, the Company's future development. As a result Mr Quinn wishes to subscribe for 16,666,667 Shares at a price of \$0.003 per Share, raising \$50,000. This is the price at which Shares were issued in the Tranche 1 Placement which completed on 17 February 2021.

As at the date of this Notice, Mr Quinn and his Associates hold no Shares and no Options in the Company.

5.2 Approval for the purposes of ASX Listing Rule 10.11 is sought

ASX Listing Rule 10.11.1 requires a listed entity to obtain Shareholder approval by ordinary resolution prior to the issue of, or agreement to issue, Securities to a person who is a Related Party. Mr Quinn is a Director. As a result, Mr Quinn is a Related Party and falls within the category set out in ASX Listing Rule 10.11.1.

Accordingly, this Resolution 5 seeks Shareholder approval for the issue of 16,666,667 Shares to Mr Quinn pursuant to ASX Listing Rule 10.11. If this Resolution is not passed, Mr Quinn will not be issued any Shares and the Company will not be able to raise \$50,000 from Mr Quinn.

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

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

- (a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and catches the issue of Shares to Mr Quinn. Consequently, the issue of the Shares the subject of this Resolution 5 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

As recently as 17 February 2021, the Company completed its Tranche 1 Placement to sophisticated and professional investors on the same terms as the proposed issue of Shares to Mr Quinn which are the subject of this Resolution 5. It is therefore the Directors' view that the giving of the financial benefit to Mr Quinn as a Related Party of the Company is on arm's length and falls within the exception in section 210 of the Corporations Act.

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

5.4 Shareholder approval under ASX Listing Rule 7.1 not sought

Exception 14 to ASX Listing Rule 7.2 provides that if Shareholder approval for a transaction is being obtained pursuant to ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. Therefore, Shareholder approval is not being sought under ASX Listing Rule 7.1 for the approval of this Resolution.

5.5 Required information

Pursuant to ASX Listing Rule 10.13 the following information is provided.

Person to whom the Securities are to be issued, number and class	Mr Quinn is to be issued 16,666,667 Shares. Mr Quinn is a Related Party of the Company as he is a Director.
Issue date	The Shares to Mr Quinn will be issued within one month after the date of this Meeting.
Issue price	\$0.003 per Share.
Terms of the Securities	The Shares will rank equally in all respects with the existing fully paid ordinary Shares.
Purpose of issue and use of funds	\$50,000 will be received by the Company for the issue of Shares to Mr Quinn. These funds will be applied towards strengthening the Company's balance sheet to give its auditors and trial clients comfort in the longevity and sustainability of the Company.
Material terms of agreement	Nil.

5.6 Board recommendation

The Board recommends, with Mr Quinn abstaining, that Shareholders vote in favour of this Resolution 5.

6. RESOLUTION 6: APPROVAL TO AMEND THE CONSTITUTION

6.1 Background

Resolution 6 is a special resolution which seeks Shareholder's approval to amend the Constitution. The Company wishes to amend its Constitution to:

- (a) reflect the change of its name from "Reffind Ltd" to "WooBoard Technologies Limited"; and
- (b) clarify, as required by, and in accordance with, the ASX Listing Rules, the circumstances and processes by which the Company will place restrictions on the transferability of its Shares,

A copy of the proposed amendments are available to all Shareholders upon request.

6.2 Approval under section 136(2) of the Corporations Act

In accordance with section 136(2) of the Corporations Act, Shareholder approval by special resolution is required. As a result, 75% of the votes cast by Shareholders present and eligible to vote (in person or by proxy) at the Meeting must be in favour of the Resolution for it to be passed.

If this Resolution is passed, the Constitution will be amended in the manner summarised at section 6.1.

If this Resolution is not passed, the Constitution will not be amended. As a result the Constitution may not be as accurate and fit for purpose possible.

6.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

GLOSSARY

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

Annexure means an annexure of this Notice.

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

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

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means WooBoard Technologies Limited (ACN 600 717 539).

Company Secretary means Mr Joshua Quinn.

Constitution means the Company's constitution.

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

Directors means the directors of the Company from time to time.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to subscribe for a Share.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 228 of the Corporations Act and Chapter 19 of the ASX Listing Rules.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

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

Shareholder means a holder of a Share.

Tranche 1 Placement means the placement of all the Tranche 1 Placement Shares.

Tranche 1 Placement Shares has the meaning given to that term in section 1.1.

Tranche 2 Placement means the placement of up to all of the Tranche 2 Placement Shares.

Tranche 2 Placement Shares has the meaning given to that term in section 2.1.

For personal use only



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Sunday 28 March 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/woogm2021>

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

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

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday, 28 March 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using one of the below methods:

💻 **Online** <https://www.votingonline.com.au/woogm2021>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **MLC Centre, Level 57, 19 Martin Place Sydney NSW 2000 on Tuesday, 30 March, 2021 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for the Issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Shares to Mr Rumi Guzder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Issue of Shares to Mr Wesley Culley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Issue of Shares to Mr Joshua Quinn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021