

Spenda Limited

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Spenda Limited

Notice of 2022 Annual General Meeting

Explanatory Statement | Proxy Form

25 November 2022

2:00 pm AEDT

Address

Karstens Sydney, Level 1, 111 Harrington St,
The Rocks, NSW, 2000

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 2022 AGM

This Notice is given based on circumstances as at 26 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://spenda.co/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (AEDT) on Friday, 25 November 2022 at Karstens Sydney, Level 1, 111 Harrington St, The Rocks, NSW, 2000.

Your vote is important

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

Voting in person

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

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

By email

Completing the enclosed Proxy Form and emailing it to:
meetings@automicgroup.com.au

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 Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Spendax Limited ACN 099 084 143 will be held at 2:00 pm (AEDT) on Friday, 25 November 2022 at Karstens Sydney, Level 1, 111 Harrington St, The Rocks, NSW, 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on 23 November 2022.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

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

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Director

2. Resolution 2 – Re-election of Stephen Dale as Director

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

"That Stephen Dale, a Director who retires by rotation in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director, is so re-elected effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 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:

- (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 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 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.

Ratification of Prior Issue of equity securities

4. Resolution 4 – Ratification of Prior Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 3,073,100 Shares issued to Spark Plus Pte Ltd on 12 August 2022 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 4 by or on behalf of:

- (a) Spark Plus Pte Ltd; or
- (b) an Associate of Spark Plus Pte Ltd.

However, this does not apply to a vote cast in favour of Resolution 4 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 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.

5. Resolution 5 – Ratification of Prior Issue of unlisted Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 40,273,698 unlisted Options issued to AMAL Trustees Pty Ltd on 15 August 2022 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 5 by or on behalf of:

- (a) AMAL Trustees Pty Ltd; or
- (b) an Associate of AMAL Trustees Pty Ltd.

However, this does not apply to a vote cast in favour of Resolution 5 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 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.

6. Resolution 6 – Ratification of Prior Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 9,835,295 Shares issued on 23 September 2022 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 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 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 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.

7. **Resolution 7** – Ratification of Prior Issue of Shares and listed Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 6,000,000 Shares and 22,000,000 SPXO Listed Options issued to corporate advisers to the Company on 27 September 2022 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 7 by or on behalf of:

- (a) Red Leaf Securities Pty Ltd, Lynx Advisors Pty Ltd, Active Office Services Pty Ltd, Pune Trading Pty Ltd and Mr Aditya Desphande; or
- (b) an Associate of Red Leaf Securities Pty Ltd, Lynx Advisors Pty Ltd, Active Office Services Pty Ltd, Pune Trading Pty Ltd or Mr Aditya Desphande.

However, this does not apply to a vote cast in favour of Resolution 7 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 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.

8. Resolution 8 – Ratification of Prior Issue of listed Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 25,500,000 SPXO Listed Options issued on 27 September 2022 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 8 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 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 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.

Adoption of Employee Share Plan

9. Resolution 9 – Adoption of Employee Share Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled ‘Employee Incentive Plan’ and for the issue of securities under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is a Restricted Voter; and
 - 1.1.
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Issue of Incentive Securities under the Employee Incentive Plan'

10. Resolution 10 – Approval of Issue of Remuneration -Sacrifice Shares to Adrian Floate, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 15,438,717 Remuneration-Sacrifice Shares to Adrian Floate, a Director (or his nominee) under the Incentive Plan, 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 10 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. Resolution 11 – Approval of Issue of Remuneration -Sacrifice Shares to Peter Richards, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 5,416,145 Remuneration-Sacrifice Shares to Peter Richards, a Director (or his nominee) under the Incentive Plan, 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 11 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. **Resolution 12** – Approval of Issue of Remuneration -Sacrifice Shares to Howard Digby, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve

the issue and allotment of 4,421,196 Remuneration-Sacrifice Shares to Howard Digby, a Director (or his nominee) under the Incentive Plan, 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 12 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 12 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. **Resolution 13** – Approval of Issue of SPXO Listed Options to Adrian Floate, Director of the Company

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 17,500,000 SPXO Listed Options to Adrian Floate, a Director (or his nominee) under the Incentive Plan, 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 13 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 13 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. **Resolution 14** – Approval of Issue of Options to Adrian Floate, Director of the Company

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

“That, subject to ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 60,000,000 unlisted options to Adrian Floate, a Director (or his nominee) under the Incentive Plan, 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 14 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 14 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 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 14 if:

- (a) the proxy is a Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

15. **Resolution 15** – Approval of Issue of Shares to Adrian Floate, Director of the Company

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

"That, subject to ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 6,000,000 Shares to Adrian Floate, a Director (or his nominee) under the Employee Incentive Plan, 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 15 by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 15 by:

- For personal use only
- (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 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 15 if:

- (a) the proxy is Restricted Voter; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Justyn Stedwell
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 Annual General Meeting to be held at 2:00 pm (AEDT) on Friday, 25 November 2022 at Karstens Sydney, Level 1, 111 Harrington St, The Rocks, NSW, 2000.

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 Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Annual Financial Report unless specifically requested to do so, Shareholders may view the Annual Financial Report on its website at <https://spenda.co/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, being by 18 November 2022.

