

Tymlez Group Limited

ACN: 622 817 421

Notice of Annual General Meeting

Date: Friday 30 July 2021

Time: 4:00 pm (AEST)

Venue: Virtual Meeting

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

Tymlez Group Limited
ACN 622 817 421
Notice of Annual General Meeting

MEETING DETAILS

Notice is hereby given that the Annual General Meeting of Tymlez Group Limited ACN 622 817 421 will be held virtually on Friday, 30 July 2021 at 4:00 pm AEST.

Due to the current COVID-19 non-essential gathering limits and social distancing requirements the Company will be holding a virtual Annual General Meeting. The Company encourages shareholders to vote on resolutions via proxy form. Proxy forms can be lodged online, by post or in person by following the proxy lodgement instructions on the proxy form, proxy forms must be received by the Company's share registry, Automic, by 4:00 pm AEST on 28 July 2021.

If you are a shareholder and you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_jHUpZ3WZSyK1iavuM0_DLQ

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

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

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either at the virtual Meeting or by completing and returning the proxy enclosed herein.
2. Discussion will take place on all the items of business set out below.
3. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
4. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.
5. As explained in the 'voting exclusion statement' and 'voting prohibition statement' below, certain Shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those Shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1- Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial

statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 31 December 2020.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's external auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2020 Annual Report can be viewed online at www.tymlez.com and on the ASX website www.asx.com.au.

Shareholders are requested to submit any written questions relating to the content of the Auditor's report or the conduct of its audit of the Company's financial report for the period ended 31 December 2020 to the Company's external auditor by no later than 4:00 pm AEST on 23 July 2021. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2- Ordinary Resolutions

Resolution 1: Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2020 and included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties ("Excluded Persons"). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2: Election of Mr. Wayne Clay as a Director

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

"That, Mr. Wayne Clay, who was appointed a Director of the Company on 14 September 2020 by a resolution of the Board, retires pursuant to and in accordance with ASX Listing Rule 14.4 and Article 108.2 of the Company's Constitution and offers himself for election pursuant to Article 108.2 of the Constitution and being eligible, is re-elected as a Director."

Resolution 3: Election of Mr. Tim Ebbeck as a Director

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

“That, Mr. Tim Ebbeck, who was appointed a Director of the Company on 15 October 2020 by a resolution of the Board, retires pursuant to and in accordance with ASX Listing Rule 14.4 and Article 108.2 of the Company’s Constitution and offers himself for election pursuant to Article 108.2 of the Constitution and being eligible, is re-elected as a Director.”

Resolution 4: Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 24,900,034 Placement Shares to professional and sophisticated investors under the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 5: Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 27,273 Placement Shares and 12,463,706 Placement Options to professional and sophisticated investors under the Placement, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 6: Issue of Placement Shares and Placement Options to Related Party – Mr. Niv Dagan

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 18,182 Placement Shares and 9,091 Placement Options to Mr. Niv Dagan (a former director of the Company) or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr Niv Dagan or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution

Resolution 7: Issue of Placement Shares and Placement Options to Related Party – Mr. Reinier van der Drift

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 136,364 Placement Shares and 68,182 Placement Options to Mr. Reinier van der Drift (a former director of the Company) or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Reinier van der Drift or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution

Resolution 8: Issue of Placement Shares and Placement Options to Related Party – Mr. Jitze Jongsma

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 136,364 Placement Shares and 68,182 Placement Options to Mr. Jitze Jongsma (a director of the Company) or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Jitze Jongsma or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution

Resolution 9: Issue of Placement Shares and Placement Options to Related Party – Mr. Daniel O’Halloran

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 250,000 Placement Shares and 125,000 Placement Options to Mr. Daniel O Halloran (a director of the Company) or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Daniel O’Halloran or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution

Resolution 10: Issue of Shares to Related Party – Mr. Daniel O’Halloran in Lieu of Fees Payable

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 2,000,000 Shares to Mr. Daniel O’Halloran (a director of the Company) or his nominee as consideration for director’s fees payable and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Daniel O’Halloran or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note that the chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 11: Issue of Shares and listed Options to Peak Asset Management in lieu of fees

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 200,000 Shares and 100,000 Listed TYMO options to Peak Asset Management or their nominee in lieu of fees payable for Lead Manager services provided to the Company in respect of the Placement and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the 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 that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Please note that the chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 12: Issue of Director Options to Related Party - Mr. Wayne Clay

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of a total of 4,380,553 Director Options to Mr. Wayne Clay (a director of the Company) and/or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Wayne Clay and/or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note that the chair of the Meeting intends to vote undirected proxies in favour of this Resolution

Resolution 13: Issue of Director Options to Related Party – Mr. Tim Ebbeck

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of a total of 4,380,553 Director Options to Mr. Tim Ebbeck (a director of the Company) and/or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr Tim Ebbeck and/or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 14: Issue of Director Options to Related Party - Mr. Daniel O'Halloran

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of a total of 35,044,424 Director Options to Mr. Daniel O'Halloran (a director of the Company) and/or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Daniel O'Halloran and/or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note that the chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 15: Issue of Director Options to Related Party - Mr. Jitze Jongsma

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of a total of 8,000,000 Director Options to Mr. Jitze Jongsma (a director of the Company) and/or his nominee on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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

- the person who is to receive the securities in question (namely, Mr. Jitze Jongsma and/or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of this resolution

Resolution 16: Adoption of 2021 ESOP

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders approve the adoption of the employee share option plan titled ‘2021 Employee Share Option Plan’, and any issue of Options under that plan within three years from the date of passage of this Resolution as an exception to ASX Listing Rule 7.1, 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 this Resolution by or on behalf:

- a person who is eligible to participate in the 2021 ESOP; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

Voting Prohibition Statement: In accordance with the Corporations Act, the Company will disregard any votes on this Resolution that are cast (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group, details of whose remuneration is included in the Remuneration Report, and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote cast on this Resolution by an Excluded Person as a proxy if the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the chair of the Meeting to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Item 3- Special Resolution

Resolution 17: Approval of 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a Shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 28 July 2021.

Votes

Voting on each Resolution will be on a poll, every Shareholder present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each Share held by him, her or it.

In the case of joint Shareholders, all holders may attend the virtual Meeting but only one holder may vote at the Meeting in respect of the relevant Shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant Shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant Shares is counted.

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

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

How do I create an account with Automic?

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

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

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

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

(Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/app/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

Shareholders may register to join the online meeting at https://us02web.zoom.us/webinar/register/WN_jHUpZ3WZSyK1iavuM0_DLQ

It is recommended that Shareholders wishing to attend the Meeting login from 3.45 pm (AEST) on 30 July 2021.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting Guide which can be accessed at: <https://www.automicgroup.com.au/app/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chair of the Meeting.

Voting by Proxy if appointment specifies way to vote:

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

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

Transfer of non – chair proxy to chair in certain circumstances:

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

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

Undirected vote – Resolutions 2 to 9, 11 and 17

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of ***Resolutions 2, 9, 11 and 17***.

Direction to Chair for Resolutions 1, 10, 12 to 16

If the proxy is the Chair, the Chair can also vote undirected proxies on the ***Resolutions 1, 10, 12 to 16*** provided that proxy form expressly authorises the Chair to vote on ***Resolutions 1, 10, 12 to 16*** even though ***Resolutions 1, 10, 12 to 16*** are connected with the remuneration of key management personnel.

The Chair will not vote any undirected proxies in relation to ***Resolutions 1, 10, 12 to 16*** unless the Shareholder expressly authorises the Chair to vote in accordance with the Chair's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements and the Voting Prohibition Statements (as applicable), the Chair intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of ***Resolutions 1, 10, 12 to 16***.

A form of proxy accompanies this Notice.

A corporate Shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the *Corporations Act*.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at Automic GPO Box 5193 Sydney NSW 2001, in person Level 5, 126 Phillip Street Sydney NSW 200, by email at meetings@automicgroup.com.au or online at <https://investor.automic.com.au/#/loginsah> by 4:00 pm AEST on 28 July 2021.

Proxy Forms received later than this time will be invalid.

Questions

The Meeting is intended to give shareholders an opportunity to hear both the Board and the Group Chief Executive Officer to talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the Auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 8395 5446.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

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

Item 1 – Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online at www.tymlez.com and on the ASX website www.asx.com.au.

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Company's Auditor, HLB Mann Judd, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 31 December 2020.

Shareholders are requested to submit written questions relating to the content of the Auditor's report or the conduct of its audit of the Company's financial report for the financial year ended 31 December 2020 to the Company's external Auditor no later than 4:00 pm AEST on 23 July 2021. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2 – Ordinary Resolutions

1. Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2020.

The Remuneration Report sets out details of the remuneration received by the Directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks Shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this Resolution is not binding on the Company or the Board. However, sections 250U to 250Y of the Corporations Act set out a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report which provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs,

Shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's Key Management Personnel is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2020 Annual Report. The 2020 Annual Report can be online at www.tymlez.com and on the ASX website www.asx.com.au, (ASX Code: TYM).

2. Resolution 2 – Election of Mr. Wayne Clay as a Director

2.1. General

Mr. Wayne Clay was appointed as a Director by the Board on 14 September 2020 and will retire at the close of the Annual General Meeting pursuant to and in accordance with ASX Listing Rule 14.4 and Article 108.2 of the Company's Constitution. Being eligible for re-election, Mr. Wayne Clay offers himself for re-election as a Director pursuant to Article 108.2 of the Company's Constitution.

Wayne is an energy industry expert, having held CEO and Executive Management positions with major global energy companies such as TGOOD and Downer, as well as leading the strategic delivery of the GC2018 Commonwealth Games Program as General Manager Delivery. TGOOD is one of the largest providers of prefabricated sub-stations and Electric Vehicle (EV) infrastructure.

Prior to these positions, Wayne has held numerous senior Executive General Manager and Director positions in both Europe and Australia, these include:

- State Operations Manager - Tenix/Downer EDI - leading the operational delivery of Downer EDI's power project portfolio (\$600m+) across both Queensland and South Australia;
- Leading and delivering some of the very first electricity utility, energy storage, renewable energy and demand management projects and technologies that connected to the National Energy Market.

With a strong entrepreneurial flair, Wayne has also held Business Development and Director positions in several start-up energy companies both in Australia and Europe.

