

## IMPORTANT INFORMATION REGARDING GENERAL MEETING

Dear Shareholder

Notice is hereby given that the General Meeting (**Meeting**) of I Synergy Group Limited (**I Synergy**) will be held as a physical meeting at Ground Floor, 16 Ord Street, West Perth WA 6005 on Friday, 4 March 2022 at 10.00am (AWST).

The Australian Securities and Investments Commission (**ASIC**) has adopted a temporary 'no-action' position in relation to the convening and holding of shareholder meetings. The position follows on from the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* which expired on 21 March 2021. ASIC's 'no action' policy addresses, amongst other things, companies providing shareholders with details of an online location where the contents of a notice of meeting can be viewed and downloaded.

Accordingly, the Company is not sending hard copies of the Meeting materials to shareholders, unless specifically requested following the date of this letter.

Instead, a copy of the Notice of Meeting is available on the Company's website at <https://www.i-synergysgroup.com/investor-relations/#announcement>. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email, you will be notified by email.

The Company will hold a physical meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions on physical gatherings. Shareholders are encouraged to vote by proxy.

The situation regarding COVID-19 is evolving rapidly and the Company is following the guidance of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements for any further updates in relation to the Meeting.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

This announcement has been approved by the Board of I Synergy.

Yours sincerely,



Mr Dato Chee Hong Teo  
Chairman

**I Synergy Group Limited** (ACN 613 927 361)  
[www.i-synergysgroup.com](http://www.i-synergysgroup.com)

**I SYNERGY GROUP LIMITED  
(ACN 613 927 361)**

**NOTICE OF GENERAL MEETING**

**Meeting to be held at Ground Floor 16 Ord Street West Perth, WA 6005  
on 4 March 2022 commencing at 10am (AWST).**

**This Notice and Explanatory Statement should be read in its entirety.**

**Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice.**

**If Shareholders are in doubt as to how to vote, they should seek advice from their  
accountant, solicitor or other professional adviser without delay.**

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# I SYNERGY GROUP LIMITED (ACN 613 927 361)

## NOTICE OF GENERAL MEETING

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Notice is hereby given that the annual general meeting of I Synergy Group Limited (ACN 613 927 361) will be held at the offices of Ground Floor 16 Ord Street West Perth, WA 6005 on 4 March 2022 commencing at 10am (AWST).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

## AGENDA

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### 1. Resolution 1 – Issue of Shares as part consideration for the Acquisition

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 55,000,000 Shares at an issue price of \$0.036 per Share, upon completion of the Acquisition to the Postech Shareholders on the terms and conditions set out in the Explanatory Statement.”*

#### Voting Exclusion Statement for Resolution 1:

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), including the Postech Shareholders; or
- (b) an associate of that person (or those persons).

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

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

given by the beneficiary to the holder to vote in that way.

**2. Resolution 2 – Issue of New Options as part consideration for the Acquisition**

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 55,000,000 New Options for a nil issue price, upon completion of the Acquisition to the Postech Shareholders on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement for Resolution 2:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), including the Postech Shareholders; or
- (b) an associate of that person (or those persons).

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

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

**3. Resolution 3 – Election of Mr Kevin Coutinho as a Director**

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

*“That for the purposes of clause 11.2 of the Company’s Constitution and for all other purposes, Mr Kevin Coutinho is elected as a Director of the Company with effect from completion of the Acquisition.”*

**4. Resolution 4 – Issue of 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 27,555,838 Placement Shares at an issue price of \$0.036 per Placement Share to the Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement for Resolution 4:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), including the Sophisticated Investors; or
- (b) an associate of that person (or those persons).

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

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

**5. Resolution 5 – Issue of free-attaching New Options**

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 27,555,838 free-attaching New Options for a nil issue price to the Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement for Resolution 5:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason

of being a holder of ordinary securities in the entity), including the Sophisticated Investors; or

- (b) an associate of that person (or those persons).

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

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

#### **6. Resolution 6 – Issue of Shares to Ventnor Capital**

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 2,200,000 Shares at an issue price of \$0.001 per Share to Ventnor Capital (or its nominees), on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement for Resolution 6:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), including Ventnor Capital (or its nominees); or
- (b) an associate of that person (or those persons).

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

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

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

## Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice and the Explanatory Statement.

## Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## Voting Entitlements

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10am (AWST) on 2 March 2022.

## Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company Secretary in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

By order of the Board



Mr Dato Chee Hong Teo  
Chairperson  
3 February 2022



## **EXPLANATORY STATEMENT**

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### **1. Resolutions 1 and 2 – Issue of Shares and New Options as consideration for the Acquisition**

#### **1.1 General**

On 27 January 2022 the Company announced that it had entered into the SPA with the Postech Shareholders to purchase 100% of the issued shares in Postech.

The consideration for the purchase of the shares in Postech is the issue by the Company to the Postech Shareholders of:

- (a) 55,000,000 Shares at a deemed issue price of \$0.036 per Share; and
- (b) 55,000,000 New Options issued for a deemed nil issue price,

in proportion to the number of Postech shares held prior to completion of the Acquisition, rounded down to the nearest whole number.

The Company seeks Shareholder approval to issue up to 55,000,000 Shares and 55,000,000 New Options to the Postech Shareholders.

#### **1.2 Reasons for grant**

The Board considers the purchase of 100% of the issued shares in Postech will:

- (a) provide the Company with a greater presence in Australia, with an experienced team of operators and a contracted client base of around 300 to 500 merchants and product offerings;
- (b) allow the Company to utilise its affiliate marketing expertise to improve the Postech platform; and
- (c) allow the Company to utilise Postech's technologies in the Company's existing business across its various business units.

#### **1.3 Purpose of approvals**

Approvals for the issue of the Shares and New Options are sought for the purposes of Listing Rule 7.1 and for all other purposes.

#### **1.4 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period without shareholder approval.

## **1.5 Technical information required by Listing Rule 7.3**

The Shares and New Options to be issued pursuant to Resolutions 1 and 2 are intended to be issued following approval of Shareholders pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

### **The Postech Shareholders**

The Shares and New Options will be issued to the Postech Shareholders, in proportion to their holdings of shares in Postech prior to completion of the Acquisition. Nb. Other than Kevin Coutinho as trustee for the Coutinho Family Trust (who is also a proposed Director of the Company), none of the Postech Shareholders are 'material investors' for the purposes of paragraph 7.2 of ASX Guidance Note 21.

### **Maximum number of Shares and New Options that may be issued**

The maximum total number of Shares and New Options to be issued in accordance with:

- (a) Resolution 1 is 55,000,000 Shares; and
- (b) Resolution 2 is 55,000,000 New Options.

### **Terms of the Shares and New Options**

The Shares to be issued are fully paid ordinary shares in the capital of the Company. The New Options are to have the terms set out in Schedule 1.

### **Timing for the issue of the Shares and New Options**

The Shares and New Options will be issued upon completion of the Acquisition and no later than 3 months after the date of the Meeting.

### **The consideration for the issue of the Shares and New Options**

The Shares and New Options are being issued as consideration for the Acquisition, for a deemed issue price of \$0.036 per Share and a nil issue price in the case of each New Option.

### **Purpose and intended use of funds received**

There will be no proceeds from the planned issue of the Shares and New Options.

### **The SPA**

The Shares and New Options will be issued pursuant to the SPA, the material terms of which are set out in Schedule 2.

## **The Acquisition**

The Shares and New Options are not being issued under, or to fund, a 'reverse takeover'.

### **Voting exclusion statement**

A voting exclusion statement is included in the Notice for each relevant Resolution.

### **1.6 Technical information required for Listing Rule 14.1A**

If Resolutions 1 and 2 are passed, the Shares and New Options to be issued to the Postech Shareholders will be excluded from the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and New Options.

If Resolutions 1 and 2 are not passed, the Shares and New Options to be issued to the Postech Shareholders (up to the Company's 15% issue capacity in Listing Rule 7.1) will be included in the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and New Options.

### **1.7 Recommendations**

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

## **2. Resolution 3 – Election of Mr Kevin Coutinho as a Director**

### **2.1 General**

In accordance with clause 11.2 of the Company's Constitution, Mr Kevin Coutinho offers himself for election as a Director with effect from completion of the Acquisition.

Mr Kevin Coutinho started programming at the age of 8 and has been a constant contributor to the open source developer community on platforms such as GNU/LINUX, Firefox and Shells.

Mr Coutinho is the Founder and CEO of Rewalty. He is also Founder and CEO of Humanbot; an Australian IT firm specialising in software development. He is an expert in core operating system development, data structures and algorithms, and encryption model programming. Kevin has developed the ability to code and program in more than 13 Languages.

Mr Coutinho has a Bachelor of Computer Applications from Savitribai Phule Pune University, India, a Master of Public Administration from Indira Gandhi National Open University, India, a Master of Professional Accounting from the University of Western Australia and is currently conducting work as a Research Associate (Pathway to PhD) in the Computer Science and Software Engineering Department at the University of Western Australia.