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Resolutions

1. **Remuneration Report**

Resolution 1 – Adoption of Remuneration Report

1.1. Background

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://spenda.co/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting, and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a Spill Resolution at the 2023 AGM to approve the calling of a Spill Meeting. If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if required) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the KMP (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

1.2. Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

1.3. Director's Recommendation

The Board is not making a recommendation for this Resolution.

The Chair intends to vote all directed proxies in favour of this Resolution.

2. **Resolution 2** – Re-election of Stephen Dale as Director

2.1. Background

In accordance with clause 22.1 of the Constitution, Stephen Dale, a Director appointed on 8 April 2014 retires and offers himself for re-election as a Director.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr Stephen Dale was appointed a Director on 8 April 2014 and was last re-elected as a Director at the 2019 AGM.

Under this Resolution, for the purposes of clause 22.1 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Stephen Dale (being the Director who has been in office the longest since his election) has elected to retire by rotation, and being eligible, seeks re-election as a Director at this AGM.

Stephen has successfully started, developed, managed and sold businesses across diverse sectors including telecommunications, logistics, retail furniture and equestrian ventures. Since 2003 he was a Board member of Saddleworld Australia, a franchised retail group, having served as chairman or deputy chairman for 15 years. He also served as a founding member of Assumption College Kilmore advisory board for 14 years. His current activities include paddock to plate retail of heritage beef and pork and development of a beef cattle breeding stud.

2.2. Directors' recommendation

The Directors (Stephen Dale abstaining) recommend that Shareholders vote in favour of this Resolution.

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

3.1. Background

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

This Resolution seeks Shareholder approval by way of a Special Resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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

3.2. Requirements of Listing Rule 7.1A

(a) *Eligible Entities*

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$38.78 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

(b) *Shareholder approval*

Shareholders must approve the 10% Placement Facility by Special Resolution at the Annual General Meeting. A resolution under ASX Listing Rule 7.1A cannot be put at any other Shareholder meeting.

(c) *Equity Securities*

Equity securities issued under the 10% Placement Facility must be an existing quoted class of the Company's equity securities and issued for cash consideration.

As at the date of this Notice, the Company's capital structure is as follows:

Security Class (Listed)	Number on Issue
Shares	3,231,690,558
Listed Options	602,658,099
Security Class (Unlisted)	Number on Issue
Option Expiring 15-AUG-2025 Exercise Price \$0.042	41,079,172
Option Expiring 28-JUL-2023 Exercise Price 2.5C	4,500,000
Option Expiring 15-JUN-2025 Exercise Price \$0.0175	20,050,000
Option Expiring 15-JUN-2027 Exercise Price \$0.0175	156,000,000
Option Expiring 02-MAR-2024 Exercise Price \$0.135	50,000,000
Option Expiring 25-FEB-2026 Exercise Price \$0.084	60,000,000

3.3. Information Required by ASX Listing Rule 7.3A

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

(a) *Period for which the approval will be valid*

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) Minimum price at which the equity securities may be issued under Listing Rule 7.1A

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

(c) Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for working capital, product development and debt warehouse funding.

(d) Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under the 10% Placement Facility, existing Shareholders' economic and voting power in the Company will be diluted as shown in the table below.

There is a risk that:

- (i) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (ii) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

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

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.006 50% decrease in issue price	\$0.012 issue prices ^(b)	\$0.024 100% increase in issue price
"A" is the number of shares on issue,	10% voting dilution ^(c)	323,169,055	323,169,055	323,169,055

being 3,231,690,558 Shares ^(a)	Funds raised	\$1,939,014	\$ 3,878,028	\$ 7,756,057
"A" is a 50% increase in shares on issue, being 4,847,535,837 Shares	10% voting dilution ^(c)	484,753,583	484,753,583	484,753,583
	Funds raised	\$ 2,908,521	\$ 5,817,043	\$ 11,634,086
"A" is a 100% increase in shares on issue, being 6,463,381,116 Shares	10% voting dilution ^(c)	646,338,111	646,338,111	646,338,111
	Funds raised	\$ 3,878,028	\$ 7,756,057	\$ 15,512,114

Notes:

- (a) Based on the total number of Shares on issue as at 13 October 2022.
- (b) Based on the closing price of the Shares on ASX as at 13 October 2022.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under the 10% Placement Facility will depend on a number of factors, including:

- (i) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (ii) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (iii) the potential effect on the control of the Company;
- (iv) the Company's financial position and the likely future capital requirements; and
- (v) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of

Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

- (f) Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to Meeting

Whilst the Company received Shareholder approval under Listing Rule 7.1A at the 31 January 2022 Annual General Meeting, it has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

3.4. Voting Exclusion Statement

A voting exclusion statement is included in the Notice for the purposes of Resolution 3. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in a proposed issue of equity securities under the proposed 10% Placement Facility., No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

3.5. Directors' recommendation

The Board recommends Shareholders vote in favour of this Resolution.

Ratification of Prior Issue of equity securities

4. Resolution 4 – Ratification of Prior Issue of Shares

4.1. Background

On 12 August 2022 the Company issued 3,073,100 Shares in consideration for corporate advisory services provided to the Company.