Resolution 2 seeks approval for the re-election of Mr. Wayne Clay as a Director of the Company.

2.2. Directors' recommendation

The Directors, with Mr Wayne Clay abstaining, recommend that the Shareholders vote in favour of this Resolution.

3. Resolution 3 – Election of Mr. Tim Ebbeck as a Director

3.1. General

Mr. Tim Ebbeck was appointed as a Director by the Board on 15 October 2020 and will retire at the close of this Annual General Meeting pursuant to and in accordance with ASX Listing Rule 14.4 and Article 108.2 of the Company's Constitution. Being eligible for re-election, Mr Tim Ebbeck offers himself for re-election as a Director pursuant to Article 108.2 of the Company's Constitution.

Tim is presently a non-executive director of Workforce Management and Education software company ReadyTech Limited (ASX: RDY), an advisor to intelligent personalisation company MyWave.AI, and principal of Ebbeck TIG Consulting. Previously Tim was CEO of SAP in Australia and New Zealand, Chief Commercial Officer of SAP in Asia Pacific Japan, CEO of Oracle in Australia and New Zealand, and CEO of software robotic process automation leader, Automation Anywhere in Australia and New Zealand.

Tim has also served on the boards of the Museum of Applied Arts and Sciences in NSW, IXUP Ltd, GEO Ltd, Nextgen Distribution Pty Ltd, CPA Australia, and Nvoi Limited.

Resolution 3 seeks approval for the re-election of Mr. Tim Ebbeck as a Director of the Company.

3.2. Directors' recommendation

The Directors, with Mr. Tim Ebbeck abstaining, recommend that the Shareholders vote in favour of this Resolution.

4. Resolutions 4 and 5 - Ratification of Prior Issue of Placement Shares and Placement Options under ASX Listing Rule 7.1 and 7.1A

4.1. General

Pursuant to a private placement undertaken by the Company and announced to the ASX on 4 September 2020 (**Placement**), the Company issued a total of 24,927,307 Shares (**Placement Shares**) at an issue price of A\$0.11 per Share, and 12,463,706 free-attaching listed TYMO Options (each exercisable at an exercise price of A\$0.065 (6.5 cents) and expiring on 31 December 2023) (**Placement Options**) to professional and sophisticated investors on 10 and 17 September 2020, raising a total of \$2,742,003.77 (before costs).

Of those securities, 27,273 Placement Shares and 12,463,706 Placement Options were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1 and 24,900,034 Placement Shares were issued pursuant to the Company's additional 10% placement capacity under ASX Listing Rule 7.1A, which was approved by Shareholders at the 2020 AGM.

Resolution 4 seeks Shareholders' ratification of the prior issue and allotment of the 24,900,034 Placement Shares, to professional and sophisticated investors under the Placement, whilst Resolution 5 seeks Shareholders' ratification of the prior issue and allotment of 27,273 Placement Shares and 12,463,706 Placement Options pursuant to ASX Listing Rule 7.4.

4.2. ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 provides that subject to specified exceptions, a company must not, without shareholder approval, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

At the 2020 AGM, the Company, being an eligible entity at the time, obtained Shareholder approval for the additional 10% placement capacity under ASX Listing Rule 7.1A.

It is noted that the issue of the Placement Shares and the Placement Options that are the subject of Resolutions 4 and 5 (as applicable) do not fit within any of the exceptions and, as they have not yet been approved by Shareholders, it effectively uses up part of the Company’s 25% limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company’s capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the relevant Placement Shares and Placement Options.

4.3. ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (as applicable) (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A (as applicable)) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

By ratifying the issue of the Placement Shares and the Placement Options that are the subject of Resolution 4 and Resolution 5, those Placement Shares and Placement Options will be excluded in calculating the Company’s combined 25% limit in ASX Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities in the Company can issue with Shareholder approval over the 12 month period following the date of issue of the relevant Placement Shares and Placement Options.

In the event that Shareholders do not approve Resolution 4, the 24,900,034 Placement Shares issued on 10 September 2020 will continue to be included in the Company’s combined 25% limit under ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval under that rule over the 12 month period following the issue date.

In the event that Shareholders do not approve Resolution 5, the 27,273 Placement Shares and 12,463,706 Placement Options issued on 10 and 17 September 2020 under the Placement will be included in calculating the Company’s combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval under that rule over the 12 month period following the issue date.

It is noted that the Company’s ability to utilise the additional 10% capacity provided for in ASX Listing Rule 7.1A for issues of Equity Securities following this Meeting remains conditional on Resolution 17 being passed at the Meeting.

4.4. Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

Number of securities issued	<p>Resolution 4: 24,900,034 Placement Shares.</p> <p>Resolution 5: 27,273 Placement Shares and 12,450,070 Placement Options.</p>
Issue price per security	<p>The Placement Shares were issued at an issue price of A\$0.11 (11 cents) per Share.</p> <p>The Placement Options were issued for nil consideration as free-attaching Options issued on the basis of one Placement Options for every two Placement Shares subscribed and issued under the Placement.</p>
Terms of issue	<p>The Shares rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue while the Placement Options are listed TYMO Options and rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.</p>
Date of issue	<p>Resolution 4: 24,900,034 Placement Shares were issued on 10 September 2020.</p> <p>Resolution 5:</p> <ul style="list-style-type: none"> • 12,450,070 Placement Options were issued on 10 September 2020; and • 27,273 Placement Shares and 13,636 Placement Options were issued on 17 September 2020.
Persons to whom securities were issued	<p>The Placement Shares and Placement Options were issued to professional and sophisticated investors and clients of Peak Asset Management, none of which were related parties of the Company at the time of the issue.</p>
Purpose of the issue and intended use of funds	<p>The purpose of the Placement was to raise funds, which were principally used to:</p> <ul style="list-style-type: none"> • Support new contracts and growth in Europe; • Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units; • Hire Australian Manager and tech support staff; and • Australian community engagement, project roll out and new customer engagement.

Voting exclusion statement	A voting exclusion statement is included in Resolutions 4 or 5 of the Notice (as applicable)
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4.5. Directors' recommendation

The Directors recommend that the Shareholders vote in favour of Resolutions 4 and 5.

5. Resolution 6: Issue of Placement Shares and Placement Options to Related Party – Mr. Niv Dagan

5.1. Background

As set out in the Company's announcement on 4 September 2020, subject to the Company obtaining Shareholder approval, the then directors of the Company (namely, Mr. Niv Dagan, Mr. Reinier van der Drift, Mr. Jitze Jongsma and Mr. Daniel O'Halloran) have agreed to participate in the Placement through the subscription of up to a combined \$140,000 worth of Placement Shares and Placement Options (**Directors Participation**).

Under the Directors Participation, Mr. Niv Dagan (former director of the Company) has agreed to participate in the issuance of 18,182 Placement Shares at an issue price of A\$0.11 per Share (being the same issue price offered to the professional and sophisticated investors under the Placement) and 9,091 free-attaching Placement Options under the Placement, subject to the Company obtaining Shareholder approval.

Resolution 6 seeks Shareholder approval for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of the 18,182 Placement Shares and 9,091 Placement Options to Mr. Niv Dagan or his nominee.

5.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity, subject to specified exceptions.

At the time when Mr. Niv Dagan agreed to participate in the Placement, Mr. Niv Dagan was a director of the Company and therefore was a related party of the Company at the time. However, as Mr. Niv Dagan's agreement to participate in the Placement was subject to the Company obtaining Shareholder approval, that agreement was excepted from the requirement to obtain Shareholder approval under ASX Listing Rule 10.11 at the time (Exception 11 of ASX Listing Rule 10.12), on the condition that the Company must not issue the securities without obtaining such Shareholder approval.

Whilst Mr. Niv Dagan has ceased to be a director of the Company for more than 6 months and consequently, is no longer a related party of the Company, Shareholder approval is sought, under ASX Listing Rule 10.11, for the issue of the Placement Shares and the Placement Options that are the subject of Resolution 6 to Mr. Niv Dagan or his nominee, in compliance with the condition contained in Exception 11 of ASX Listing Rule 10.12.

5.3. ASX Listing Rule 7.2

Exception 14 of ASX Listing Rule 7.2 provides that where shareholder approval is obtained under ASX Listing Rule 10.11, additional shareholder approval is not required under ASX Listing Rule 7.1.

Accordingly, subject to Resolution 6 being passed, the issue of the Placement Shares and Placement Options to Mr Niv Dagan or his nominee will not be included in the calculation of the Company's 15% limit in ASX Listing Rule 7.1.

5.4. Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

For the reasons set out above, the Company considers that Mr. Niv Dagan is not a related party of the Company as at the date of this notice.

Even if Mr. Niv Dagan is considered to be a related party of the Company, the Company considers that the terms of the Placement and the proposed issue of the Placement Shares and Placement Options that are the subject of Resolution 6 are reasonable in the circumstances as the Company and Mr. Niv Dagan were dealing at arm's length, namely Mr. Dagan's participation in the Placement is on terms identical to the Placement terms offered to non-related investors as announced to the ASX on 4 September 2020.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Placement Shares and Placement Options to Mr. Niv Dagan or his nominee for the purposes of Chapter 2E of the Corporations Act.

5.5. Technical Information required by ASX Listing Rule 14.1A

If Resolution 6 is passed:

- (a) the Company will be able to proceed with the issue of the Placement Shares and the Placement Options under the Directors Participation to Mr. Niv Dagan or his nominee within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing rules) and will raise additional funds which will be used in the manner set out below; and
- (b) as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares and the Placement Options to Mr. Niv Dagan or his nominee (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Placement Shares and the Placement Options to Mr. Niv Dagan or his nominee will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Placement Options under the Director Participation to Mr. Niv Dagan or his nominee and the relevant Placement funds will not be raised from the issue.

