

Notice of Extraordinary General Meeting

InFocus Group Holdings Limited (ASX: **IFG**) (the **Company** or **InFocus**), a data analytics and software solutions company, advises that it will hold an Extraordinary General Meeting at 1:00pm on Friday, 28 February 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.

Annexed to this announcement is a copy of the Notice of Meeting, a sample proxy form, and a sample access letter being dispatched to shareholders from today.

ENDS

This announcement has been approved by the directors of InFocus Group Holdings Limited.

For further information, please contact:

InFocus Group Holdings Limited
e: info@ifghltd.com.au
p: +61 8 9465 1091

Reign Advisory Pty Ltd
e: IFG@reignadvisory.com
p: +61 2 9174 5388

About InFocus Group Holdings Limited

InFocus Group Holdings Limited (**IFG**) is a data intelligence and software solutions company with proven expertise in data analytics as well as software and platform development. IFG operates three business units: InFocus Analytics, the Frugl Grocery app, and Onify (formerly Trienpont International). A fourth business unit, Prodigy9, is in the process of being acquired following shareholder approval at the 2024 AGM. Together, these business units provide IFG with enterprise-scale capabilities across data analytics, business intelligence, software and platform development, cybersecurity, artificial intelligence and machine learning, and team augmentation.



Notice of Extraordinary General Meeting

InFocus Group Holdings Limited (ASX: **IFG**) (the **Company** or **InFocus**), a data analytics and software solutions company, is holding an Extraordinary General Meeting of the Company to be held at 1:00pm on Friday, 28 February 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003 (the **EGM** or the **Meeting**).

Access to the Notice of Meeting

The Company will only send hard copies of the Notice of Meeting to shareholders who have elected to receive the Notice in hard copy. Shareholders who have provided the Company with an email address and have elected to receive electronic communications will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy form will be printed and dispatched to Shareholders.

Shareholders seeking the Notice of Meeting can:

- download a copy from the Company's website at <https://ifghltd.com.au/announcements/> or the Australian Securities Exchange Website at <https://www.asx.com.au/markets/company/ifg>;
- contact the Company Secretary at IFG@reignadvisory.com to request a copy be emailed or posted to them.

Voting at the EGM

The Company strongly recommends shareholders review the Notice of Meeting and vote at the EGM. Shareholders may choose to attend the Meeting and vote in person or vote by proxy prior to the meeting. Further information on how to vote at the EGM is set out in your personalised proxy form and the Notice of Meeting.

Should shareholders have any difficulty in lodging a proxy form, they can contact the Company's share registry, Automic Group, on 1300 288 644 (within Australia) or +61 2 9698 5414 (Overseas).

By order of the Board

A handwritten signature in blue ink, appearing to read "Sonny Didugu".

Sonny Didugu
Company Secretary

20 January 2025



InFocus Group Holdings Limited
ACN 096 870 978

Notice of Extraordinary General Meeting
Friday, 28 February 2025 at
1:00pm (Perth)

Level 2, 100 James Street,
Northbridge WA 6003

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

Notice of the Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of InFocus Group Holdings Limited (the **Company** or **InFocus**) is to be held at 1:00pm on Friday, 28 February 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at ifg@reignadvisory.com.

Ordinary Business

Refresh Placement Capacity

1. Resolution 1: Ordinary Resolution to ratify 25 November 2024 Share Issues

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 19,116,667 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

2. Resolution 2: Ordinary Resolution to ratify 28 November 2024 Share Issues

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 12,250,000 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement".

