

5 April 2022

Dear Shareholder

General Meeting – Notice and Proxy Form

Notice is hereby given that General Meeting (**GM**) of Payright Limited (ASX: PYR) (**PYR or the Company**) will be held as a virtual meeting (**Meeting**) at 11:00am (AEST) on Thursday 5 May 2022.

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022 ("Act"), the Company will not be dispatching physical copies of the Notice of Meeting ("Notice") to shareholders.

The Notice of Meeting is being made available to shareholders electronically and can be viewed and downloaded online at the following link: <https://investors.payright.com.au/investor-centre/>. Alternatively, the Notice of Meeting will be posted on the Company's ASX market announcement page (ASX: PYR).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company Secretary on saara.mistry@payright.com.au.

The Meeting will be accessible to all shareholders virtually via a live webinar, further details of which are set out below.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out below.

Venue – Virtual Meeting

If you wish to virtually attend the GM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_NNjNzaURQVyzLd-9B5lIfw

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

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

Shareholders are also encouraged to submit questions in advance of the General Meeting to the Company. Questions must be submitted in writing to saara.mistry@payright.com.au at least 48 hours before the Meeting.

Voting virtually at the Meeting

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

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

How do I create an account with Automic?

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

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

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

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

Voting by Proxy

Shareholders who wish to participate in the meeting virtually and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Board has authorised this announcement to be given to ASX.

Yours faithfully

Saara Mistry
General Counsel, Company Secretary

Payright Limited

Level 1, 55 Whitehorse Road

Balwyn VIC 3103

ACN: 605 753 535

<https://www.payright.com/>



Payright Limited

Notice of General Meeting

Explanatory Statement | Proxy Form

Thursday 5 May 2022

11:00AM AEST

To be conducted as a virtual meeting.

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

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Important Information for Shareholders about the Company's General Meeting

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at the date of this Notice.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.payright.com.au/investor-centre/announcements-2/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the General Meeting as a virtual meeting.

Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **11:00AM** (AEST) on **Thursday 5 May 2022** as a **virtual meeting**.

If you wish to virtually attend the General Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:
https://us02web.zoom.us/webinar/register/WN_NNjNzaURQVyZLd-9B5lIfw

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

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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

Questions must be submitted in writing to Saara Mistry, Company Secretary at saara.mistry@payright.com.au at least 48 hours before the EGM.

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

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

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

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

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

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

Corporate Representatives

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

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Payright Limited ACN 605 753 535 ("**PYR**" or "**Company**") will be held at **11:00AM** (AEST) on **Thursday 5 May 2022** as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at **7:00pm** (AEST) on **Tuesday 3 May 2022**.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Issue of Convertible Notes

1. **Resolution 1 – Approval of the Issue of Convertible Notes**

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 35,555,560 Convertible Notes which are convertible into Shares in the Company to the Noteholders and the issue and allotment of Shares on the conversion of those Convertible Notes on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 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 of Convertible Notes (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) 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; or
- (ii) the Chair of the Meeting 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Placement Shares

2. Resolution 2 – Approval of the Issue of Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 8,333,333 Placement Shares in the Company to the Investors and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 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 of Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

Issue of Warrants

3. Resolution 3 – Approval of the Issue of Warrants

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,714,079 Warrants in the Company to Goldman Sachs International Bank, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- For personal use only
- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Warrants (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
 - (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

BY ORDER OF THE BOARD

Saara Mistry
General Counsel, Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at **11:00am** (AEST) on **Thursday 5 May 2022** as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Resolutions

Issue of Convertible Notes

Resolution 1 – Approval of the Issue of Convertible Notes

Background

On 5 April 2022, the Company announced a capital raising comprising a placement ("**Placement**") to raise A\$1,499,999.94 and an offer of equity securities in the form of fully paid, unsecured, unsubordinated notes which are convertible into fully paid ordinary shares in the Company ("**Convertible Notes**") to raise A\$8,000,001 (the Placement and the Convertible Notes, collectively the "**Offer**").