5.6. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 6:

Maximum number of securities to be issued	18,182 Placement Shares and 9,091 Placement Options.
Date of issue	If Shareholder approval is obtained, the issue of the Placement Shares and Placement Options will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	The Placement Shares will be issued at an issue price of A\$0.11 (11 cents) per Share. The Placement Options will be free-attaching Options to be issued on the basis of one Placement Option for every two Placement Shares subscribed for and issued under the Placement. Accordingly, the Placement Options will be issued for nil consideration.
Terms of issue	The Placement Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue while the Placement Options will be listed TYMO Options and will rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued and their relationship to the Company	Mr. Niv Dagan, or his nominee. Mr. Niv Dagan is a former Director of the Company and thus fell within the category of ASX Listing Rule 10.11.1 at the time when he agreed to participate in the Placement. Mr. Niv Dagan is however no longer a related party of the Company as he has ceased to be a director of the Company for more than 6 months.
Purpose of the issue, including intended use of funds	The purpose of the issue of the Placement Shares and the Placement Options that are the subject of Resolution 6 is to raise funds, which are intended to principally be used to: <ul style="list-style-type: none"> • Support new contracts and growth in Europe; • Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units; • Hire Australian Manager and tech support staff; and • Australian community engagement, project roll out and new customer engagement.
Voting exclusion statement	A voting exclusion statement is in the Notice.

5.7. Directors' recommendation

The Directors recommend that the Shareholders vote in favour of this Resolution 6.

6. Resolution 7: Issue of Placement Shares and Options to Related Party – Mr. Reinier van der Drift

6.1. Background

Under the Directors Participation described in section 5.1 above, Mr. Reinier van Der Drift (former director of the Company) has agreed to participate in the issuance of 136,364 Shares at an issue price of A\$0.11 per Share (being the same issue price offered to the professional and sophisticated investors under the Placement) and 68,182 free-attaching Placement Options under the Placement, subject to the Company obtaining Shareholder approval.

Resolution 7 seeks Shareholder approval for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of the Placement Shares and Placement Options under the Directors Participation pursuant to the Placement to Mr. Reinier van der Drift or his nominee.

6.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity, subject to specified exceptions.

At the time when Mr. Reinier van der Drift agreed to participate in the Placement, Mr. Reinier van der Drift was a director of the Company and therefore was a related party of the Company at the time. However, as Mr Reinier van der Drift's agreement to participate in the Placement was subject to the Company obtaining Shareholder approval, that agreement was excepted from the requirement to obtain Shareholder approval under ASX Listing Rule 10.11 at the time (Exception 11 of ASX Listing Rule 10.12), on the condition that the Company must not issue the securities without obtaining such Shareholder approval.

Whilst Mr. Reinier van der Drift has ceased to be a director of the Company for more than 6 months and consequently, is no longer a related party of the Company, Shareholder approval is sought, under ASX Listing Rule 10.11, for the issue of the Placement Shares and the Placement Options that are the subject of Resolution 7 to Mr. Reinier van der Drift or his nominee, in compliance with the condition contained in Exception 11 of ASX Listing Rule 10.12.

It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Placement Shares and the Placement Options to Mr. Reinier van der Drift or his nominee under the Directors Participation pursuant to the Placement. Accordingly, Shareholder approval is sought, under ASX Listing Rule 10.11, for the issue of Placement Shares and the Placement Options to Mr. Reinier van der Drift or his nominee under the Directors Participation pursuant the Placement (Resolution 7).

6.3. ASX Listing Rule 7.2

Exception 14 of ASX Listing Rule 7.2 provides that where shareholder approval is obtained under ASX Listing Rule 10.11, additional shareholder approval is not required under ASX Listing Rule 7.1.

Accordingly, subject to Resolution 7 being passed, the issue of the Placement Shares and Placement Options to Mr. Reinier van der Drift will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

6.4. Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

For the reasons set out above, the Company considers that Mr. Reinier van der Drift is not a related party of the Company as at the date of this notice.

Even if Mr. Reinier van der Drift is considered to be a related party of the Company, the Company considers that the terms of the Placement and the proposed issue of the Placement Shares and Options that are the subject of Resolution 7 are reasonable in the circumstances as the Company and Mr. Reinier van der Drift were dealing at arm's length, namely Mr. Reinier van der Drift's participation in the Placement is on terms identical to the Placement terms offered to non-related investors as announced to the ASX on 4 September 2020.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Placement Shares and Placement Options to Mr. Reinier van der Drift or his nominee for the purposes of Chapter 2E of the Corporations Act.

6.5. Technical Information required by ASX Listing Rule 14.1A

If Resolution 7 is passed:

- (a) the Company will be able to proceed with the issue of the Placement Shares and the Placement Options under the Directors Participation to Mr. Reinier van der Drift or his nominee within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing rules) and will raise additional funds which will be used in the manner set out below; and
- (b) as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares and the Placement Options to Mr. Reinier van der Drift or his nominee (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Placement options under the Director Participation to Mr. Reinier van der Drift or his nominee and the relevant Placement funds will not be raised from the issue.

6.6. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 7:

Maximum number of securities to be issued	136,364 Placement Shares and 68,182 Placement Options.
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Date of issue	If Shareholder approval is obtained, the issue of the Placement Shares and Placement Options will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	The Placement Shares will be issued at an issue price of A\$0.11 (11 cents) per Share. The Placement Options will be free-attaching Options to be issued on the basis of one Placement Option for every two Placement Shares subscribed for and issued under the Placement. Accordingly, the Placement Options will be issued for nil consideration.
Terms of issue	The Placement Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue while the Placement Options will be listed TYMO Options and will rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued and their relationship to the Company	Mr. Reinier van der Drift, or his nominee. Mr. Reinier van der Drift is a former Director of the Company and thus fell within the category of ASX Listing Rule 10.11.1 at the time when he agreed to participate in the Placement. Mr. Reinier van der Drift is however no longer a related party of the Company as he has ceased to be a director of the Company for more than 6 months.
Purpose of issue, including intended use of funds	The purpose of the issue of the Placement Shares and Placement Options that are the subject of Resolution 7 is to raise funds, which are intended to principally be used to: <ul style="list-style-type: none"> • Support new contracts and growth in Europe; • Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units; • Hire Australian Manager and tech support staff; and • Australian community engagement, project roll out and new customer engagement.
Voting exclusion statement	A voting exclusion statement is in the Notice.

6.7. Directors' recommendation

The Directors recommend that the Shareholders vote in favour of this Resolution 7.

7. Resolution 8: Issue of Placement Shares and Placement Options to Related Party - Mr. Jitze Jongasma

7.1. Background

Under the Directors Participation described in section 5.1 above, Mr. Jitze Jongsma has agreed to participate in the issuance of 136,364 Shares at an issue price of A\$0.11 per Share (being the same issue price offered to the professional and sophisticated investors under the Placement) and 68,182 free-attaching Placement Options under the Placement, subject to the Company obtaining Shareholder approval.

Resolution 8 seeks Shareholder approval for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of the Placement Shares and Placement Options under the Directors Participation pursuant to the Placement to Mr. Jitze Jongsma or his nominee.

7.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity, subject to specified exceptions.

Mr. Jitze Jongsma is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Placement Shares and the Placement Options to Mr. Jitze Jongsma or his nominee. Accordingly, Shareholder approval is sought, under ASX Listing Rule 10.11, for the issue of Placement Shares and the Placement Options to Mr. Jitze Jongsma or his nominee under the Directors Participation pursuant to the Placement (Resolution 8).

7.3. ASX Listing Rule 7.2

Exception 14 of ASX Listing Rule 7.2 provides that where shareholder approval is obtained under ASX Listing Rule 10.11, additional shareholder approval is not required under ASX Listing Rule 7.1.

Accordingly, subject to Resolution 8 being passed, the issue of the Placement Shares and the Placement Options to Mr. Jitze Jongsma or his nominee will not be included in the calculation of the Company's 15% capacity in ASX Listing Rule 7.1.

7.4. Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The Company considers that the terms of the Placement and the proposed issue of the Placement Shares and Placement Options that are the subject of Resolution 8 are reasonable in the circumstances as the Company and Mr. Jitze Jongsma were dealing at arm's length, namely Mr. Jitze Jongsma's participation in the Placement is on terms identical to the Placement terms offered to non-related investors as announced to the ASX on 4 September 2020.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Placement Shares and Placement Options to Mr. Jitze Jongsma for the purposes of Chapter 2E of the Corporations Act.

7.5. Technical Information required by ASX Listing Rule 14.1A

If Resolution 8 is passed:

- (a) the Company will be able to proceed with the issue of the Placement Shares and the Placement Options under the Directors Participation to Mr. Jitze Jongsma or his nominee within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will raise additional funds which will be used in the manner set out below; and
- (b) as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares and the Placement Options to Mr. Jitze Jongsma or his nominee (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Placement Shares and the Placement Options to Mr. Jitze Jongsma or his nominee will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Placement Options under the Director Participation to Mr. Jitze Jongsma or his nominee and the relevant Placement funds will not be raised from the issue.

7.6. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 8:

Maximum number of securities to be issued	136,364 Shares and 68,182 Placement Options.
Date of issue	If Shareholder approval is obtained, the issue of the Placement Shares and Placement Options will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	The Placement Shares will be issued at an issue price of A\$0.11 (11 cents) per Share. The Placement Options will be free-attaching Options to be issued on the basis of one Placement Option for every two Placement Shares subscribed for and issued. Accordingly, the Placement Options will be issued for nil consideration.
Terms of issue	The Placement Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue while the Placement Options will be listed TYMO Options and will rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.

Persons to whom securities will be issued and their relationship to the Company	<p>Mr. Jitze Jongsma, or his nominee.</p> <p>Mr. Jitze Jongsma is a Director of the Company and thus is a related party of the company, falling within the category of ASX Listing Rule 10.11.1.</p> <p>Mr. Jitze Jongsma’s nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.</p>
Purpose Intended use of funds	<p>The purpose of the issuance of the Placement Shares and Placement Options that are the subject of Resolution 8 is to raise funds, which are intended to principally be used to:</p> <ul style="list-style-type: none"> • Support new contracts and growth in Europe; • Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units; • Hire Australian Manager and tech support staff; and Australian community engagement, project roll out and new customer engagement.
Voting exclusion statement	<p>A voting exclusion statement is in the Notice.</p>

7.7. Directors’ recommendation

The Directors (other than Mr. Jitze Jongsma who has a material personal interest in Resolution 8) recommend that the Shareholders vote in favour of this Resolution 8.

8. Resolution 9: Issue of Placement Shares and Placement Options to Related Party – Mr. Daniel O’Halloran

8.1. Background

Under the Directors Participation described in section 5.1 above, Mr. Daniel O’Halloran has agreed to participate in the issuance of 250,000 Shares at an issue price of A\$0.11 per Share (being the same issue price offered to the professional and sophisticated investors under the Placement) and 125,000 free-attaching Placement Options under the Placement, subject to the Company obtaining Shareholder approval.