Voting Exclusion Statement

A voting exclusion applies to this Resolution 2. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who participated in the share issue; or
- Any associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

Approve New Issues of Securities

3. Resolution 3: Ordinary Resolution to Approve the Issue of November 2024 Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 13,333,334 Options each exercisable at \$0.075 expiring 31 December 2027 in the Company to the Placement Participants, for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A Placement Participant;
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

4. Resolution 4: Ordinary Resolution to Approve the Issue of November 2024 Broker Options

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 9,000,000 Options each exercisable at \$0.075 expiring 31 December 2027 in the Company to Evolution Capital Pty Ltd (or nominee), for the purpose, and on the terms set out in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Evolution Capital Pty Ltd or its nominee
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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: Ordinary Resolution to Approve Issue Shares to Reign Advisory

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 750,000 Shares to Reign Advisory Pty Ltd (or nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Reign Advisory Pty Ltd or its nominee
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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: Ordinary Resolution to Approve Issue Shares to Ingenium

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 22,500,000 Shares to Ingenium Technologies Limited (or nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ingenium Technologies Limited or its nominee
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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: Ordinary Resolution to Approve Issue Options to Ingenium

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 5,000,000 Options each exercisable at \$0.07 expiring 31 December 2027 to Ingenium Technologies Limited (or nominee) on the terms outlined in the Explanatory Statement”.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Ingenium Technologies Limited or its nominee
- A person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

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

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,



Sonny Didugu
Company Secretary
17 January 2025

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of InFocus Group Holdings Limited (ASX: IFG) (**InFocus** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact InFocus or seek advice from your professional advisors.

Refresh of Placement Capacity

Resolutions 1 and 2: Ordinary Resolutions to Ratify Prior Placements

Resolutions 1 and 2 seek to ratify prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% of the Company's fully paid ordinary issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1. The effect of the ratification proposed by Resolutions 1 and 2 is to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the fully paid ordinary issued capital at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake a capital raising, or for other purposes.

In the event that Resolutions 1 and 2 are not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity.

Where Resolutions 1 and 2 are passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4, and accordingly these securities will not continue to 'take up' part of the total 15% ASX Listing Rule 7.1. capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

The Company provides the following information with respect to Resolutions 1 and 2 pursuant to ASX Listing Rule 7.5:

Resolution 1: 25 November 2024 Share Issues

Number and class of securities issued	19,116,667 Shares were issued on 25 November 2024. All Shares rank equally with other existing Shares on issue.
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Name of recipients or basis on which persons were identified	<p>In respect of 16,666,667 Shares: Sophisticated and professional investors introduced to the Company by Evolution Capital Pty Ltd.</p> <p>In respect of 2,450,000 Shares: Shares were issued to Reign Advisory Pty Ltd in lieu of cash remuneration owed pursuant to a corporate advisory mandate.</p>
Date securities were issued	19,116,667 Shares on 25 November 2024
Price (or other consideration)	<p>In respect of 16,666,667 Shares: Shares issued at \$0.03 per Share in a placement.</p> <p>In respect of 2,450,000 Shares: Shares were issued at an effective issue price of \$0.03 per Share, being payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.</p>
Purpose of the issue	<p>In respect of 16,666,667 Shares: \$500,000 capital raising for working capital purposes.</p> <p>In respect of 2,450,000 Shares on 25 November 2024: Payment, in lieu of cash, to a service provider</p>
Other material terms of agreement	<p>In respect of 16,666,667 Shares: The placement participants are also entitled to Options at a 1 for 2 basis. Each Option is exercisable at \$0.075 per Option and expires on 31 December 2027. Shareholder approval for the issue of these Options is being sought in Resolution 3.</p> <p>In respect of 2,450,000 Shares: (a) Reign Advisory has agreed to a payment of 1,250,000 Shares as 50% payment for the first six months of a corporate governance advisory mandate, pursuant to which Reign Advisory provides its director to serve as Company Secretary and manage ASX and ASIC liaison. This engagement commenced in October 2024. Reign Advisory's fee for this service is \$7,500 per month. (b) Reign Advisory is engaged by the Company as its corporate advisor, and additionally provides business development, management consulting, and strategic corporate advisory in addition to investor and media relations services. For these services, Reign Advisory receives a base fee of \$9,000 per month. Additionally, Reign Advisory is entitled to a success fee – reflecting the value add it brings to the Company's capital markets strategy - calculated as 1% of any capital raisings conducted by the Company. The Company and Reign Advisory have agreed to settle out-of-scope fees (including the success fee) by the issue of 1,200,000 Shares reflecting works completed for the Company on various transactions in the period 1 March 2024 to date.</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 1.