This Resolution seeks Shareholder approval to issue and allot 35,555,560 Convertible Notes to the Noteholders.

The Company notes that the Convertible Notes will not be issued until Shareholder approval has been obtained for the purposes of ASX Listing Rule 7.1 as proposed by this Resolution.

The effect of this Resolution is for Shareholders to approve the issue of these Convertible Notes to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Convertible Notes under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Convertible Notes will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval

over the 12 month period following the date on which the Convertible Notes are issued.

If this Resolution is not passed, the Company will not be able proceed with the issue of Convertible Notes.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Convertible Notes will be issued to the Noteholders.
- (b) The maximum number of Convertible Notes to be issued is 35,555,560.
- (c) The conversion price for each Convertible Note is A\$0.225 and the maximum number of Shares that can be issued on conversion of the Convertible Notes is 35,555,560 Shares.
- (d) The Convertible Notes will be:
 - 1) Fully paid, unsecured, unsubordinated and issued at an issue price of A\$0.225 per Note;
 - 2) Scheduled to pay a semi-annual fixed rate interest coupon;
 - 3) Redeemable by PYR for face value on the Maturity date, or semi-annually after the 2-year anniversary of the Notes; and
 - 4) Convertible semi-annually at the election of the Noteholder, by giving PYR at least 20 days' notice prior to coupon payment date.

The full terms of the Convertible Notes are set out in Annexure A of this Notice of Meeting.

- (e) The Convertible Notes will be issued by the Company within 3 months of Shareholder approval being obtained (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Convertible Notes will be offered at an issue price of A\$0.225 per Convertible Note, to raise A\$8,000,001
- (g) Funds raised from the issue of the Convertible Notes will be used by the Company to facilitate the transition to the Warehouse Facility in addition to working capital and further investments in the business that will allow for future growth of the Company. Together with the funds raised from the issue of Placement Shares, the funds raised from the issue of the Convertible Notes will be allocated as follows:

Use of Funds	Approx. allocation
Working Capital & Growth	\$2.3
Warehouse establishment & transition costs	\$4.9
Restricted & unencumbered cash requirements, and liquidity reserves	\$2.3
TOTAL	\$9.5 million

- (h) The Convertible Notes will be issued under a deed poll entered into by the Company in favour of each Noteholder. The material terms of the deed poll are set out in Annexure A of this Notice.

The table below shows the potential effect of the conversion of the Convertible Notes into Shares at the conversion price. The table is based on the following assumptions:

- the Convertible Notes are all converted in full; and

- the number of Shares on issue at the time of conversion is 89,100,980 and no other shares are issued prior to conversion.

Conversion Price	Number of Shares issued on conversion	Dilution to Shareholders
\$0.225	35,555,560	39.9%

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Issue of Placement Shares

Resolution 2 – Approval of the Issue of Placement Shares

Background

On 5 April 2022, the Company announced a Placement offer of 8,333,333 Shares to strategic investor Fincap Australia Pty Ltd ("**Fincap**") at a price of A\$0.18 per Share.

This Resolution seeks Shareholder approval to issue and allot 8,333,333 Shares to Fincap.

The Company notes that the Placement Shares will not be issued until Shareholder approval has been obtained for the purposes of ASX Listing Rule 7.1 as proposed by this Resolution.

The effect of this Resolution is for Shareholders to approve the issue of these Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Placement Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Placement Shares are issued.

As advised in the Company's ASX announcement on 5 April 2022, the proceeds from the Placement will be used to facilitate the transition to the Warehouse Facility, inclusive of one-off related costs, in addition to working capital and further investments in the business that will allow for future growth.