Resolution 9 seeks Shareholder approval for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of the Placement Shares and Placement Options under the Directors Participation pursuant to the Placement to Mr. Daniel O’Halloran or his nominee.

8.2. ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity.

Mr. Daniel O’Halloran is a related party of the Company by virtue of being a director of the Company.

It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Placement Shares and the Placement Options to Mr. Daniel O'Halloran or his nominee. Accordingly, Shareholder approval is sought, for the purpose of ASX Listing Rule 10.11, for the issue of Placement Shares and the Placement Options to Mr. Daniel O'Halloran or his nominee under the Directors Participation pursuant to the Placement (Resolution 9).

8.3. ASX Listing Rule 7.2

Exception 14 of ASX Listing Rule 7.2 provides that where shareholder approval is obtained under ASX Listing Rule 10.11, additional shareholder approval is not required under ASX Listing Rule 7.1.

Accordingly, subject to Resolution 9 being passed, the issue of the Placement Shares and Placement Options to Mr. Daniel O'Halloran or his nominee will not be included in the calculation of the Company's 15% limit in ASX Listing Rule 7.1.

8.4. Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The Company considers that the terms of the Placement and the proposed issue of the Placement Shares and Placement Options that are the subject to Resolution 9 are reasonable in the circumstances as the Company and Mr. Daniel O'Halloran were dealing at arm's length, namely Mr. Daniel O'Halloran's participation in the Placement is on terms identical to the Placement terms offered to non-related investors as announced to the ASX on 4 September 2020.

Accordingly, it is the view of the Company that Shareholder approval is not required for the issue of the Placement Shares and Placement Options to Mr Daniel O'Halloran or his nominee for the purposes of Chapter 2E of the Corporations Act.

8.5. Technical Information required by ASX Listing Rule 14.1A

If Resolution 9 is passed:

- (a) the Company will be able to proceed with the issue of the Placement Shares and the Placement Options under the Directors Participation to Mr. Daniel O'Halloran or his nominee within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing rules) and will raise additional funds which will be used in the manner set out below; and
- (b) as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Placement Shares and the Placement Options to Mr. Daniel O'Halloran or his nominee (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Placement Shares and the Placement Options

under the Director Participation to Mr. Daniel O'Halloran or his nominee will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and the Placement Options under the Director Participation to Mr. Daniel O'Halloran or his nominee and the relevant Placement funds will not be raised from the issue.

8.6. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 9:

Maximum number of securities to be issued	250,000 Placement Shares and 125,000 Placement Options.
Date of issue	If Shareholder approval is obtained, the issue of the Placement Shares and Placement Options will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	The Placement Shares will be issued at an issue price of A\$0.11 (11 cents) per Share. The Placement Options will be free-attaching Options to be issued on the basis of one Placement Option for every two Placement Shares subscribed for and issued. Accordingly, the Placement Options will be issued for nil consideration.
Terms of issue	The Placement Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue while the Placement Options will be listed TYMO Options and will rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.
Persons to whom securities will be issued and their relationship to the Company	Mr. Daniel O'Halloran, or his nominee. Mr. Daniel O'Halloran is a Director of the Company and thus is a related party of the Company, falling within the category of ASX Listing Rule 10.11.1. Mr. Daniel O'Halloran's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.
Purpose of issue, including intended use of funds	The funds raised will principally be used to: <ul style="list-style-type: none"> • Support new contracts and growth in Europe; • Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units; • Hire Australian Manager and tech support staff; and • Australian community engagement, project roll out and new customer engagement

Voting exclusion statement	A voting exclusion statement is in the Notice.
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8.7. Directors' recommendation

The Directors (other than Mr Daniel O'Halloran who has a material personal interest in Resolution 9) recommend that the Shareholders vote in favour of this Resolution 9.

9. Resolution 10: Issue of Shares to Related Party - Mr. Daniel O'Halloran in Lieu of Fees Payable

9.1. Background

Pursuant to an employment contract entered into between the Company and Mr. Daniel O'Halloran, Mr. Daniel O'Halloran was entitled to salary of \$36,000 per annum (excluding statutory superannuation) to be paid in Shares in the Company (unless and until otherwise agreed) for his services as a Non-Executive Director. At the Company's 2020 AGM, Shareholders approved the issue of 2,000,000 Shares to Mr. Daniel O'Halloran in payment of his first 6 months' salary (totalling \$18,000) for the period between 2 April 2020 to 2 October 2020.

Subject to the Company obtaining Shareholder approval, Mr. O'Halloran has agreed to receive 2,000,000 Shares (**O'Halloran Shares**) in payment of his second 6 months' salary (totalling \$18,000) for the period between 2 October 2020 to 2 April 2021.

Resolution 10 seeks Shareholder approval for the issue of 2,000,000 Shares to Mr. Daniel O'Halloran or his nominee in lieu of the payment of \$18,000 of Director's fees.

9.2. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply, or shareholders have in a general meeting approved the giving of that financial benefit to that related party. The issue of Shares to Mr. Daniel O'Halloran (or his nominee) constitutes giving a financial benefit and Mr. Daniel O'Halloran is a related party by virtue of being a Director.

The Directors (other than Mr. Daniel O'Halloran who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of O'Halloran Shares to Mr. Daniel O'Halloran because the Shares form part of Daniel's remuneration as an officer of the Company and the remuneration is reasonable given Daniel's circumstances and the circumstances of the Company.

As announced on 27 March 2020, the Company issued 752,000 convertible notes convertible to Shares at a conversion price of A\$0.008 Share raising \$ 752,000. The conversion of convertible notes to Shares at \$0.008 per was approved by Shareholders at the Company's 2020 AGM and Shares were issued on 3 June 2020 upon conversion.

Relevantly, in determining the number of O'Halloran Shares to be issued in lieu of \$18,000 of the Director's fees, the Board (with Mr Daniel O'Halloran abstaining) has determined to apply the conversion price of \$0.009, which is a premium to the conversion price of the convertible notes (\$0.008) which took place close to the date of the agreement regarding the O'Halloran Shares.

The Board (with Mr Daniel O'Halloran abstaining) considers that a premium to the conversion price of the convertible notes (\$0.008) is an appropriate basis to calculate the conversion price.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Shares to Mr. Daniel O'Halloran as the issue of the O'Halloran Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act and the terms of issue are on arms-length terms.

9.3. ASX Listing Rule 10.11

As indicated in section 9 above, Mr. Daniel O'Halloran is a related party of the Company by virtue of being a director of the Company.

Accordingly, subject to specified exceptions, Shareholder approval is required for the issue of any Equity Securities to a related party of a listed company under ASX Listing Rule 10.11.

It is the view of the Company that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the O'Halloran Shares to Mr. Daniel O'Halloran or his nominee.

Accordingly, Shareholder approval is sought, under ASX Listing Rule 10.11, for the issue of O'Halloran Shares to Mr. Daniel O'Halloran or his nominee in lieu of \$18,000 of the Director's fee (Resolution 10).

If Resolution 10 is passed:

- (a) the Company will be able to proceed with the issue of the O'Halloran Shares to Mr. Daniel O'Halloran or his nominee within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules); and
- (b) as approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the O'Halloran Shares to Mr. Daniel O'Halloran or his nominee (because approval is being obtained under ASX Listing Rule 10.11), the issue of the O'Halloran Shares will not use up any of the Company's 15% placement capacity under ASX Listing Rule 7.1.

The issue of the O'Halloran Shares allows the Company to preserve its existing cash reserves, which can otherwise be used on its operations, instead of allocating funds to pay out the Director's fees for the amount set out in section 9.1 above.

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the O'Halloran Shares to Mr. Daniel O'Halloran or his nominee. In this instance, the Company would need to use its existing cash reserves to satisfy payment of \$18,000 of the Director's fees.

9.4. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 10:

Maximum number of securities to be issued	2,000,000 Shares.
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Date of issue	If Shareholder approval is obtained, the issue of Shares will occur no later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).				
Issue price per security	The Shares will be issued at a deemed issue price of A\$0.009 (0.9 cents) per Share; however no cash consideration will be paid as they are being issued in lieu of \$18,000 of the Director's fees payable to Mr. Daniel O'Halloran. Accordingly, no funds will be raised.				
Terms of issue	The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue				
Persons to whom securities will be issued and their relationship to the Company	Mr. Daniel O'Halloran, or his nominee. Mr. Daniel O'Halloran is a Director of the Company and thus a related party of the Company falling within the category of Listing Rule 10.11.1 Mr. Daniel O'Halloran's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.				
Total remuneration package for the previous financial year and the proposed total remuneration package for the current financial year	The remuneration and emoluments from the Company to Mr Daniel O'Halloran for the financial year ended 31 December 2020 and the proposed remuneration and emoluments for the current financial year are set out in the table below: <table border="1" data-bbox="652 1125 1367 1260"> <thead> <tr> <th>Current financial year (FY2021)¹</th> <th>Previous financial year (FY2020)¹</th> </tr> </thead> <tbody> <tr> <td>A\$250,000</td> <td>A\$112,462</td> </tr> </tbody> </table> <p>Note:</p> <ol style="list-style-type: none"> 1. excludes statutory superannuation. 2. exclude the DO Director Options the subject of Resolution 14. 	Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹	A\$250,000	A\$112,462
Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹				
A\$250,000	A\$112,462				
Details of Agreement under which Securities are being issued	The O'Halloran Shares are being issued pursuant to the employment contract entered into between the Company and Mr. Daniel O'Halloran. Key terms of the employment agreement are summarised in section 9.1 above.				
Purpose of issue, including intended use of funds	No funds will be raised by the Company in respect of the issue of the O'Halloran Shares, however it will allow the Company to preserve cash reserves by converting \$18,000 of the Director's fee, which would otherwise have to be paid to Mr. Daniel O'Halloran in cash.				
Voting exclusion statement	A voting exclusion statement is in the Notice.				

9.5. Directors' recommendation

The Directors (other than Mr Daniel O'Halloran who has a material personal interest in Resolution 10) recommend that the Shareholders vote in favour of this Resolution 10.