## **2.2 Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

## **3. Resolutions 4 and 5 – Issue of Placement Shares and free-attaching New Options**

### **3.1 General**

On 27 January 2022 the Company announced that it intended to issue 27,555,838 Placement Shares, and 1 free-attaching New Option for every Placement Share subscribed for, to the Sophisticated Investors with a value of up to \$992,010.

The Company seeks Shareholder approval to issue 27,555,838 Placement Shares and 27,555,838 free-attaching New Options to the Sophisticated Investors.

### **3.2 Reasons for grant**

The issue of the 27,555,838 Placement Shares to the Sophisticated Investors will provide funding to the Company to facilitate:

- (a) as to approximately 80% of the funds received, the development of the Postech business and in particular the enhancement of Postech's technology platform utilising the Company's expertise and experience in affiliate marketing; and
- (b) as to approximately 20% of the funds received, working capital of the Company.

### **3.3 Purpose of approval**

Approval for the issue of the Placement Shares and free-attaching New Options is sought for the purposes of Listing Rule 7.1 and for all other purposes.

### **3.4 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period without shareholder approval.

### **3.5 Technical information required by Listing Rule 7.3**

The Placement Shares and free-attaching New Options to be issued pursuant to Resolutions 4 and 5 are intended to be issued following approval of Shareholders pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

## **The Sophisticated Investors**

The Placement Shares and free-attaching New Options will be issued to subscribers for the Placement Shares who are:

- (a) sophisticated investors as defined in section 708(8); and
- (b) professional investors as defined in section 708(11),

of the Corporations Act, being clients of Ventnor Capital. Nb. None of the Sophisticated Investors are 'material investors' for the purposes of paragraph 7.2 of ASX Guidance Note 21.

## **Maximum number of Placement Shares and free-attaching New Options that may be issued**

The maximum total number of Placement Shares and free-attaching New Options to be issued in accordance with Resolutions 4 and 5 is 27,555,838 Placement Shares and 27,555,838 free-attaching New Options.

## **Terms of the free-attaching New Options**

The free-attaching New Options are to have the terms set out in Schedule 1.

## **Timing for the issue of the Placement Shares and free-attaching New Options**

The Placement Shares and free-attaching New Options will be issued upon completion of the Acquisition and no later than 3 months after the date of the Meeting.

## **The consideration for the issue of the Placement Shares and free-attaching New Options**

The issue of the 27,555,838 Placement Shares to the Sophisticated Investors will result in the Company receiving \$0.036 per Placement Share issued, being a total of \$992,010. The free-attaching New Options are being issued as part of the Placement, however the free-attaching New Options are being issued for a nil issue price.

## **Purpose and intended use of funds received**

The funds raised from the Placement are intended to be used for the purposes set out in Section 3.2. However, no funds will be raised from the issue of the free-attaching New Options.

## **Voting exclusion statement**

A voting exclusion statement is included in the Notice for each relevant Resolution.

### **3.6 Technical information required for Listing Rule 14.1A**

If Resolutions 4 and 5 are passed, the Placement Shares and free-attaching New Options to be issued to the Sophisticated Investors will be excluded from the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively

increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares and free-attaching New Options.

If Resolutions 4 and 5 are not passed, the Placement Shares and free-attaching New Options to be issued to the Sophisticated Investors (up to the Company's 15% issue capacity in Listing Rule 7.1) will be included in the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares and free-attaching New Options.

### **3.7 Recommendations**

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

## **4. Resolution 6 – Issue of Shares to Ventnor Capital**

### **4.1 General**

On 27 January 2022 the Company announced that it intended to seek shareholder approval to issue up to 27,555,838 Placement Shares to the Sophisticated Investors with a value of up to \$992,010 and 1 free-attaching New Option for every Placement Share subscribed for. As part of the proposed capital raising, the Company agreed to issue 2,200,000 Shares to the Company's corporate advisor Ventnor Capital (or its nominees) at an issue price of \$0.001 per Share.

The Company seeks Shareholder approval to issue of up to 2,200,000 Shares to Ventnor Capital (or its nominees) at an issue price of \$0.001 per Share.

### **4.2 Reasons for grant**

The Board considers the issue of Shares to Ventnor Capital will facilitate the Acquisition and the Placement which will provide funding to the Company to be used for the purposes set out in Section 3.2.

### **4.3 Purpose of approval**

Approval for the issue of the Shares is sought for the purposes of Listing Rule 7.1 and for all other purposes.