Resolution 2: 28 November 2024 Share Issues

Number and class of securities issued	12,250,000 Shares All Shares rank equally with other existing Shares on issue.
Name of recipients or basis on which persons were identified	In respect of 10,000,000 Shares: Sophisticated and professional investors introduced to the Company by Evolution Capital Pty Ltd. In respect of 2,250,000 Shares: Shares were issued to Reign Advisory Pty Ltd in lieu of cash remuneration owed pursuant to a corporate advisory mandate.
Date securities were issued	12,250,000 Shares on 28 November 2024
Price (or other consideration)	In respect of 10,000,000 Shares: Shares issued at \$0.04 per Share in a placement. In respect of 2,250,000 Shares: Shares were issued at an effective issue price of \$0.04 per Share, being payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.
Purpose of the issue	In respect of 10,000,000 Shares: \$400,000 capital raising for working capital purposes. In respect of 2,250,000 Shares: Shares were issued as payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.
Other material terms of agreement	In respect of 10,000,000 Shares: The placement participants are also entitled to Options at a 1 for 2 basis. Each Option is exercisable at \$0.075 per Option and expires on 31 December 2027. Shareholder approval for the issue of these Options is being sought in Resolution 3. In respect of 2,250,000 Shares: Reign Advisory is engaged by the Company as its corporate advisor, and additionally provides business development, management consulting, and strategic corporate advisory in addition to investor and media relations services. For these services, Reign Advisory receives a base fee of \$9,000 per month. Additionally, Reign Advisory is entitled to a success fee – reflecting the value add it brings to the Company's capital markets strategy - calculated as 1% of any capital raisings conducted by the Company. The Company and Reign Advisory have agreed to settle out-of-scope fees (including the success fee) by the issue of 1,200,000 Shares reflecting works completed for the Company on various transactions in the period 1 March 2024 to date.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 2.

Approval of New Issues of Securities

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities (as defined in the ASX Listing Rules, which includes options and convertible 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 shares it had on issue at the start of that period.

The proposed issue of Shares and Options pursuant to these Resolutions 3 to 7 do not fall within any of the exceptions set out in ASX Listing Rule 7.2 and were not proposed to be issued pursuant to the 15% limit in ASX Listing Rule 7.1. The Company thus seeks approval of Shareholders under ASX Listing Rule 7.1.

To this end, Resolutions 3 to 7 seeks Shareholder approval for the issue of the Options and Shares under and for the purposes of ASX Listing Rule 7.1. If Resolutions 3 to 7 are passed, the Company will be able to proceed with the issue of the Options and Shares. In addition, the issue of the Options and Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 3 to 7 are not passed, the Company will not be able to proceed with the issue of the Options and Shares as proposed. The Company provides commentary on the effect of such failure below in respect of each resolution.

Resolution 3: Ordinary Resolution to Approve the Issue of November 2024 Placement Options

Resolution 3 seeks approval for the issue of the 13,333,334 Options to the Placement Participants. As noted above, Placement Participants were to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.075 per Option expiring 31 December 2027 subject to shareholder approval.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 3.

Name of recipients	<p>Sophisticated and professional investors introduced to the Company by Evolution Capital Pty Ltd being BLJ Technologies Pty Ltd and DRM Technologies Pty Ltd (in equal proportions).</p> <p>None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company or an associate of any of the aforementioned parties.</p>
Number and class of securities to be issued	13,333,334 Options each exercisable at \$0.075 expiring 31 December 2027
Material terms of the securities	The Option terms are set out in Annexure A.
Date by which securities will be issued	The Options must be issued within three months of the Meeting.
Price (or other consideration)	Nil cash consideration as November 2024 Placement Participants are to receive Options on a 1 Option for every 2 Shares subscribed basis with an exercise price of \$0.075 per Option expiring 31 December 2027.