10. Resolution 11: Issue Shares and listed Options to Peak Asset Management in lieu of fees

10.1. Background

Pursuant to the Lead Manager Mandate, the Company engaged Peak Asset Management, an entity associated with the Company's former director, Mr. Niv Dagan, to act as lead manager for the Placement.

Under the Lead Manager Mandate, Peak Asset Management is entitled to capital raising fees of 6% of the funds raised by Peak Asset Management pursuant to the Placement.

Peak Asset Management and the Company have agreed that subject to Shareholder approval being obtained, \$22,000 of capital raising fees payable by the Company to Peak Asset Management under the Lead Manger Mandate will be paid in Shares and Options on the same terms as the professional and sophisticated investors under the Placement, being the issuance of 200,000 Shares at the deemed issue price of \$0.11 per Share, together with one free attaching listed TYMO Option for every two Shares issued.

Resolution 11 seeks Shareholder approval for the issue of 200,000 Shares and 100,000 listed TYMO Options to Peak Asset Management in lieu of \$22,000 of capital raising fees payable to Peak Asset Management (**Lead Manager Securities**).

10.2. ASX Listing Rules 7.1

Broadly speaking, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that the 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.

While at the Company's 2020 AGM, the Company sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%, the proposed issue of the Lead Manager Securities to Peak Asset Management (which is the subject of Resolution 11):

- (a) does not fall within any of these exceptions; and
- (b) unless Resolutions 3, 4 and 5 are approved, would exceed the Company's current 15% limit in ASX Listing Rule 7.1; and
- (c) cannot be issued utilising the Company's available 10% limit in ASX Listing 7.1A (if any), as the Lead Manager Securities will be issued for nil cash consideration.

It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

Resolution 11 seeks Shareholder approval, under and for the purpose of ASX Listing Rule 7.1 for the issue of Lead Manager Securities for nil cash consideration.

If Resolution 11 is passed, the Company will be able to proceed with the issuance of 200,000 Shares and 100,000 listed TYMO Options to Peak Asset Management. Additionally, the issuance of those Lead Manager Securities will be excluded from the calculation of the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 11 is not passed (and Resolutions 3 to 5 are also not passed), the Company may be unable to proceed with the issuance of the 200,000 Shares and 100,000 listed TYMO Options to Peak Asset

Management. In this instance, the Company would need to use its existing cash reserves to satisfy payment of \$22,000 of the capital raising fees to Peak Asset Management.

10.3. Information required by ASX Listing Rule 7.1

In compliance with the information requirements of ASX Listing Rule 7.1, Shareholders are advised of the following particulars of the allotment and issue contemplated by Resolution 11:

Maximum number of securities to be issued	200,000 Shares and 100,000 listed TYMO Options.
Date of issue	If Shareholder approval is obtained, the issue of the Lead Manager Securities will occur no later than three months after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	<p>The Lead Manager Securities will be issued on the same terms as the Placement Shares and Placement Options offered under the Placement, namely:</p> <p>(a) the Shares will be issued at a deemed issue price of A\$0.11 (11 cents) per Share; and</p> <p>(b) the Options will be free-attaching Options to be issued on the basis of one listed TYMO Option for every two Shares issued.</p> <p>It is however noted that no cash consideration will be paid by Peak Asset Management as the Lead Manager Securities will be issued in lieu of \$22,000 of the capital raise fee payable by the Company to Peak Asset Management.</p>
Terms of issue	<p>The Shares will rank pari passu with the other Shares on issue and will be on the same terms as the other Shares on issue.</p> <p>The Options will be listed TYMO Options and will rank pari passu with the other listed TYMO Options on issue, the terms of which are summarised in Annexure A.</p>
Persons to whom securities will be issued and their relationship to the Company	Peak Asset Management or its nominees, which is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, adviser to the Company or an Associate of any of these parties.

Details of Agreement under which Securities are being issued	The Lead Manager Securities are being issued under a Lead Manager Mandate entered into between the Company and Peak Asset Management. Under the Lead Manager Mandate, Peak Asset Management agreed to provide Lead Manager Services and upon completion of the Placement the Company agreed to pay to Peak Asset Management raising fees of 6% of the funds raised by Peak Asset Management pursuant to the Placement. The Company and Peak Asset Management have agreed that the capital raising fee be paid by the issue of Shares and Options on the same terms as the Placement subject to Shareholder approval.
Purpose of the issue, including intended use of funds	The purpose of the issue of the Lead Manager Securities is to satisfy the obligation of the Company to pay \$22,000 of the capital raising fees payable by the Company to Peak Asset Management under the Lead Manager Mandate. No funds will be raised by the Company in respect of the issue of the Lead Manager Securities.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

10.4. Directors' recommendation

The Directors recommend Shareholders vote in favour of Resolution 11. The Chair intends to vote all available proxies in favour of Resolution 11.

11. Resolution 12 – Issue of Director Options to Related Party - Mr. Wayne Clay

11.1. Background

The Company proposes to issue 4,380,553 Options to Mr. Wayne Clay and/or his nominee (**WC Director Options**). The Options will be exercisable at the price that is 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting and will expire on 30 November 2024.

The issue of options to directors 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 the company to the commercial benefit of all shareholders.

These WC Director Options are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from the WC Director Options upon the Share price exceeding the exercise price of the WC Director Options and thereby warranting their exercise before they are lapsed.

Under the Company's current circumstances, the Directors (with Mr. Wayne Clay abstaining) consider that the incentive noted above, represented by the issue of the WC Director Options, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board (with Mr. Wayne Clay abstaining) believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

In addition, the WC Director Options may provide the Company with additional funding (if the WC Director Options are exercised).

Accordingly, Resolution 12 seeks the required Shareholder approval to issue 4,380,553 WC Director Options to Mr. Wayne Clay and/or his nominee under and for the purposes of ASX Listing Rule 10.11.

11.2. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of Options to Mr Wayne Clay constitutes giving a financial benefit and Mr Wayne Clay is a related party by virtue of being a Director of the Company.

The Directors (other than Mr. Wayne Clay who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Options to Mr. Wayne Clay and/or his nominee because they form part of Mr Clay's remuneration as an officer of the Company and the remuneration is reasonable given Mr Clay's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these WC Director Options to Mr. Wayne Clay and/or his nominee as the issue of the Options constitute 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

11.3. ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Mr. Wayne Clay is a related party of the Company, by virtue of being a Director. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11 for the issue of the Options noted above to Mr. Wayne Clay and/or his nominee.

To this end, Resolution 12 seeks the required Shareholder approval to issue the WC Director Options to Mr. Wayne Clay under and for the purposes of ASX Listing Rule 10.11.

If Resolution 12 is passed, the Company will be able to proceed with the proposed issue of the WC Director Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Additionally, as Shareholder approval has been obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), the issue of the WC Director Options will not use up any of the Company's 15% limit in ASX Listing Rule 7.1 and will not require a separate Shareholder approval under and for the purposes of ASX Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the proposed issue of the WC Director Options to Mr Wayne Clay and/or his nominee and the Company may be required to re-negotiate with Mr Wayne Clay such other reasonable remuneration as may be applicable for his engagement with the Company, which may include the payment of additional cash remuneration, reducing the Company's cash reserve.

11.4. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	4,380,553 WC Director Options.				
Date of issue	If Shareholder approval is obtained, the issue of the WC Director Options will occur no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).				
Issue price per security	WC Director Options will be issued for nil consideration as they constitute a fee for service provided by Mr Wayne Clay. The Company will not receive other consideration in respect of the issue of the WC Director Option (other than in respect of funds received on the exercise of those Options)).				
Terms of issue	Each WC Director Option will entitle the holder to subscribe for one Share in the Company, the Options will be exercisable at the price that is 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting and will expire on 30 November 2024. Options will otherwise be issued on the terms and conditions set out in 'Annexure B' of this Notice.				
Persons to whom securities will be issued	Mr. Wayne Clay, a Director of the Company, or his nominee.				
ASX Listing Rule 10.11 Category	Mr. Wayne Clay is a related party of the Company within ASX Listing Rule 10.11, by virtue of being a Director of Tymlez Group Limited. Mr. Wayne Clay's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.				
Purpose of the issue	The issue of WC Director Options is intended to remunerate and incentivise Mr. Wayne Clay.				
Total remuneration package for the previous financial year and the proposed total remuneration package for the current financial year	<p>The remuneration and emoluments from the Company to Mr Wayne Clay for the financial year ended 31 December 2020 and the proposed remuneration and emoluments for the current financial year are set out in the table below:</p> <table border="1"> <thead> <tr> <th>Current financial year (FY2021)¹</th> <th>Previous financial year (FY2020)¹</th> </tr> </thead> <tbody> <tr> <td>A\$85,000</td> <td>N/A</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1. excludes statutory superannuation. 2. exclude the WC Director Options the subject of this Resolution. 	Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹	A\$85,000	N/A
Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹				
A\$85,000	N/A				
Intended use of funds	No funds will be raised from the issue of WC Director Options.				

Valuation of the securities	The value of the WC Director Options is \$45,119.70 (based on the Black Scholes methodology).
Summary of any other material terms of the agreement under which the securities are issued (if any)	The WC Director Options are not being issued to Mr Wayne Clay (and/or their nominees) under an agreement.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

11.5. Directors' interests and recommendation

Other than Mr Wayne Clay, none of the current Board members have a material personal interest in the outcome of Resolution 12. Based on the information available, including that contained in this Explanatory Statement, all of the Directors (excluding Mr. Wayne Clay) recommend Shareholders vote in favour of Resolution 12. The Chair intends to vote all available proxies in favour of Resolution 12.

12. Resolution 13 – Issue of Director Options to Related Party - Mr. Tim Ebbeck

12.1. Background

The Company proposes to issue 4,380,553 Options to Mr. Tim Ebbeck and/or his nominee on the key terms set out below (**TE Director Options**). The Options will be exercisable at the price that is 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting and will expire on 30 November 2024.

The issue of options to directors 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 the company to the commercial benefit of all shareholders.

The TE Director Options are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from the TE Director Options where the Share price exceeding the exercise price of the TE Director Options and thereby warranting their exercise before they are lapsed.

Under the Company's current circumstances, the Directors (with Mr. Tim Ebbeck abstaining) consider that the incentive noted above, represented by the issue of the TE Director Options, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board (with Mr. Tim Ebbeck abstaining) believes it is important to offer these TE Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the TE Director Options may provide the Company with additional funding (if the TE Director Options are exercised).