If this Resolution is not passed, the Company will not be able proceed with the issue of the Placement Shares.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Placement Shares will be issued to Fincap, a professional investor within the meaning of section 708 of the Corporations Act.
- (b) The number of Placement Shares that will be issued is 8,333,333.
- (c) The Placement Shares will be issued by the Company on the 2nd Business Day after Shareholder approval being obtained.
- (d) The Placement Shares will be issued at an issue price of A\$0.18 per Placement Share.
- (e) Funds raised from the issue of the Placement Shares will be used by the Company to facilitate the transition to the Warehouse Facility in addition to working capital and further investments in the business that will allow for future growth. Together with the funds raised from the issue of Convertible Notes, the funds raised from the issue of Placement Shares will be allocated as follows:

Use of Funds	Approx. allocation
Working Capital & Growth	\$2.3
Warehouse establishment & transition costs	\$4.9
Restricted & unencumbered cash requirements, and liquidity reserves	\$2.3
TOTAL	\$9.5 million

- (f) The Placement Shares will not be issued under any agreement and each Placement Share will rank pari passu with any ordinary shares in the Company.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Issue of Warrants

Resolution 3 – Approval of the Issue of Warrants

Background

As announced to the ASX on 5 April 2022, PYR has entered into a warehouse facility with senior lender Goldman Sachs International Bank and mezzanine lender iPartners ("**Warehouse Facility**"). In connection with the Warehouse Facility PYR plans to issue Warrants to the senior financier Goldman Sachs International Bank, in the form of options convertible into 2,714,079 Shares in the Company as of the launch date of the Offer ("**Warrants**"). This Resolution seeks Shareholder approval to issue and allot the *Warrants* to Goldman Sachs International Bank.

The effect of this Resolution is for Shareholders to approve the issue of these Warrants to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule

7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Warrants under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Warrants will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Warrants are issued.

If this Resolution is not passed, the Company will issue the Warrants using the Company's 15% placement capacity in Listing Rule 7.1.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Goldman Sachs International Bank.
- (b) The number of Warrants to be issued is 2,714,079.
- (c) Each Warrant is convertible into one ordinary share in PYR and the key terms include:
 - 1) 4 year maturity;
 - 2) Exercisable at any time before the maturity date; and
 - 3) Exercise prices equals to the A\$0.1321, which is the VWAP of the Shares in the 5 trading days immediately preceding the launch date of the Offer.
- (d) The Warrants will be issued by the Company within 3 months after this General Meeting.
- (e) The Warrants will be issued for a nominal A\$10 in connection with the Warehouse Facility which provides the Company with debt funding to accelerate growth and reduce the Company's cost of funds.
- (f) The Warrants were issued under an agreement between the Company and Goldman Sachs International Bank.

The material terms of the Warrants are set out in Annexure B of this Notice

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary saara.mistry@payright.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company or **PYR** means Payright Limited ACN 605 753 535.

Constitution means the Company's constitution.

Convertible Notes has the meaning given to that term in the Explanatory Statement.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "**A\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

FinCap has the meaning given to that term in the Explanatory Statement.

General Meeting or **GM** or **Meeting** means a General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Joint Lead Managers means Henslow Pty Ltd and MST Financial Services Pty Ltd.

Noteholder means the person registered as the holder of the Convertible Notes, which shall be Fincap and certain other institutional and/or sophisticated investors within the meaning of section 708 of the Corporations Act who are who are clients of the Joint Lead Managers.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting dated 5 April 2022 including the Explanatory Statement.

Offer has the meaning given to that term in the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Placement Share means the Shares issued under the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Warrants has the meaning given to that term in the Explanatory Statement.

Warehouse Facility has the meaning given to that term in the Explanatory Statement.

Annexure A – Material terms of Convertible Notes

All figures presented in Australian dollars (A\$).