4.2. ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 3,073,100 Shares which were issued on 12 August 2022.

All of the Shares were issued by utilising the Company's existing capacity under 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.

The issue of the Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so 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 into 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 the issue of the Shares under and for the purposes of Listing Rule 7.4.

4.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If this Resolution is not passed, the issue of Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

4.4. Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued to Spark Plus Pte Ltd who is a corporate adviser to the Company but is not a related party of the Company, a member of KMP, a substantial holder in the Company, or an associate of any such person.
- (b) The Company issued 3,073,100 Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued on 12 August 2022.

- (e) Each of the Shares were issued at a deemed issue price of \$0.014 (1.4) cents per Share.
- (f) Funds were not raised from the issue of the Share as the Share were issued in consideration of services provided.
- (g) The Shares were issued under an agreement between the Company and Spark Plus Pte Ltd. Pursuant to the terms of that agreement, Spark Plus Pte Ltd agreed to provide corporate advisor services to the Company for a six-month virtual roadshow and the Company agreed to issue Spark Plus Pte Ltd US\$5,000 per month, with such fees to be satisfied through the issue of Shares (being the subject of this Resolution).
- (h) A voting exclusion statement is included in this Notice.

4.5. Directors' recommendation

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

5. Resolution 5 – Ratification of Prior Issue of Unlisted Options

5.1. Background

As announced on 1 August 2022, the Company entered into a \$50m debt facility agreement with a prominent Australian private credit fund to provide capital to accelerate its ongoing business growth. On 15 August 2022, pursuant to the terms of the debt facility, the Company issued 40,273,698 unlisted Options exercisable at \$0.042 (4.2) cents each and expiring 15 August 2025, utilising the Company's existing capacity under Listing Rule 7.1.

The full terms of the Options are set out in Annexure A of this Notice.

5.2. ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 40,273,698 Options which were issued on 15 August 2022 (**Issue Date**).

All of the Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is summarised at section 4.2 above.

The issue of Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Options.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into 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 for the issue of the Options under and for the purposes of Listing Rule 7.4.

5.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of the Options will be excluded in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If this Resolution is not passed, the issue of the Options will be included in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

5.4. Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Options were issued to AMAL Trustees Pty Ltd <DCF Private Debt IV> who is not a related party of the Company, a member of KMP, a substantial holder in the Company, an adviser to the Company or an associate of any such person.
- (b) The Company issued 40,273,698 unlisted Options exercisable at \$0.042 (4.2) cents each and expiring 15 August 2025.
- (c) The full terms of the Options are set out in Annexure A of this Notice.
- (d) The Options were issued on 15 August 2022.
- (e) Each of the Options were issued for nil cash consideration.
- (f) Funds were not raised from the issue of the Options as the Options were issued in conjunction with the debt facility agreement as announced on 1 August 2022. Should the options be exercised, funds raised may be used by the Company for working capital or product development.
- (g) A voting exclusion statement is included in this Notice.

5.5. Directors' recommendation

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

6. **Resolution 6** – Ratification of Prior Issue of Shares

6.1. Background

On 27 September 2022 the Company announced the issue of 27,955,719 Shares to employees, Executive Leadership Team (**ELT**) and Senior Management Teams (**SMT**) in lieu of a portion of their net salary, relating to the period 1 January 2023 to 30 June 2023 (the **Initiative**).

Under the Initiative introduced by the Board in FY22 (refer to the Company's ASX announcement dated 20 December 2021), members of the Board, ELT and SMT can elect to receive up to 100% of their net salary in Shares rather than cash pursuant to the Employee Incentive Plan, resulting in cash being retained in the Company and demonstrating a commitment by those individuals to the future success of the Company.

On 23 September 2022 the Company issued 27,955,719 Shares pursuant to the Initiative. Of these Shares, 18,120,424 Share were issued pursuant to exception 13 in Listing Rule 7.2 and 9,835,295 Shares were issued utilising the Company's existing capacity under Listing Rule 7.1.

6.2. ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of 9,835,295 Shares which were issued on 23 September 2022.

All of the Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is summarised at section 4.2 above.

The issue of the Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

The Company wishes to retain as much flexibility as possible to issue additional equity securities

into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the issue of the Shares under and for the purposes of Listing Rule 7.4.

6.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of the Shares will be excluded in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If this Resolution is not passed, the issue of the Shares will be included in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

6.4. Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Shares were issued to members of the ELT and SMT who were eligible and elected to participate in the Incentive. Each member of the ELT and SMT is a member of KMP but is not a related party of the Company, a substantial holder to the Company, an adviser to the Company or an associate of any such person.
- (b) The Company issued 9,835,295 Shares.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued on 23 September 2022.
- (e) Each of the Shares were issued at a deemed issue price of \$0.0131 (1.31) cents per Share.
- (f) Funds were not raised from the issue of the Share as the Share were issued in lieu of cash payments of a portion of the salary of the allottees.
- (g) A voting exclusion statement is included in this Notice.

6.5. Directors' recommendation

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

7. Resolution 7 – Ratification of Prior Issue of Shares and Listed Options

7.1. Background

On 27 September 2022 the Company issued 6,000,000 Shares and 22,000,000 SPXO Listed Options in consideration for corporate advisory services provided to the Company. The 6,000,000 Shares and 22,000,000 SPXO Listed Options were issued utilising the Company's existing capacity under Listing Rule 7.1.