The Board (with Mr. Tim Ebbeck abstaining) considers that it is important to offer these TE Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

In addition, the TE Director Options may provide the Company with additional funding (if the TE Director Options are exercised).

Accordingly, Resolution 13 seeks the required Shareholder approval to issue 4,380,553 TE Director Options to Mr. Tim Ebbeck and/or his nominee under and for the purposes of ASX Listing Rule 10.11.

12.2. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of TE Director Options to Tim Ebbeck constitutes giving a financial benefit and Mr. Tim Ebbeck is a related party by virtue of being a Director of the Company.

The Directors (other than Mr. Tim Ebbeck who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of TE Director Options to Mr. Tim Ebbeck and/or his nominee because they form part of Mr Ebbeck's remuneration as an officer of the Company and the remuneration is reasonable given Mr Ebbeck's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these TE Director Options to Mr. Tim Ebbeck and/or his nominee as the issue of the TE Director Options constitute 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

12.3. ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Mr Tim Ebbeck is a related party of the Company, by virtue of being a Director. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11 for the issue of the TE Director Options noted above to Tim Ebbeck and/or his nominee.

To this end, Resolution 13 seeks the required Shareholder approval to issue the TE Director Options to Mr Tim Ebbeck under and for the purposes of ASX Listing Rule 10.11.

If Resolution 13 is passed, the Company will be able to proceed with the proposed issue of the TE Director Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Additionally, as Shareholder approval has been obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), the issue of the TE Director Options will not use up any of the Company's 15% limit in ASX Listing Rule 7.1 and will not require a separate Shareholder approval under and or the purposes of ASX Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to proceed with the proposed issue of the TE Director Options to Mr Tim Ebbeck and/or his nominee and the Company may be required to re-negotiate with Mr Tim Ebbeck such other reasonable remuneration as may be applicable for his engagement with the Company, which may include the payment of additional cash remuneration, reducing the Company's cash reserve.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	4,380,553 TE Director Options.				
Date of issue	If Shareholder approval is obtained, the issue of the TE Director Options will occur no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).				
Issue price per security	TE Director Options will be issued for nil consideration as they constitute a fee for service provided by Mr. Tim Ebbeck. The Company will not receive other consideration in respect of the issue of the TE Director Option (other than in respect of funds received on the exercise of those Options)).				
Terms of issue	Each TE Director Option will entitle the holder to subscribe for one Share in the Company, the Options will be exercisable at the price that is 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting and will expire on 30 November 2024. The TE Director Options will otherwise be issued on the terms and conditions set out in 'Annexure B' of this Notice.				
Persons to whom securities will be issued	Mr. Tim Ebbeck, a Director of the Company, or his nominee.				
ASX Listing Rule 10.11 Category	Mr. Tim Ebbeck is a related party of the Company within ASX Listing Rule 10.11 1, by virtue of being a Director of the Company. Mr. Tim Ebbeck's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.				
Purpose of the issue	The issue of TE Director Options is intended to remunerate and incentivise Mr. Tim Ebbeck.				
Total remuneration package for the current and previous financial year	The remuneration and emoluments from the Company to Mr Tim Ebbeck for the financial year ended 31 December 2020 and the proposed remuneration and emoluments for the current financial year are set out in the table below: <table border="1" data-bbox="631 1472 1382 1606"> <thead> <tr> <th>Current financial year (FY2021)^{1 and 2}</th> <th>Previous financial year (FY2020)¹</th> </tr> </thead> <tbody> <tr> <td>A\$75,000</td> <td>A\$11,166</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1. excludes statutory superannuation. 2. exclude the TE Director Options the subject of this Resolution 	Current financial year (FY2021) ^{1 and 2}	Previous financial year (FY2020) ¹	A\$75,000	A\$11,166
Current financial year (FY2021) ^{1 and 2}	Previous financial year (FY2020) ¹				
A\$75,000	A\$11,166				
Intended use of funds	No funds will be raised from the issue of TE Director Options.				

Valuation of the securities	The value of the TE Director Options is \$45,119.70 (based on the Black Scholes methodology).
Summary of any other material terms of the agreement under which the securities are issued (if any)	The TE Director Options are not being issued to Mr Tim Ebbeck (and/or their nominees) under an agreement.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

12.4. Directors' interests and recommendation

Other than Mr Tim Ebbeck, none of the current Board members have a material personal interest in the outcome of Resolution 13. Based on the information available, including that contained in this Explanatory Statement, all of the Directors (excluding Mr. Tim Ebbeck) recommend Shareholders vote in favour of Resolution 13. The Chair intends to vote all available proxies in favour of Resolution 13.

13. Resolution 14 – Issue of Director Options to Related Party - Mr. Daniel O'Halloran

13.1. General

The Company proposes to issue 35,044,424 Options to Mr. Daniel O'Halloran and/or his nominee on the following key terms (collectively, **DO Director Options**):

	Options	Exercise Price	Vesting Conditions	Expiry Date
Class A	17,522,212	150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the annual general meeting	VWAP greater than or equal to 5 cents for 30 trading days	30/11/2024
Class B	17,522,212		VWAP greater than or equal to 10 cents for 30 trading days	30/11/2024

The issue of options to directors 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 the company to the commercial benefit of all shareholders.

The DO Director Options are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from the DO Director Options:

- the relevant Vesting Condition(s) for the issuance of those Director Options are satisfied or waived in accordance with the terms of their issuance (as detailed in Annexure C); and
- upon the Share price exceeding the exercise price of the DO Director Options and thereby warranting their exercise.

Under the Company's current circumstances, the Directors (with Mr Daniel O'Halloran) consider that the incentive noted above, represented by the issue of the DO Director Options, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board (with Mr Daniel O'Halloran abstaining) considers that it is important to offer these DO Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. In addition, the DO Director Options may provide the Company with additional funding (if the DO Director Options are exercised).

Accordingly, Resolution 14 seeks the required Shareholder approval to issue 35,044,424 DO Director Options to Mr Daniel O'Halloran under and for the purposes of ASX Listing Rule 10.11.

13.2. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of DO Director Options to Mr. Daniel O'Halloran constitutes giving a financial benefit and Daniel O'Halloran is a related party by virtue of being a Director of the Company.

The Directors (other than Mr. Daniel O'Halloran who has a material personal interest in Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of DO Director Options to Mr. Daniel O'Halloran and/or his nominee because they form part of Mr. O'Halloran's remuneration as an officer of the Company and the remuneration is reasonable given Mr. O'Halloran's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these DO Director Options to Mr. Daniel O'Halloran and/or his nominee as the issue of the DO Director Options constitute 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

13.3. ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Mr Daniel O'Halloran is a related party of the Company, by virtue of being a Director. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11 for the issue of the DO Director Options noted above to Mr. Daniel O'Halloran and/or his nominee.

To this end, Resolution 14 seeks the required Shareholder approval to issue the DO Director Options to Mr Daniel O'Halloran and/or his nominee under and for the purposes of ASX Listing Rule 10.11.

If Resolution 14 is passed, the Company will be able to proceed with the proposed issue of the DO Director Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Additionally, as Shareholder approval has been obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), the issue of the DO Director Options will not use up any of the Company's 15% limit in ASX Listing Rule 7.1 and will not require a separate Shareholder approval under and or the purposes of ASX Listing Rule 7.1.

If Resolution 14 is not passed, the Company will not be able to proceed with the proposed issue of the DO Director Options to Mr Daniel O'Halloran and/or his nominee and the Company may be required to re-

negotiate with Mr Daniel O'Halloran such other reasonable remuneration as may be applicable for his engagement with the Company, which may include the payment of additional cash remuneration, reducing the Company's cash reserve.

13.4. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	35,044,424 DO Director Options comprising of: (a) 17,522,212 Class A Options; and (b) 17,522,212 Class B Options.			
Date of issue	If Shareholder approval is obtained, the issue of the DO Director Options will occur no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).			
Issue price per security	DO Director Options will be issued for nil consideration.			
Terms of issue	Each DO Director Option will entitle the holder to subscribe for one Share in the Company, further details of the options are set out below.			
	Options	Exercise Price	Vesting Conditions	Expiry Date
Class A	17,522,212	150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the annual general meeting	VWAP greater than or equal to 5 cents for 30 trading days	30/11/2024
Class B	17,522,212		VWAP greater than or equal to 10 cents for 30 trading days	30/11/2024
	Where the holder of the Options ceases to be a director of the Company other than due to a Qualifying Reason or special circumstances (not being a Bad Leaver) as provided for in Annexure C, any unvested options will lapse at the date of cessation.			
	Class A and Class B Options will otherwise be issued on the terms and conditions set out in 'Annexure C' of this Notice.			
Persons to whom securities will be issued	Mr. Daniel O'Halloran, a Director of the Company, or his nominee.			

ASX Listing Rule 10.11 Category	<p>Mr. Daniel O'Halloran is a related party of the Company within listing rule 10.11, by virtue of being a Director of Tymlez Group Limited.</p> <p>Mr. Daniel O'Halloran's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rule 10.11.1 or 10.11.4 respectively.</p>				
Purpose of the issue	The issue of DO Director Options is intended to remunerate and incentivise Mr Daniel O'Halloran.				
Total remuneration package for the previous financial year and the proposed total remuneration package for the current financial year	<p>The remuneration and emoluments from the Company to Mr Daniel O'Halloran for the financial year ended 31 December 2020 and the proposed remuneration and emoluments for the current financial year are set out in the table below:</p> <table border="1"> <thead> <tr> <th>Current financial year (FY2021)¹</th> <th>Previous financial year (FY2020)¹</th> </tr> </thead> <tbody> <tr> <td>A\$250,000</td> <td>A\$112,462</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1. excludes statutory superannuation. 2. exclude the DO Director Options the subject of this Resolution. 	Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹	A\$250,000	A\$112,462
Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹				
A\$250,000	A\$112,462				
Intended use of funds	No funds will be raised from the issue of DO Director Options.				
Valuation of the securities	<p>The value of the DO Director Options is:</p> <ul style="list-style-type: none"> • Class A \$126,335.15 (based on the Black Scholes methodology) • Class B \$ 90,239.39 (based on the Black Scholes methodology) 				
Summary of any other material terms of the agreement under which the securities are issued (if any)	The DO Director Options are not being issued to Mr Daniel O'Halloran (and/or their nominees) under an agreement.				
Voting exclusion statement	A voting exclusion statement is included in the Notice.				