	In the event that all Options are exercised, the Company will raise \$1,000,000.05 from the Option holders.
Purpose of the issue	The Options will be issued for nil cash consideration as part of the November 2024 Placement. The purpose of the issue of the Shares under the November 2024 Placement was raising capital for working capital purposes.
Other material terms of agreement	In the event that shareholders do not approve Resolution 3 the Company will be required to pay to the Placement Participants an amount in cash equivalent to the Black Scholes value of these Options.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 3

Resolution 4: Ordinary Resolution to Approve the Issue of November 2024 Broker Options

Resolution 4 seeks approval for the issue of the 9,000,000 Options to Evolution Capital Pty Ltd.

Evolution Capital Pty Ltd were to receive Options on a 1,000,000 for every \$100,000 raised basis to the November 2024 Placements. Each Option has an exercise price of \$0.075 per Option expiring 31 December 2027 subject to shareholder approval.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 4.

Name of recipients	<p>The Options are to be issued to Evolution Capital Pty Ltd (or its nominees) as Lead Manager to the November 2024 Placements.</p> <p>None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an associate of any of the aforementioned parties.</p>
Number and class of securities to be issued	9,000,000 Options each exercisable at \$0.075 expiring 31 December 2027
Material terms of the securities	The Option terms are set out in Annexure A.
Date by which securities will be issued	The Options must be issued within three months of the Meeting.
Price (or other consideration)	<p>Nil cash consideration. The Options are being issued to Evolution Capital as remuneration for lead management services in the November 2024 Placements.</p> <p>In the event that all Options are exercised, the Company will raise \$675,000 from the Option holders.</p>

Purpose of the issue	The Options will be issued for nil cash consideration as part of the November 2024 Placement. The purpose of the issue of the Shares under the November 2024 Placement was raising capital for working capital purposes.
Other material terms of agreement	<p>Evolution Capital were paid a fee of 6% on all funds raised in the November 2024 Placements.</p> <p>In the event that shareholders do not approve Resolution 4 the Company will be required to pay to the Placement Participants an amount in cash equivalent to the Black Scholes value of these Options.</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 4

Resolution 5: Ordinary Resolution to Approve Issue Shares to Reign Advisory

Resolution 5 seeks approval for the issue of the 750,000 Shares to Reign Advisory Pty Ltd (or its nominee). As noted above, Reign Advisory Pty Ltd (or its Nominee) were to receive Shares at a value of \$0.04 per Share subject to shareholder approval.

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 5.

Name of recipients	<p>The Shares are to be issued to Reign Advisory Pty Ltd (or its Nominee).</p> <p>None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties. Reign Advisory is however an advisor to the Company.</p>
Number and class of securities to be issued	750,000 Shares
Material terms of the securities	Fully paid ordinary Shares.
Date by which securities will be issued	The Shares must be issued within three months of the Meeting.
Price (or other consideration)	In respect of 750,000 Shares: Shares were issued at an effective issue price of \$0.04 per Share, being payment in lieu of cash remuneration due to Reign Advisory Pty Ltd.
Purpose of the issue	The Shares will be as payment, in lieu of cash, to a service provider.

Other material terms of agreement	Reign Advisory is engaged by the Company as its corporate advisor, and additionally provides business development, management consulting, and strategic corporate advisory in addition to investor and media relations services. For these services, Reign Advisory receives a base fee of \$9,000 per month. Additionally, Reign Advisory is entitled to a success fee calculated as 1% of any capital raisings conducted by the Company. The Company and Reign Advisory have agreed to settle out-of-scope fees (including the success fee) by the issue of 750,000 Shares reflecting works completed for the Company on various transactions in the period 1 March 2024 to date. In the event that shareholders do not approve Resolution 5, the Company may be required to remunerate Reign Advisory by way of cash.
Voting Exclusion Statement	A voting exclusion statement applies to Resolution 5

Resolution 6 and 7: Ordinary Resolution to Approve Issue Shares and Options to Ingenium

Resolutions 6 and 7 seek approval for the issue of 22,500,000 Shares and 5,000,000 Options to Ingenium (or its nominee). Ingenium is a service provider to the Company, providing advice on the development of artificial intelligence and machine learning algorithms, as well as product delivery and quality assurance activities in software development. Ingenium has specific expertise in fin-tech solutions. InFocus has engaged Ingenium to assist the Company in completing the GBO Assets fin-tech and digital gaming project, as well as consulting to the Company on improving its software development capabilities (across all its business units) within the fin-tech sector.