7.2. ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of 6,000,000 Shares and 22,000,000 SPXO Listed Options which were issued on 27 September 2022.

All of the Shares and Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is summarised at section 4.2 above.

The issue of the Shares and Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares and Options.

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

To this end, this Resolution seeks Shareholder approval for the issue of the Shares and Options for the purposes of Listing Rule 7.4.

7.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of the Shares and Options will be excluded in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and Options.

If this Resolution is not passed, the issue of the Shares and Options will be included in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares and Options.

7.4. Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The Shares and Options were issued to:

- Red Leaf Securities Pty Ltd;
- Lynx Advisors Pty Ltd;
- Active Office Services Pty Ltd;
- Pune Trading Pty Ltd and
- Mr Aditya Desphande,

each of whom is a corporate adviser to the Company but none of whom are a related party of the Company, a member of KMP, a substantial holder in the Company, or an associate of any such person.

(b) The Company issued 6,000,000 Shares and 22,000,000 SPXO Listed Options.

(c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) Each SPXO Listed Option entitles the holder to subscribe for one Share. The Options are exercisable at an exercise price of \$0.025 each at any time on or before 28 July 2023 and will otherwise be issued on the terms and conditions set out in Annexure B of this Notice. In addition, the SPXO listed Options the subject of this Resolution 7 are subject to the following vesting hurdles:

- 6,000,000 SPXO Listed Options vest from 1 November 2022 upon the Share price being \$0.025 or more for 5 consecutive business days;
- 8,000,000 SPXO Listed Options vest from 1 February 2023 upon the Share price being \$0.035 or more for 5 consecutive business days;
- 8,000,000 SPXO Listed Options vest from 1 May 2023 upon the Share price being \$0.045 for 5 consecutive business days.

- (e) The Shares and Options were issued on 27 September 2022.
- (f) Each of the Shares were issued at a deemed issue price of \$0.012 (1.2) cents per Share.
- (g) Funds were not raised from the issue of the Shares and Options as the Shares and Options were issued in consideration for services provided to the Company.
- (i) The Shares and Options were issued under agreements between;
- a. the Company and Lynx Advisors Pty Ltd; and
 - b. the Company and Red Leaf Securities Pty Ltd.

Pursuant to the terms of the agreements, Lynx Advisors Pty Ltd and Red Leaf Securities Pty Ltd each agreed to provide corporate advisory services to the Company for a twelve-month period and the Company agreed to issue Lynx Advisors Pty Ltd and Red Leaf Securities Pty Ltd each 3,000,000 Shares and 11,000,000 SPXO Listed Options which are the subject of Resolution 7.

- (h) A voting exclusion statement is included in this Notice.

7.5. Directors' recommendation

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

8. Resolution 8 – Ratification of Listed Options

8.1. Background

On 27 September 2022 the Company issued 25,500,000 SPXO Listed Options as performance based remuneration to the ELT. The 25,500,000 SPXO Listed Options were issued utilising the Company's existing capacity under Listing Rule 7.1.

8.2. ASX Listing Rules 7.1 and 7.4

This Resolution proposes that Shareholders approve and ratify the prior issue and allotment of 25,500,000 SPXO Listed Options which were issued on 27 September 2022.

All of the SPXO Listed Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is summarised at section 4.2 above.

The issue of the SPXO Listed Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Options.

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

To this end, this Resolution seeks Shareholder approval for the issue of the SPXO Listed Options for the purposes of Listing Rule 7.4.

8.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the issue of the SPXO Listed Options will be excluded in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the SPXO Listed Options.

If this Resolution is not passed, the issue of the SPXO Listed options will be included in calculating the Company's 15% capacity limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the SPXO Listed Options.

8.4. Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The SPXO Listed Options were issued to members of the ELT, each of whom is a member of KMP but none of whom are a related party of the Company, a substantial holder to the Company, an adviser to the Company or an associate of any such person.
- (b) The Company issued 25,500,000 SPXO Listed Options.
- (c) Each SPXO Listed Option entitles the holder to subscribe for one Share. The Options are exercisable at an exercise price of \$0.025 each at any time on or before 28 July 2023 and will otherwise be issued on the terms and conditions set out in Annexure A of this Notice.
- (d) The SPXO Listed Options were issued on 27 September 2022.
- (e) The SPXO Listed Options were issued for nil consideration as performance-based remuneration to the ELT.
- (f) Funds were not raised from the issue of the securities as the securities were issued as performance-based remuneration to the ELT who are not related parties of the Company.
- (g) A voting exclusion statement is included in this Notice.

8.5. Directors' recommendation

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

9. Resolution 9 – Adoption of the Employee Incentive Plan

9.1. Background

The Company's Employee Incentive Plan (**Incentive Plan**) was last approved by Shareholders on 20 May 2021. The Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement so that Company securities may be issued under the Incentive Plan as an exception to ASX Listing Rule 7.1.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- a. enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- b. enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- c. link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- d. align the financial interest of participants of the Plan with those of Shareholders; and

- e. provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

A summary of the key terms of the Incentive Plan is set out in Annexure C of this Notice, and a copy of the rules of the Incentive Plan is available upon request from the Company.