13.5. Directors' interests and recommendation

Other than Mr Daniel O'Halloran, none of the current Board members have a material personal interest in the outcome of Resolution 14. Based on the information available, including that contained in this Explanatory Statement, all of the Directors (excluding Mr. Daniel O'Halloran) recommend Shareholders vote in favour of Resolution 14. The Chair intends to vote all available proxies in favour of Resolution 14.

14. Resolution 15 – Issue of Director Options to Related Party - Mr. Jitze Jongsma

14.1. General

The Company proposes to issue 8,000,000 Options to Mr Jitze Jongsma and/or his nominee on the following key terms (collectively, the **JJ Director Options**):

	Options	Exercise Price	Vesting Conditions	Expiry Date
Class A	4,000,000	150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the annual general meeting	VWAP greater than or equal to 5 cents for 30 trading days	30/11/2024
Class B	4,000,000		VWAP greater than or equal to 10 cents for 30 trading days	30/11/2024

The issue of options to directors 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 the company to the commercial benefit of all shareholders.

The JJ Director Options are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from the JJ Director Options:

- the relevant Vesting Condition(s) for the issuance of those JJ Director Options are satisfied or waived in accordance with the terms of their issuance (as detailed in Annexure C); and
- upon the Share price exceeding the exercise price of the JJ Director Options and thereby warranting their exercise.

Under the Company's current circumstances, the Directors (with Mr. Jitze Jongsma) consider that the incentive noted above, represented by the issue of the JJ Director Options, is a cost effective and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board (with Mr. Jitze Jongsma abstaining) considers that it is important to offer these JJ Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

In addition, the JJ Director Options may provide the Company with additional funding (if the JJ Director Options are exercised).

Accordingly, Resolution 15 seeks the required Shareholder approval to issue 8,000,000 JJ Director Options to Mr Jitze Jongsma and/or nominee under and for the purposes of ASX Listing Rule 10.11.

14.2. Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of JJ Director Options to Mr. Jitze Jongsma constitutes giving a financial benefit and Mr. Jitze Jongsma is a related party by virtue of being a Director of the Company.

The Directors (other than Mr. Jitze Jongsma who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of JJ Director Options to Mr. Jitze Jongsma and/or his nominee because they form part of Mr. Jitze Jongsma's remuneration as an officer of the Company and the remuneration is reasonable given Mr Jitze Jongsma's circumstances and the circumstances of the Company.

Accordingly, Shareholder approval will not be sought under Chapter 2E for the issue of these JJ Director Options to Mr Jitze Jongsma and/or nominee as the issue of the JJ Director Options constitute 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

14.3. ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Mr. Jitze Jongsma is a related party of the Company, by virtue of being a Director. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11 for the issue of the JJ Director Options noted above to Mr. Jitze Jongsma and/or his nominee.

To this end, Resolution 15 seeks the required Shareholder approval to issue the JJ Director Options to Mr. Jitze Jongsma under and for the purposes of ASX Listing Rule 10.11.

If Resolution 15 is passed, the Company will be able to proceed with the proposed issue of the JJ Director Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).

Additionally, as Shareholder approval has been obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), the issue of the JJ Director Options will not use up any of the Company's 15% limit in ASX Listing Rule 7.1 and will not require a separate Shareholder approval under and or the purposes of ASX Listing Rule 7.1.

If Resolution 15 is not passed, the Company will not be able to proceed with the proposed issue of the JJ Director Options to Mr. Jitze Jongsma and/or his nominee and the Company may be required to re-negotiate with Mr. Jitze Jongsma such other reasonable remuneration as may be applicable for his engagement with the Company, which may include the payment of additional cash remuneration, reducing the Company's cash reserve.

14.4. Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	8,000,000 JJ Director Options comprising of: (a) 8,000,000 Class A Options; and (b) 8,000,000 Class B Options.
Date of issue	If Shareholder approval is obtained, the issue of the JJ Director Options will occur no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	JJ Director Options will be issued for nil consideration.

Terms of issue	Each JJ Director Option will entitle the holder to subscribe for one Share in the Company, further details of the options are set out below.				
		Options	Exercise Price	Vesting Conditions	Expiry Date
	Class A	8,000,000	150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the annual general meeting	VWAP greater than or equal to 5 cents for 30 trading days	30/11/2024
Class B	8,000,000	VWAP greater than or equal to 10 cents for 30 trading days		30/11/2024	
<p>Where the holder of the Options ceases to be a director of the Company other than due to a Qualifying Reason or special circumstances (not being a Bad Leaver) as provided for in Annexure C, any unvested options will lapse at the date of cessation.</p> <p>Class A Options and Class B Options will otherwise be issued on the terms and conditions set out in 'Annexure C' of this Notice.</p>					
Persons to whom securities will be issued	Mr. Jitze Jongsma, a Director of the Company, or his nominee.				
ASX Listing Rule 10.11 Category	<p>Mr. Jitze Jongsma is a related party of the Company within ASX Listing Rule 10.11, by virtue of being a Director of Tymlez Group Limited.</p> <p>Mr. Jitze Jongsma's nominee is either a related party controlled by him or his associate, falling within the category of ASX Listing Rules 10.11.1 or 10.11.4 respectively.</p>				
Purpose of the issue	The issue of JJ Director Options is intended to remunerate and incentivise Mr Jitze Jongsma.				

Total remuneration package for the previous financial year and the proposed total remuneration package for the current financial year	<p>The remuneration and emoluments from the Company to Mr Jitze Jongsma for the financial year ended 31 December 2020 and the proposed remuneration and emoluments for the current financial year are set out in the table below:</p> <table border="1" data-bbox="634 344 1383 478"> <thead> <tr> <th data-bbox="634 344 1008 426">Current financial year (FY2021)¹</th> <th data-bbox="1016 344 1383 426">Previous financial year (FY2020)¹</th> </tr> </thead> <tbody> <tr> <td data-bbox="634 428 1008 478">A\$223,308</td> <td data-bbox="1016 428 1383 478">A\$251,878</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1. excludes statutory superannuation. 2. exclude the JJ Director Options the subject of this Resolution. 	Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹	A\$223,308	A\$251,878
Current financial year (FY2021) ¹	Previous financial year (FY2020) ¹				
A\$223,308	A\$251,878				
Intended use of funds	No funds will be raised from the issue of JJ Director Options.				
Valuation of the securities	<p>The value of the JJ Director Options is:</p> <ul style="list-style-type: none"> • Class A \$ 28,840.00 (based on the Black Scholes methodology) • Class B \$ 20,600.00 (based on the Black Scholes methodology) 				
Summary of any other material terms of the agreement under which the securities are issued (if any)	<p>The JJ Director Options are not being issued to Mr Jitze Jongsma (and/or their nominees) under an agreement.</p>				
Voting exclusion statement	<p>A voting exclusion statement is included in the Notice.</p>				

14.5. Directors' interests and recommendation

Other than Mr. Jitze Jongsma, none of the current Board members have a material personal interest in the outcome of Resolution 15. Based on the information available, including that contained in this Explanatory Statement, all of the Directors (excluding Mr. Jitze Jongsma) recommend Shareholders vote in favour of Resolution 15. The Chair intends to vote all available proxies in favour of Resolution 15.

15. Resolution 16: Refresh of Employee Share Option Plan Rules

15.1. Overview

An Employee Share Option Plan was adopted by the Company prior to the Company's IPO and listing on the ASX in December 2018 (**ESOP**).

The Board is committed to incentivising and retaining the Company's directors and key employees in a manner which promotes alignment of their interest with Shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The objective of the ESOP is to provide incentives to the employees, contractors or Directors of the Company and to recognise their contribution to the Company's success. The Company considers that the

incentives to employees are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

To enable the Company to secure contractors, employees and Directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel.

The ESOP is therefore designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain significant shareholdings in the Company and meet certain objectives.

Under the ESOP, the Company may issue Options to full-time, or part time employees of the Company, directors, and certain contractors and casual employees with or without performance conditions.

A summary of the terms of the ESOP is set out in the Company's IPO Prospectus, a copy of the ESOP is available on the Company's ASX announcement platform.

15.2. ASX Listing Rule 7.1 and ASX Listing Rule 7.2, Exception 13(b)

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

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from:

- (a) in cause of a scheme established before the entity was listed, the disclosure statement lodged with ASX under ASX Listing Rule 1.1, Condition 3; or
- (b) the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

As the ESOP was adopted prior to the Company's listing on the ASX, any issue, or agreement to issue, Options under the ESOP after the expiration of the 3 years from the lodgement of the Company's IPO Prospectus with ASX in or around December 2018 will not be covered by ASX Listing Rule 7.2, Exception 13(b).

Accordingly, the Board proposes to replace the existing ESOP with new employee share plan rules titled '2021 Employee Share Option Plan' ("**2021 ESOP**"). It is noted that the terms of the proposed 2021 ESOP are same as the terms of the existing ESOP presently in place, except for amendments to allow the Company to exclude the following when determining the 5% limit on the number of Options that may be granted by the Company at any one time:

- (a) an invitation to a person situated at the time of receipt of the offer outside Australia;
- (b) an invitation that did not need disclosure to investors because of section 708 of the Corporations Act;
- (c) an invitation made under a disclosure document in accordance with Chapter 6D of the Corporations Act.

It is noted that the 5% limit was placed in the ESOP for the purpose of ensuring that the Company will comply with the ASIC Class Order 14/1000 for disclosure relief. It is noted that the issuance of Options in any of the circumstances described in paragraphs (a) to (c) above are generally except from the requirement to issue a disclosure document under section 708 of the Corporations Act, and therefore should not affect the ability of the Company to rely on ASIC Class Order 14/1000 in respect of the 2021 ESOP.

This Resolution seeks the approval of Shareholders for the adoption of the 2021 ESOP in accordance with ASX Listing Rule 7.2, Exception 13.