### **4.4 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period without shareholder approval.

### **4.5 Technical information required by Listing Rule 7.3**

The Shares to be issued pursuant to Resolution 6 are intended to be issued following approval of Shareholders pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

**Ventnor Capital**

The Shares will be issued to Ventnor Capital or its nominees.

**Maximum number of Shares that may be issued**

The maximum total number of Shares to be issued in accordance with Resolution 6 is 2,200,000.

**Terms of the Shares**

The Shares are fully paid ordinary shares in the capital of the Company.

**Timing for the issue of the Shares**

The Shares will be issued no later than 3 months after the date of the Meeting.

**The consideration for the issue of the Shares**

\$2,200 will be raised by the issue of the Shares to Ventnor Capital, at an issue price of \$0.001 per Share.

**Purpose and intended use of funds received**

The funds raised from the issue of Shares to Ventnor Capital are intended to be used for the purposes set out in Section 3.2. The Shares are to be issued to Ventnor Capital in exchange for its role in facilitating the Acquisition.

**Material terms of the agreement pursuant to which the Shares are being issued**

The Shares are to be issued in accordance an unwritten agreement between the Company and Ventnor Capital, the material terms of which are that the 2,200,000 are to be issued to Ventnor Capital at an issue price of \$0.001 per Share upon or following completion of the Acquisition, in exchange for facilitating the Acquisition.

**Voting exclusion statement**

A voting exclusion statement is included in the Notice for each relevant Resolution.

**4.6 Technical information required for Listing Rule 14.1A**

If Resolution 6 is passed, the Shares to be issued to Ventnor Capital (or its nominees) will be excluded from the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the Shares to be issued to Ventnor Capital (or its nominees) (up to the Company's 15% issue capacity in Listing Rule 7.1) will be included in the calculation of the Company's 15% issue capacity in Listing

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Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

#### 4.7 Recommendations

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

#### 5. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

#### 6. Glossary

\$ means Australian dollars.

**Acquisition** means the acquisition by the Company of 100% of the issued share capital in Postech in accordance with the SPA.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting.

**Company** means I Synergy Group Limited (ACN 613 927 361)

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

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement attached to the Notice.

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

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the annual general meeting the subject of this Notice.

**New Option** means an option which entitles the holder to subscribe for 1 Share, on the terms set out at Schedule 1.

**Notice** means this notice of meeting.

**Placement** means the placement to Sophisticated Investors being conducted by the Company to raise approximately \$992,010 at a price per Share of \$0.036.

**Placement Share** means a Share to be issued in the Placement.

**Postech** means POSTECH International Pty Ltd (ACN 636 735 576).

**Postech Shareholders** means the shareholders in Postech.

**Resolution** means a resolution contained in the Notice.

**Section** means a section contained in this Explanatory Statement.

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

**Shareholder** means a shareholder of the Company.

**Sophisticated Investors** means:

- (a) sophisticated investors as defined in section 708(8); and
- (b) professional investors as defined in section 708(11),



of the Corporations Act, being clients of Ventnor Capital.

**SPA** means the Share Purchase Agreement dated on or about 27 January 2022 between the Company and the Postech Shareholders, the material terms of which are set out at Schedule 2.

**Ventnor Capital** means Ventnor Capital Pty Ltd (ACN 111 543 741).

In this Notice, words importing the singular include the plural and vice versa.

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## Schedule 1 – New Option Terms

An Option entitles the holder to subscribe for an ordinary share (**Share**) in I Synergy Group Limited (ACN 613 927 361) (**Company**) on the terms and conditions set out below.

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Expiry Date**

Each Option will expire at 5.00pm (Sydney time) on the date that is 2 years from the date of vesting of the Option (**Expiry Date**).

(c) **Exercise Price**

Each Option will have an exercise price of \$0.05 (**Exercise Price**).

(d) **Vesting, exercise period and lapsing**

Subject to clause (i), the Options may be exercised at any time after the date of vesting and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

(e) **Exercise Notice and payment**

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment to the Company of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

(f) **Shares issued on exercise**

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the capital of the Company.

(g) **Quotation of Shares**

Provided that the Company is quoted on the official list of ASX Limited at the time, application will be made by the Company to ASX Limited for quotation of the Shares issued pursuant to the exercise of the Options.

(h) **Timing of issue of Shares**

Subject to clause (i), within 5 business days after receipt of an Exercise Notice the Company will allot and issue the Shares pursuant to the exercise of the Options. The Company makes no representation that the Shares will be freely tradeable upon issue and the holder acknowledges that the Shares may be subject to the on-sale restrictions contained in sections 706 and 707 of the *Corporations Act 2001 (Cth)* (**Corporations Act**). In these circumstances, the holder agrees not to trade the Shares for so long as the Shares are subject to such restrictions.