Ingenium was formed by Mr Clovis Warlop, a seasoned tech executive. Mr Warlop's previous roles include some of South East Asia's largest corporate groups including Thailand's True. Mr Warlop has significant experience in digital gaming (having been the Chief Technology Officer of Hero Poker) and digital assets (including digital collectibles, as Head of Architecture at VeVe, and cryptocurrencies).

As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 6:

Name of recipients	The Shares are to be issued to Ingenium Technologies Limited (or its Nominee). Ingenium is domiciled in the United Kingdom. None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties.
Number and class of securities to be issued	22,500,000 Shares
Material terms of the securities	Fully paid ordinary Shares.
Date by which securities will be issued	The Shares must be issued within three months of the Meeting.

Price (or other consideration)	<p>In respect of 22,500,000 Shares: Shares were issued at an effective issue price of \$0.035 per Share, being payment in lieu of cash remuneration due to Ingenium Technologies Limited.</p> <p>The total value of the Shares is \$787,500.</p>
Purpose of the issue	<p>The Shares will be as payment, in lieu of cash, to a service provider.</p>
Other material terms of agreement	<p>Ingenium Technologies is a consultant to the Company. Pursuant to their engagement, they are entitled to a fee of \$350,000 per annum, with the Company able to terminate the engagement at any time.</p> <p>In order to better manage the Company's cash position, and to secure Ingenium's services for the long term, the Company and Ingenium have agreed to a payment upfront of 22,500,000 Shares to Ingenium in lieu of cash that would have otherwise become payable to Ingenium over the next two years.</p> <p>Although Ingenium is a newly established firm, the Company has worked with Ingenium's principal, Mr Warlop, in various capacities since November 2024, validating their capabilities to deliver the works required by the Company. The engagement with Ingenium commenced on 1 January 2025, but no fees have been paid to Ingenium as at the date of this notice.</p> <p>In the event that shareholders do not approve Resolutions 6 and 7 the Company will not make payment to Ingenium in this manner and accordingly will be required to fund further work conducted by Ingenium by way of cash payments of up to \$700,000 over the course of the coming two years</p> <p>Unless terminated prior, the Ingenium agreement will end on 31 December 2026 (being two years from its commencement). If the Company pays for Ingenium's services for two years in advance, as proposed by Resolutions 6 and 7, Ingenium will not be permitted to terminate the contract within this two year period. In the event that the Company wishes to terminate the agreement prior to 31 December 2026 but after making the advance payment contemplated by Resolutions 6 and 7, the Company will be entitled to seek a repayment against the value of the Shares and Options, or a buy-back at nominal consideration of the Shares and Options (such buyback to be subject to agreement between Ingenium and the Company at that time).</p> <p>The benefit to the Company and its shareholders in paying Ingenium in advance through Shares and Options, as contemplated by Resolutions 6 and 7, is that it will tie Ingenium's remuneration to share price performance - better aligning Ingenium's interests with those of shareholders - and secure Ingenium's services to IFG for a minimum of two years without burdening the Company's cash position.</p> <p>In the event that shareholders do not approve Resolution 6 the Company will not make payment to Ingenium in this manner and accordingly will be required to fund further work conducted by Ingenium by way of cash payments of up to \$700,000 as and when those payments fall due.</p>

Voting Exclusion Statement	A voting exclusion statement applies to Resolution 6
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As required by ASX Listing Rule 7.3, the Company provides the following information with respect to Resolution 7:

Name of recipients	<p>The Options are to be issued to Ingenium Technologies Limited (or its Nominee). Ingenium is domiciled in the United Kingdom.</p> <p>None of the participants in this issue are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company, or an associate of any of the aforementioned parties.</p>
Number and class of securities to be issued	5,000,000 Options each exercisable at \$0.07 expiring 31 December 2027.
Material terms of the securities	Further terms of the Options are set out in Annexure B.
Date by which securities will be issued	The Options must be issued within three months of the Meeting.
Price (or other consideration)	<p>Options are being issued as payment in lieu of cash remuneration due to Ingenium Technologies Limited.</p> <p>In the event that all Options are exercised, the Company will raise \$350,000.</p>
Purpose of the issue	The Options will be as payment, in lieu of cash, to a service provider.
Other material terms of agreement	<p>Ingenium Technologies is a consultant to the Company. Pursuant to their engagement, they are entitled to a fee of \$350,000 per annum, with the Company able to terminate the engagement at any time prior to the end of the terms in two years time.</p> <p>In order to better manage the Company's cash position, and to secure Ingenium's services for the long term, the Company and Ingenium have agreed to a payment upfront of 22,500,000 Shares to Ingenium in lieu of cash that would have otherwise become payable to Ingenium over the next two years.</p> <p>Although Ingenium is a newly established firm, the Company has worked with Ingenium's principal, Mr Warlop in various capacities previously, validating their capabilities to deliver the works required by the Company since November 2024. The engagement with Ingenium commenced on 1 January 2025, but no fees have been paid to Ingenium as at the date of this notice.</p>

	<p>In the event that shareholders do not approve Resolutions 6 and 7 the Company will not make payment to Ingenium in this manner and accordingly will be required to fund further work conducted by Ingenium by way of cash payments of up to \$700,000 over the course of the coming two years</p> <p>Unless terminated prior, the Ingenium agreement will end on 31 December 2026 (being two years from its commencement). If the Company pays for Ingenium's services for two years in advance, as proposed by Resolutions 6 and 7, Ingenium will not be permitted to terminate the contract within this two year period. In the event that the Company wishes to terminate the agreement prior to 31 December 2026 but after making the advance payment contemplated by Resolutions 6 and 7, the Company will be entitled to seek a repayment against the value of the Shares and Options, or a buy-back at nominal consideration of the Shares and Options (such buyback to be subject to agreement between Ingenium and the Company at that time).</p> <p>The benefit to the Company and its shareholders in paying Ingenium in advance through Shares and Options, as contemplated by Resolutions 6 and 7, is that it will tie Ingenium's remuneration to share price performance - better aligning Ingenium's interests with those of shareholders - and secure Ingenium's services to IFG for a minimum of two years without burdening the Company's cash position.</p> <p>In the event that shareholders do not approve Resolution 7 the Company will not make payment to Ingenium in this manner and accordingly will be required to fund further work conducted by Ingenium by way of cash payments as and when they fall due.</p>
Voting Exclusion Statement	A voting exclusion statement applies to Resolution

Directors Recommendations

The Directors make the following recommendations in respect of the Resolutions.

Resolution	Recommendation
Resolution 1	The Directors recommend shareholders vote in favour of this resolution. Ratifying these issues of securities will replenish the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A, enabling the Company to have the capacity to raise further funds or (in the case of ASX Listing Rule 7.1 only) conduct acquisitions or otherwise issue securities without further shareholder approval.
Resolution 2	The Directors recommend shareholders vote in favour of this resolution. Ratifying these issues of securities will replenish the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A, enabling the Company to have the capacity to raise further funds or (in the case of ASX Listing Rule 7.1 only) conduct acquisitions or otherwise issue securities without further shareholder approval.