9.2. ASX Listing Rules

A summary of Listing Rule 7.1 is summarised at section 4.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum amount set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which the shareholder approval was pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

9.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is approved by Shareholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

For the avoidance of doubt, the Company will be required to seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

9.4. Technical information required by ASX Listing Rule 7.2 (exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to this Resolution:

- (a) A summary of the key terms and conditions of the Incentive Plan is set out in Annexure C of this Notice.
- (b) Since the Incentive Plan was last approved by Shareholders on 20 May 2021, the Company has issued 106,440,991 Shares and 197,550,000 Options pursuant to the Incentive Plan.
- (c) . If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 323,169,055 securities under the Incentive Plan during the three-year period following approval =. The maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- (d) A voting exclusion statement is included in this Notice.

9.5. Directors Recommendation

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

Remuneration-Sacrifice Shares

10. Resolutions 10, 11 and 12 – Issue of Remuneration-Sacrifice Shares to Directors

10.1. Background

Each of the Directors, being Adrian Floate, Peter Richards, and Howard Digby, have agreed to an option to reduce their cash remuneration through the issue of Shares in lieu of that cash remuneration.

The Company has accordingly agreed, subject to Shareholder approval and the option being exercised by Adrian Floate, Peter Richards, and/or Howard Digby (as applicable) to allot and issue Shares (**Remuneration-Sacrifice Shares**) to Adrian Floate, Peter Richards, and/or Howard Digby (as applicable) pursuant to the Company's Incentive Plan and on the terms and conditions set out below.

The purpose of the proposed issue of the Related Party Shares is to provide Share-based remuneration in lieu of what would otherwise have been cash remuneration due and payable to Directors as salary or fees.

10.2. Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions set out in section 210 to 216 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit in the manner set out in section 217 to 227 of the Corporations Act.

The proposed issue of Related Party Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company. Each of Messrs Floate, Richards and Digby are related parties of the Company by virtue of being a Director.

The Board (other than Adrian Floate in respect of Resolution 10, Peter Richards in respect of Resolution 11 and Howard Digby in respect of Resolution 12) carefully considered the issue of the Related Party Shares to each Director the subject of Resolutions 10 to 12 (inclusive) and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of those issues because they form part of the respective remuneration to each applicable Director as an officer of the Company and the remuneration is reasonable given the applicable Director's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Related Party Shares as the issue of the Related Party Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

10.3. ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) 10.14.1: a director of the entity;
- (b) 10.14.2: an associate of a director of the entity; or
- (c) 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Related Party Shares to Adrian Floate, Peter Richards, and Howard Digby falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval pursuant to Listing Rule 7.1 is not required in order to issue such Related Party Shares, as approval is being obtained under Listing Rule 10.14. Accordingly, Shareholders should note that the potential issue of Related Party Shares under the Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

10.4. Technical information required by ASX Listing Rule 14.1A

If Resolutions 10, 11 and 12 are passed, the Company will be able to proceed with the issue of the Related Party Shares to Adrian Floate, Peter Richards and Howard Digby (as applicable) under the Incentive Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolutions 10, 11 and 12 are not passed, the Company will not be able to proceed with the issue of the Related Party Shares to Adrian Floate, Peter Richards and Howard Digby under the Incentive Plan and the Company will be required to pay cash remuneration to the Directors instead.

10.5. Information required by ASX Listing Rule 10.15

The following information is provided to Shareholders in relation to the issue of the Related Party Shares for the purposes of ASX Listing Rule 10.15:

- (a) The allottees are Adrian Floate or his nominee (in respect of Resolution 10), Peter Richards or his nominee (in respect of Resolution 11), and Howard Digby or his nominee (in respect of Resolution 12).
- (b) Each of Adrian Floate, Peter Richards and Howard Digby fall under Listing Rule 10.14.1 as a related party because they are each a Director.
- (c) The number of Related Party Shares to be issued to each Director (or their nominee) are as follows:

Resolution	Related Party	Number of Related Party Shares
10	Adrian Floate	<p>8,752,600 Shares at a deemed issue price of \$0.01 per Share based on a salary sacrifice of 100% of net salary (\$87,526) for the period 1 July 2022 to 31 December 2022.</p> <p>6,686,117 Shares at a deemed issue price of \$0.0131 per Share based on a salary sacrifice of 100% of net salary (\$87,526) for the period 1 January 2023 to 30 June 2023.</p> <p>Total – 15,438,717 Shares</p>
11	Peter Richards	<p>2,167,428 Shares at a deemed issue price of \$0.01 per Share based on a salary sacrifice of 100% of net salary (\$21,674) for the period 1 July 2022 to 31 December 2022.</p>

		3,248,717 Shares at a deemed issue price of \$0.0131 per Share based on a salary sacrifice of 100% of net salary (\$42,528) for the period 1 January 2023 to 30 June 2023. Total – 5,416,145 Shares
12	Howard Digby	2,547,959 Shares at a deemed issue price of \$0.01 per Share based on a salary sacrifice of 100% of net salary (\$25,480) for the period 1 July 2022 to 31 December 2022. 1,873,237 Shares at a deemed issue price of \$0.0131 per Share based on a salary sacrifice of 50% of net salary (\$24,522) for the period 1 January 2023 to 30 June 2023. Total – 4,421,196 Shares