Instrument	Unsecured Convertible Note (the 'Notes')
Issue Size	A\$8,000,001 of Notes The Notes issue will be undertaken concurrently with a \$1.5m Placement of ordinary shares at \$0.18 per share Total capital raise of approx. \$9.5m (\$8m Notes + \$1.5m Placement)
Interest Rate	9.00% per annum, accrued daily and paid semi-annually in cash.
Term	4 years (48 months) from the issue date of the Notes.
Ranking	Unsecured obligations of the Issuer.
Issue Price per Note	\$0.225 per Note
Conversion Right	A Conversion Right may be exercised by a Noteholder: (a) if a Material Event occurs within 6 months after the date of issue, by giving the Company a notice no later than 15 Business Days following the announcement of the Material Event. (b) After 6-months from the date of issue, Notes are convertible at the election of the Noteholder, by giving the Company at least 20 days' notice. Material Event is defined as lodgement of a notice of extraordinary general meeting with the ASX in relation to a scheme of arrangement, an issue of equity securities under Listing Rule 7.1 or the acquisition of a relevant interest in Payright under section 611(7) of the Corporations Act or receipt of a bidders statement under Chapter 6 of the Corporations Act regarding a takeover offer for all of the ordinary shares in the Company. The coupon payment would be calculated on a pro-rata basis as at the date of conversion.
Conversion Price	The Conversion Price is \$0.225.
Redemption by Issuer	On the 2-year anniversary of the Notes, and semi-annually thereafter, the Issuer may issue a Redemption Notice. Upon receipt of a Redemption Notice, the Noteholder may elect to redeem for face value or convert to fully paid ordinary shares at the Conversion Price.
Redemption at Maturity	If the Noteholder has not converted at maturity, the Issuer must redeem the Notes at face value.
Underwriting	The issue of Notes is not proposed to be underwritten by the JLMs.
Conversion Price Adjustment	Standard anti-dilutive adjustments.
Approval process	Require shareholder approval as >15% of issued capital under LR7.1.
Listing	Notes are proposed to be un-listed instrument.
Governing Law	Victoria, Australia

Annexure B – Material terms of Warrants

All figures presented in Australian dollars (A\$).

Instrument	Warrants
Issue Size	The Company has agreed to issue to Goldman Sachs International (Initial Warrantholder) on the date of entry into the Warehouse Facility, 2,714,079 Warrants.
Term	4 years (48 months) following the issue date of the Warrants.
Consideration	The Warrants will be offered to the Initial Warrantholder for a nominal sum of \$10 in connection with the Warehouse Facility.
Exercise Right	<p>Any Warrant may be exercised at any time during the Exercise Period and will entitle the Warrantholder to 1 Share per Warrant for the Exercise Price.</p> <p>The Exercise Period commences on the date of issue of the Warrants and ends at 5.30pm on the 4th anniversary of the date of issue of the Warrants. A Warrantholder may exercise the Warrant(s) held by it in whole or in part.</p>
Exercise Price	The Exercise Price shall be A\$0.1321, which is the VWAP of the Shares in the 5 trading days immediately preceding 4 April 2022.
Transfer	The Warrantholder may transfer the Warrants held by it in whole or in part without the prior written consent of the Company to any person at any time provided the transfer is made by way of an instrument of transfer in the usual or common form or any other form approved by the Company and the relevant transferee executes an accession deed to the Warrant Agreement.
Exercise Price Adjustments	Standard anti-dilutive adjustments.
Participation in new issues	In accordance with the ASX Listing Rules, there are no participation rights or entitlements inherent in the Warrants, and the Warrantholder shall not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrants prior to exercise.
Lapse on expiry	If on the last date of the Exercise Period any Warrants have not been exercised such Warrants shall lapse and be deemed cancelled without notice.
Put Right	A Warrantholder may at any time require the Company to repurchase and cancel all or any portion of its Warrants, for nil consideration, by giving written notice to the Company.
Listing	Warrants will be an un-listed instrument.
Governing Law	Victoria, Australia

Proxy Voting Form

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

[HolderNumber]

Holder Number:
[HolderNumber]

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

Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 3 May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)