(i) **Shareholder and regulatory approvals**

(i) Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder.

- (ii) If exercise of the Options would result in any person being in contravention of section 606 of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606 of the Corporations Act.
- (iii) Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606 of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606 of the Corporations Act.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

**(k) Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

**(l) Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

**(m) Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**(n) Quotation of Options**

The Company will not apply for quotation of the Options to ASX Limited.

**(o) Transferability**

The Options are not transferable.

## **Schedule 2 – Summary of the SPA**

The Company and the Postech Shareholders entered into the Share Purchase Agreement on or about 27 January 2022 (**SPA**), by which the Company proposes to purchase 100% of the issued share capital in Postech.

The purchase price payable by the Company to the Postech Shareholders, in proportion to their relative shareholdings in Postech, is 55 million Shares and 55 million New Options.

Unless otherwise agreed between the Company and the Postech Shareholders' representative, completion of the Acquisition is to occur on or around 7 March 2022.

Certain Postech Shareholders holding approximately 74% of the issued share capital in Postech agreed to give warranties and indemnities relating to Postech and Postech's business, and also to guarantee the obligations of all Postech Shareholders under the SPA. All Postech Shareholders agreed to give warranties and indemnities relating to their ownership, capacity and power to sell their shares in Postech.

The SPA contains other terms and conditions considered standard for an agreement of its nature. Other than Kevin Coutinho as trustee for the Coutinho Family Trust, the Postech Shareholders are not related parties of the Company.

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**Company or Trust in which Securityholding is held**

I Synergy Group Limited (ACN 613 927 361)

Registered Name(s)

Registered Address

Holder Identification Number (HIN) or Securityholder Reference Number (SRN)

Use a black pen. Print in CAPITAL letters.

A B C

1 2 3

Where a choice is required, mark the box with an 'X'

X

**Appointment of Corporate Representative**

**A Appointment of Corporate Representative**

The abovenamed registered holder hereby appoints:

[ ]

to act as its representative at:

[ ] the meeting of the abovenamed company to be held on: [ ] Day / [ ] Month / [ ] Year  
\*and at any adjournment of that meeting

**OR**

[ ] all meetings of the above named company.

Please state if there are any restrictions on the representative's power: YES [ ] NO [ ]

If yes, please describe these restrictions

[ ]

Contact Name [ ] Telephone Number – Business Hours / After Hours [ ]

**B Sign Here – This section must be signed for your instructions to be executed**

I/We authorise you to act in accordance with the instructions set out above. We acknowledge that these instructions supersede and priority over all previous instructions.

[ ] Director [ ] Director/Company Secretary [ ] Sole Director and Sole Company Secretary

Day / Month / Year

/	/
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**How to complete this form**

**A Appointment of Corporate Representative**  
Enter the name of the person you wish to appoint as a corporate representative  
Indicate whether this appointment is for one specific meeting or all future meetings. If it is only for one specific meeting, enter the date of that meeting. State if there are any restrictions to the representative's power and, if so, describe these. Please enter contact details so that we can call you in the instance we have a query regarding this form.

**B Signature(s)**  
You must sign this form as follows in the space provided:  
Companies: this form must be signed by either 2 Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act, there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, that Director may sign alone. Delete titles as applicable.

PROXY FORM

I SYNERGY GROUP LIMITED  
ACN 613 927 361

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:  the Chair of the Meeting as my/our 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, at the Meeting to be held at 10:00 am (WST), on Friday, 4 March 2022 at the Ground Floor 16 Ord Street, West Perth WA 6005, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Issue of Shares as part consideration for the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of New Options as part consideration for the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Kevin Coutinho as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of free-attaching New Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Shares to Ventnor Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail in relation to this Proxy Form: YES  NO

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## Instructions for completing Proxy Form

### 1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

### 2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

### 3. **Compliance with Listing Rule 14.11**

In accordance to Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the Company that you are in compliance with Listing Rule 14.11.

### 4. **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 of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

### 5. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.



6. **Lodgement of Proxy Form**

Proxy forms can be lodged:

- (a) by completing and signing the enclosed Proxy Form and returning by:
  - (i) post to I Synergy Group Limited, PO Box 902, West Perth WA 6872;
  - (ii) hand delivering to Ground Floor, 16 Ord Street, West Perth WA 6005; or
  - (iii) email to the Company at [hmillerventnorcapital.com](mailto:hmillerventnorcapital.com)

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

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