Resolution 3	The Directors recommend shareholders vote in favour of this resolution. The Company agreed to issue these Options to the November 2024 Placement participants, subject to shareholder approval. Failure to issue those Options to the participants will give rise to an obligation to make a material cash payment to the participants.
Resolution 4	The Directors recommend shareholders vote in favour of this resolution. The Company agreed to issue these Options to the November 2024 Placement lead manager, subject to shareholder approval. Failure to issue those Options to the participants will give rise to an obligation to make a material cash payment to Evolution Capital.
Resolution 5	The Directors recommend shareholders vote in favour of this resolution. Issuing these securities to Reign Advisory will enable the Company to continue to have the benefit of Reign Advisory's services without additional cash outlays.
Resolution 6	The Directors recommend shareholders vote in favour of this resolution. Issuing these securities to Ingenium will enable the Company to continue to have the benefit of Ingenium's services without additional cash outlays.
Resolution 7	The Directors recommend shareholders vote in favour of this resolution. Issuing these securities to Ingenium will enable the Company to continue to have the benefit of Ingenium's services without additional cash outlays.

The Chairman will vote all undirected proxies in favour of each resolution.

Further Information

For further information, please contact the Company by email at ifg@reignadvisory.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

Annexure A: Terms of Options each exercisable at \$0.075 expiring 31 December 2027

(a) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.075 (Exercise Price).
(c) Expiry Date	Each Option will expire at 5:00 pm (Sydney time) on 31 December 2027 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(d) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
(e) Notice of Exercise	<p>The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.</p> <p>The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 5,000 Options must be exercised on each occasion.</p>
(f) Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
(g) Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under (g)(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of</p>

	the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
(h) Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
(i) Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
(j) Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
(k) Change in exercise price	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.
(l) Transferability	The Options are freely transferrable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
(m) Quotation of Options	The Company will not apply for quotation of the Options on ASX.
(n) Quotation of Shares	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
(o) Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(a) The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(b) No change will be made to the Exercise Price.</p>

Annexure B: Terms of Options each exercisable at \$0.07 expiring 31 December 2027

(a) Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.07 (Exercise Price).
(c) Expiry Date	Each Option will expire at 5:00 pm (Sydney time) on 31 December 2027 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(d) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
(e) Notice of Exercise	<p>The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.</p> <p>The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 5,000 Options must be exercised on each occasion.</p>
(f) Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
(g) Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(d) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;</p> <p>(e) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(f) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</p> <p>If a notice delivered under (g)(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of</p>

	the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
(h) Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
(i) Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
(j) Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
(k) Change in exercise price	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.
(l) Transferability	The Options are freely transferrable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
(m) Quotation of Options	The Company will not apply for quotation of the Options on ASX.
(n) Quotation of Shares	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
(o) Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <p>(c) The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and</p> <p>(d) No change will be made to the Exercise Price.</p>

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 1:00pm on Wednesday, 26 February 2025.

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automatic Registry Services will need to verify your identity. You can register from 12:30pm WST on the day of the Meeting.

Key Management Personnel

The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
25 November Placement	The placement conducted by the Company on 25 November 2024 raising \$500,000 by the issue of 16,666,667 Shares at an issue price of \$0.03 per Share.
28 November Placement	The placement conducted by the Company on 28 November 2024 raising \$400,000 by the issue of 10,000,000 Shares at an issue price of \$0.04 per Share.
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or InFocus	InFocus Group Holdings Limited (ACN 096 870 978)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Persons	A person who is deemed eligible to participate in the ESS as determined by the ESS Rules
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Evolution Capital	Evolution Capital Pty Ltd ACN 652 397 263
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
InFocus or the Company	InFocus Group Holdings Limited ACN 096 870 978
Ingenium	Ingenium Technologies Limited, an entity domiciled in the United Kingdom managed by Mr Clovis Warlop
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Meeting or Extraordinary General Meeting or EGM	The Extraordinary General Meeting of the Company to be held 1:00pm on Friday, 28 February 2025 at the Company's offices at Level 2, 100 James Street, Northbridge WA 6003.
Notice of Meeting or Notice	The notice of Extraordinary General Meeting set out in this document
November 2024 Placements	The placements by the Company conducted in November 2024 comprising the 25 November Placement and the 28 November Placement
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Placement Participants	Sophisticated and professional investors, being clients of Evolution Capital Pty Ltd introduced to the Company.
Reign Advisory	Reign Advisory Pty Ltd ACN 656 685 960
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed

Your proxy voting instruction must be received by **1.00pm (AWST) on Wednesday, 26 February 2025**, 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 Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