- (d) A summary of the material terms of the Incentive Plan is set out in Annexure C of this Notice.
- (e) The Related Party Shares will be issued within 3 years from the date of this Meeting, if approved by Shareholders of the Company.
- (f) Adrian Floate, Peter Richards and Howard Digby have not previously been issued securities under the Plan since it was last approved by shareholders on 20 May 2021.
- (g) The Related Party Shares will be issued for nil consideration in lieu of a Directors' agreed cash remuneration. No funds will be raised from the issue of the Related Party Shares. Related Party Shares will be issued at the deemed issue price of \$0.01 per Share for the Shares issued for the period 1 July 2022 to 31 December 2022 and \$0.0131 per Share for the Shares issued for the period 1 January 2023 to 30 June 2023.
- (h) The Related Party Shares will be fully paid on issue and rank equally in all aspects with all existing Shares.
- (i) No loan arrangements apply.
- (j) The remuneration and emoluments from the Company to each Director for the financial year ended 30 June 2023 and the proposed remuneration and emoluments from the Company to each Director for the current financial year are set out in the table below:

Resolution	Director	Current financial year (FY2023)*	Previous financial year (FY2022)
10	Adrian Floate	302,500	701,664
11	Peter Richards	60,000	440,502
12	Howard Digby	60,000	157,793

*FY2023 remuneration includes agreed fee based remuneration only, it does not include the value of securities that may be issued as additional performance based or incentive remuneration which will be issued subject to Shareholders approval.

- (k) Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not

named in the notice of meeting will not participate until approval is obtained under that rule.

- (m) Voting exclusion statements are included in the Notice in relation to Resolutions 10, 11 and 12.

11. **Resolution 13** – Approval of Issue of SPXO Listed Options to Adrian Floate, Director of the Company

11.1. **Background**

This Resolution seeks Shareholder approval to issue and allot 8,750,000 SPXO Listed Options to Adrian Floate, a Director, or his nominee.

The issuance of securities to executives as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of their company for the commercial benefit of all shareholders.

The Board (other than Adrian Floate) believes it is important to offer these SPXO Listed Options to Adrian Floate to continue to attract and maintain highly experienced and qualified Board members and executives in a competitive market (in a way that allows the Company to utilise its available cash for other preferred purposes).

11.2. **ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders.

As Adrian Floate is a Director, he is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue of SPXO Listed Options does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue 8,750,000 SPXO Listed Options to Adrian Floate under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11 then, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under and for the purpose of Listing Rule 7.1. Accordingly, the issue of SPXO Listed Options the subject of this Resolution will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

11.3. **Technical information required by ASX Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the proposed issue of 8,750,000 SPXO Listed Options to Adrian Floate.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and 8,750,000 SPXO Listed Options to Adrian Floate and may then be required to re-negotiate with Adrian Floate such other reasonable remuneration as may be applicable in substitution of these 8,750,000 SPXO Listed Options, which may include the payment of additional cash amounts, reducing the Company's cash reserves.

11.4. Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 10.2 above.

The proposed issue of SPXO Listed Options (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit. Adrian Floate, is a related party of the Company by virtue of being a Director.

The Board (other than Adrian Floate who has a material personal interest in the Resolution) carefully considered the issue of the SPXO Listed Options to Adrian Floate and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of SPXO Listed Options to Adrian Floate and/or his nominee because they form part of Adrian Floate's remuneration as an officer of the Company and the remuneration is reasonable given Adrian Floate's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the SPXO Listed Options to Adrian Floate as the issue of the SPXO Listed Options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

11.5. Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the SPXO Listed Options to Adrian Floate is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Adrian Floate or his nominee.
- (a) Adrian Floate falls under Listing Rule 10.11.1 as a related party because he is a Director.
- (b) The maximum number of SPXO Listed Options to be issued is 8,750,000.
- (c) Each SPXO Listed Option entitles the holder to subscribe for one Share. The SPXO Listed Options are exercisable at an exercise price of \$0.025 each at any time on or before 28 July 2023 and will otherwise be issued on the terms and conditions set out in Annexure B of this Notice.
- (d) The SPXO Listed Options will be offered for nil cash consideration.
- (e) The current value of the SPXO Listed Options is \$35,000 (based on the closing price of SPXO Listed Options of \$0.004 on 30 September 2022).
- (f) The SPXO Listed Options Shares will be issued within 3 years from the date of this Meeting, if approved by Shareholders of the Company.
- (g) Funds will not be raised from the issue of the SPXO Listed Options as the issue is proposed to be made for nil cash consideration. Should the SPXO Listed Options be exercised, funds raised may be used by the Company to be used for working capital, product development and debt warehouse funding.
- (h) The remuneration and emoluments from the Company to Adrian Floate for the financial year ended 30 June 2023 and the proposed remuneration and emoluments from the Company to Adrian Floate for the current financial year are set out in the table below:

Current financial year (FY2023) ¹	Previous financial year (FY2022) ¹
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\$302,500	\$701,664
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Note:

1. FY2023 remuneration includes agreed fee based remuneration only, it does not include the value of securities that may be issued as additional performance based or incentive remuneration which will be issued subject to Shareholders approval.

12. **Resolution 14** – Approval of Issue of Options to Adrian Floate, Director of the Company

12.1. **Background**

The Company's current employee incentive plan was last approved by Shareholders of the Company on 20 May 2021. The Company is seeking Shareholder approval to re-adopt the Incentive Plan pursuant to Resolution 9.

The Company seeks to invite Adrian Floate, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for 60,000,000 unlisted Options, exercisable at \$0.0175 each on or before 15 June 2027 under the Incentive Plan (**Incentive Securities**). The Incentive Securities will be subject to the following time based vesting conditions:

- 15,000,000 unlisted Options vest on 30 June 2022
- 15,000,000 unlisted Options vest on 30 June 2023
- 15,000,000 unlisted Options vest on 30 June 2024
- 15,000,000 unlisted Options vest on 30 June 2025

The Options the subject of this resolution have been valued using a black-scholes valuation model. As at 11 October 2022, each Option has a value of \$0.0089 per Option.

12.2. **Director and Related Party Approvals**

(a) A summary of Listing Rule 10.14 is set out in section 10.3 above.

The issue of the Incentive Securities to Adrian Floate falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval pursuant to Listing Rule 7.1 is not required in order to issue such Incentive Securities, as approval is being obtained under Listing Rule 10.14. Accordingly, Shareholders should note that the potential issue of Incentive Securities under the Incentive Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

12.3. **Technical information required by ASX Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Adrian Floate.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and may then be required to re-negotiate with Adrian Floate such other reasonable remuneration as may be applicable in substitution of these Incentive Securities, which may include the payment of additional cash amounts, reducing the Company's cash reserves.

12.4. **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in section 10.2 above

The Board (other than Adrian Floate who has a material personal interest in the Resolution) carefully considered the issue of the Incentive Securities to Adrian Floate and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Incentive Securities to Adrian Floate and/or his nominee because they form part of

Adrian Floate's remuneration as an officer of the Company and the remuneration is reasonable given Adrian Floate's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Incentive Securities to Adrian Floate as the issue of the Incentive Securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

12.5. Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Adrian Floate is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Adrian Floate or his nominee/s.
- (b) Adrian Floate falls under Listing Rule 10.11.1 as a related party because he is a Director.
- (c) The number of Incentive Securities to be issued to Adrian Floate is 60,000,000 unlisted Options.
- (d) A summary of the material terms of the Incentive Plan is set out in Annexure C of this Notice.
- (e) Since the Incentive Plan was last approved by Shareholders on 20 May 2021, the Company has not issued Incentive Securities to Adrian Floate pursuant to the Plan.
- (f) The Incentive Securities are being issued for nil consideration pursuant to the terms of the Incentive Plan.
- (g) The Incentive Securities will be issued within 3 years of the date of this Meeting, if approved by Shareholders of the Company.
- (h) No loan arrangements apply in relation to the acquisition.
- (i) The remuneration and emoluments from the Company to Adrian Floate for the financial year ended 30 June 2023 and the proposed remuneration and emoluments from the Company to Adrian Floate for the current financial year are set out in the table below:

Current financial year (FY2023) ¹	Previous financial year (FY2022) ¹
\$302,500	\$701,664

Note:

1. FY2023 remuneration includes agreed fee based remuneration only, it does not include the value of securities that may be issued as additional performance based or incentive remuneration which will be issued subject to Shareholders approval.

- (j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and such annual report will state that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement is included in this Notice.

13. Resolution 15 – Approval of Issue of Shares to Adrian Floate, Director of the Company

13.1. Background

The Company's current employee incentive plan was last approved by Shareholders of the Company on 20 May 2021. The Company is seeking Shareholder approval to re-adopt the Incentive Plan pursuant to Resolution 9.

The Company seeks to invite Adrian Floate, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for 6,000,000 Shares under the Incentive Plan (**Incentive Shares**) in recognition of the achievement of Short Term Incentive hurdles determined by the Board. The Board deemed Mr. Floate eligible for the Incentive Shares following the securing of a \$50 million debt warehouse facility and achievement of over 100% increase in cash receipts from customers for the 2022 financial year.

13.2. Director and Related Party Approvals

(a) A summary of Listing Rule 10.14 is set out in section 10.3 above.

The issue of the Incentive Securities to Adrian Floate falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval pursuant to Listing Rule 7.1 is not required in order to issue such Incentive Securities, as approval is being obtained under Listing Rule 10.14. Accordingly, Shareholders should note that the potential issue of Incentive Securities under the Incentive Plan will not be included in the 15% calculation imposed by Listing Rule 7.1.

13.3. Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Shares to Adrian Floate.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and may then be required to re-negotiate with Adrian Floate such other reasonable remuneration as may be applicable in substitution of these Incentive Shares, which may include the payment of additional cash amounts, reducing the Company's cash reserves.

13.4. Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 10.2 above

The Board (other than Adrian Floate who has a material personal interest in the Resolution) carefully considered the issue of the Incentive Shares to Adrian Floate and formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Incentive Shares to Adrian Floate and/or his nominee because they form part of Adrian Floate's remuneration as an officer of the Company and the remuneration is reasonable given Adrian Floate's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Incentive Shares to Adrian Floate as the issue of the Incentive Securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

13.5. Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Shares to Adrian Floate is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Adrian Floate or his nominee/s.
- (b) Adrian Floate falls under Listing Rule 10.11.1 as a related party because he is a Director.
- (c) The number of Incentive Shares to be issued to Adrian Floate is 6,000,000 Shares.

- (d) A summary of the material terms of the Incentive Plan is set out in Annexure C of this Notice.
- (e) The Shares being offered are fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Incentive Shares will be issued within 3 years of the date of this Meeting, if approved by Shareholders of the Company.
- (g) Since the Incentive Plan was last approved by Shareholders on 20 May 2021, the Company has not issued Incentive Securities to Adrian Floate pursuant to the Plan.
- (h) The Incentive Securities are being issued for nil consideration pursuant to the terms of the Incentive Plan.
- (i) The Incentive Securities will be issued within 3 years of the date of this Meeting, if approved by Shareholders of the Company.
- (j) The remuneration and emoluments from the Company to Adrian Floate for the financial year ended 30 June 2023 and the proposed remuneration and emoluments from the Company to Adrian Floate for the current financial year are set out in the table below:

Current financial year (FY2023) ¹	Previous financial year (FY2022) ¹
\$302,500	\$701,664

Note:

1. FY2023 remuneration includes agreed fee based remuneration only, it does not include the value of securities that may be issued as additional performance based or incentive remuneration which will be issued subject to Shareholders approval.

- (m) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and such annual report will state that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
- (n) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- (o) A voting exclusion statement is included in this Notice.

Enquiries

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

Glossary

10% Placement Facility has the meaning given in section 3.1.

2023 AGM has the meaning given in section 1.1.

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

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 31 August 2022.

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

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.

Auditor's Report means the auditor's report of HLB Mann Judd (WA Partnership) dated 31 August 2022 as included in the Annual Financial Report.

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.

Closely Related Party of a member of the KMP means:

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependant of the member or of the member's spouse;
- (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (v) a company the member controls; or
- (vi) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Spenda Limited ACN 099 084 143.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

ELT has the meaning given in section 6.1.

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

Incentive Plan means the employee incentive scheme entitled “Employee Incentive Plan” for which Shareholder approval is being sought for the adoption of under Resolution 9 of this Notice of Meeting.

Incentive Securities has the meaning given in section 12.1.

Initiative has the meaning given in section 6.1.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 26 October 2022 including 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.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Remuneration-Sacrifice Shares has the meaning given in section 10.14.

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

Restricted Voter means a member of the Company’s KMP and any Closely Related Parties of those members.

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 Automatic Registry Services.

SMT has the meaning given in section 6.1.

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.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

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.

Annexure A – Terms and conditions of Unlisted Options

- (a) Each Option entitles its holder to subscribe in cash for one Share.
- (b) Each Option is exercisable at its exercise price at any time prior to its relevant expiry date (**Expiry Date**) by completing an Option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- (d) The Company will not apply for official quotation by ASX of the Options.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- (g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- (h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (i) 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 life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

Annexure B – Terms and conditions of SPXO Listed Options

- (a) The exercise price of each Option is \$0.025 (**Exercise Price**).
- (b) The expiry date of each Option is 28 July 2023 (**Expiry Date**).
- (c) Each Option gives the Option holder the right to subscribe for one Share.
- (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option is the Exercise Price.
- (f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
- (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
- (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (Exercise Notice).**
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (i) Within 15 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (k) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules. The Company will seek Official Quotation of the Options, subject to satisfying the quotation conditions of ASX Listing Rules. If ASX does not grant Official Quotation of the Options, the Options will remain unlisted.
- (l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 15 Business Days after the date of issue of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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- (n) There are no participating rights or entitlements inherent in the Options and Option 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 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 - (o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Annexure C - Terms of Plan

A summary of the terms of the Plan is set out below:

- (i) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (j) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (k) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (l) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (m) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (n) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.
- Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (o) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise

waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (p) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (q) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (r) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (s) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (t) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and

distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- (u) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (v) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (w) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (x) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (y) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Wednesday, 23 November 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:

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Spenda Limited, to be held at **2.00pm (AEDT) on Friday, 25 November 2022 at Karstens Sydney, Level 1, 111 Harrington St, The Rocks, NSW, 2000** hereby:

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9, 10, 11, 12, 13, 14 and 15 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 9, 10, 11, 12, 13, 14 and 15 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Adoption of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Stephen Dale as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of Issue of Remuneration -Sacrifice Shares to Adrian Floate, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. SPECIAL RESOLUTION ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of Issue of Remuneration -Sacrifice Shares to Peter Richards, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of Issue of Remuneration -Sacrifice Shares to Howard Diabou, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue of unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of Issue of SPXO Listed Options to Adrian Floate, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval of Issue of Options to Adrian Floate, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Prior Issue of Shares and listed Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approval of Issue of Shares to Adrian Floate, Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Prior Issue of listed Options	<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 show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/>	

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