If this Resolution is passed, the Company will have the ability to issue Options to eligible participants under the 2021 ESOP over a period of 3 years without impacting on the Company's 15% placement capacity under ASX Listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any Option under the 2021 ESOP (notwithstanding the non-approval), any Options issued will be included in calculating the Company's 15% limit in ASX Listing rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Alternatively, if:

- (a) this Resolution is not passed; and
- (b) the Board decides not to adopt the 2021 ESOP and instead continues to issue Options under the existing ESOP,

Options issued under the existing ESOP will be excluded from the calculation of the Company's 15% placement capacity under ASX Listing Rule 7.1 until 12 December 2021. However, unless the Shareholder approval can be obtained, under ASX Listing Rule 7.2, Exception 13, for the ESOP, any Options issued thereafter will be included in the calculation of the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

15.3. Specific information required by ASX Listing Rule 7.2 Exception 13(b)

In accordance with ASX Listing Rule 7.2 Exception 13(b), the following information is provided in relation to the 2021 ESOP:

- (a) A summary of the terms of the 2021 ESOP is set out in Schedule 1. In addition, a copy of the proposed 2021 ESOP is available for review by Shareholders at the Registered Office of the Company and a copy of the said 2021 ESOP can also be provided upon request to the Company;
- (b) 3,160,000 Options have been granted under the ESOP since the Company was listed under ASX.
- (c) No Options have previously been granted or issued under the 2021 ESOP.
- (d) The maximum number of Equity Securities that are issuable under the 2021 ESOP, when combined with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 years pursuant to the 2021 ESOP or any other incentive scheme for which the Company relied on ASIC Class Order 14/1000, but disregarding any offer made, or Options granted or any Shares issued by way of or as a result of:
 - an offer to a person situated at the time of receipt of the offer outside Australia; or
 - an offer that did not need disclosure to investors because of section 708 of the Corporations Act (which includes offers to directors); omust not exceed 5% of the total number of issued Shares in the Company at the time of the offer of Options under the 2021 ESOP.
- (e) As at the date of this Notice, the Company proposes to issue a maximum of 100,000,000 Options under the 2021 ESOP within the three year period following approval of this Resolution. It is however noted that this maximum number is not intended to be a prediction of the actual number of securities to be issued under the 2021 ESOP, but is instead a ceiling for the purposes of ASX Listing Rule 7.2 Exception 13(b).
- (f) A voting exclusion statement is included in Resolution 16 of this Notice.

15.4. Directors' interests and recommendation

As all of the Directors have a material personal interest in this Resolution, the Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this Resolution 16.

16. Resolution 17: Approval of 10% Placement Capacity

16.1. ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue Equity Securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (**Additional Placement Capacity**). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any Equity Securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at the date of this Notice, the Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Any Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has two class of quoted Equity Securities on issue, being Shares (ASX Code: TYM) and listed TYMO Options (ASX Code: TYMO).

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the Additional Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Therefore, if this Resolution is approved, the Directors will be allowed to issue Equity Securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1.

If this Resolution is not approved, the Directors will not be able to access the Additional Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1, but will still be allowed to issue Equity Securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

16.2. Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides those eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

16.3. Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

(a) Minimum price at which the Equity Securities may be issued under ASX Listing Rule 7.1A

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

The issue of Equity Securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

(b) Period for which the approval will be valid

Equity Securities under the Additional Placement Capacity may be issued until the earliest of:

- the date which is 12 months from the date of the Meeting; and
- the time and date of the Company's next annual general meeting; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2,

(LR7.1A Mandate Period).

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

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

As noted above, any Equity Securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under ASX 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 ASX Listing Rule 7.1A during the LR7.1A Mandate Period, if Shareholders approve this Resolution.

However, based on the Company's existing plans, the Company intends to use funds raised by an issue of Equity Securities under ASX Listing 7.1A during the LR7.1A Mandate Period for working capital and to fund product development and commercialisation and/or due diligence on potential acquisitions.

(d) Allocation policy for issues under ASX Listing Rule 7.1A

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded from voting.

(e) Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved, any issue of Equity Securities under ASX Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any Shares under the issue.

Shareholders should note that there is a risk that:

- 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 ASX Listing Rule 7.1A; and
- 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 ASX Listing Rule 7.1A.

Table 1 below shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2).

The table also shows:

- I. two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

Variable ‘A’ in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0105 50% decrease in Issue Price	\$0.021 Issue Price	\$0.042 100% increase in Issue Price
Variable A - 292,036,871 Shares	10% Voting Dilution	29,203,687 Shares	29,203,687 Shares	29,203,687 Shares
	Funds Raised	\$306,639	\$613,277	\$1,226,555
50% increase in Variable A - 438,055,307 Shares	10% Voting Dilution	43,805,531 Shares	43,805,531 Shares	43,805,531 Shares
	Funds Raised	\$459,958	\$919,916	\$1,839,832
100% increase in Variable A - 584,073,742 Shares	10% Voting Dilution	58,407,374 Shares	58,407,374 Shares	58,407,374 Shares
	Funds Raised	\$613,277	\$1,226,555	\$2,453,110

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 10 May 2021.
- The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.

- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of Equity Securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of Equity Securities under the Additional Placement Capacity includes only shares.
- The issue price of \$0.021 is based on the closing price of Shares as traded on ASX as at 7 May 2021. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.
- The table assumes that no Options (including any Options issued under the Additional Placement Capacity) are exercised into Shares before the date of issue of Equity Securities.
- “Funds raised” are before any capital raising costs which may be incurred.

(f) Issue or agreement to issue Equity Securities under ASX Listing Rule 7.1A in the 12 months prior to the Meeting

As at the date of this Notice, in the 12 months preceding the date of the Meeting, the Company has issued 24,900,034 Equity Securities under ASX Listing Rule 7.1A representing 9.32% of equity securities on issue on the date being 12 months prior to the date of this Meeting.

The information below is provided in accordance with ASX Listing Rule 7.3A.6 (b) and details Equity Securities issued by the Company in the 12 months prior to the Meeting.

Table 2 below, details Shares (and total Equity Securities) issued by the Company under ASX Listing Rule 7.1A in the 12 months prior to the proposed date of the Meeting. As at the date of the Notice, the Company has raised approximately \$2,739,004 from the issue of Shares in the 12 months prior to the date of the Meeting. All of the funds raised has been used to:

- Support new contracts and growth in Europe
- Expansion of our operations in Australia and drive the rollout of our P2P marketplace for the tracking and tracing of green energy units
- Hire Australian Manager and tech support staff
- Australian community engagement, project roll out and new customer engagement

Table 2

Date of Issue	Number and class of securities	Issue Price per unit (\$)	Closing Price*	Discount /Premium#	Issued to / basis of issue	Cash / Non-Cash	Funds Raised or current value if non-cash
10/09/20	24,900,034 Ordinary Shares	\$0.11	\$0.115	4.35%	Private Placement to sophisticated and professional investors	Cash	\$2,739,004

* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

Discount: % Discount of Issue Price to Closing Price.

It is noted that the Company has not agreed to issue any Equity Securities under ASX Listing Rule 7.1A.1 other than referred to above.

Additionally, the Company has not agreed, before the 12 month period preceding the date of the Meeting, to issue any Equity Securities under ASX Listing Rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

16.4. Voting exclusion statement

A voting exclusion statement is included in Resolution 17 of this Notice. In this regard, as at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2. Notwithstanding,

16.5. Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution. The Chair intends to vote all available proxies in favour of this Resolution 17.

Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Tymlez Group Limited

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

2020 AGM means the Annual General Meeting of the Company held on 29 May 2020.

2021 ESOP means the employee share option plan titled ‘2021 Employee Share Option Plan Rules’ intended to be adopted by the Company and for which Shareholder approval is being sought under Resolution 16.

AEST means Australian Eastern Standard Time.

Annual Report means the Directors’ Report, Financial Report and Independent Auditor’s Report in respect of the period ended 31 December 2020.

ASX means ASX Limited ACN 008 624 691 or, as the context requires, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the listing rules of the ASX.

Bad Leaver, in respect of Class A Options and the Class B Options, has the meaning given to that term in Annexure C.

Board means the Board of Directors of the Company.

Company means Tymlez Group Limited ACN 622 817 421.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Director Options means the Options that are the subject of Resolution 12, 13, 14 or 15 (as applicable), the terms of issue of which are set out in Annexure B or Annexure C (as applicable).

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

ESOP means the employee share option plan adopted by the Company prior to its IPO, as summarized in the IPO Prospectus.

Explanatory Statement means the explanatory statement to this notice of Annual General Meeting.

Group means the group comprising of the Company as the holding company, and its subsidiaries.

IPO means the initial public offering of the Shares under and pursuant to the IPO Prospectus.

IPO Prospectus means the replacement prospectus dated 6 November 2018 and which replaced the Company’s original prospectus dated 23 October 2018.

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

Lead Manager Mandate means the lead manager mandate entered into between the Company and the Peak Asset Management on 31 August 2020.

Meeting means the Annual General Meeting of the Shareholders of the Company to be held on 30 July 2021, to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 29 June 2021.

Option means an option to acquire a Share.

Optionholder means the holder of any Option.

Peak Asset Management means CoPeak Corporate Pty Ltd ACN 632 277 144 is The Trustee for Peak Asset Management Unit Trust ABN 81 891 265 739 (trading as Peak Asset Management).

Placement means the placement of Shares at an issue price of A\$0.11 per Share, together with one free attaching listed TYMO Option for every two Shares subscribed for and issued thereunder, as announced on 4 September 2020.

Placement Shares means the Shares issued or to be issued pursuant to the Placement.

Placement Options means the free-attaching listed TYMO Options issued or to be issued pursuant to the Placement.

Qualifying Reason, in respect of Class A Options and the Class B Options, has the meaning given to that term in Annexure C.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

TYMO Options means the listed Options with an exercise price of \$0.065 (6.5 cents) and an expiry date of 31 December 2023 and otherwise on terms set out in Annexure A and which are quoted under the ASX code: TYMO.

Vesting Condition, in respect of Class A Options and the Class B Options, has the meaning given to that term in Annexure C.

VWAP means volume weighted average market price as defined in Chapter 19 of the ASX Listing Rules

Words importing the singular include the plural and vice versa.

Schedule 1 – Summary of the key terms of the 2021 ESOP

Key terms

A summary of the key terms of the 2021 ESOP are provided below:

Securities offered	<p>The 2021 ESOP provides for options (Plan Options) to be granted at no cost to selected Eligible Employees.</p> <p>A Plan Option is an option to acquire an ordinary share in the Company (each a Share) upon payment of an exercise price.</p>
Eligible Employees	<p>Under the 2021 ESOP, the Board may issue the Plan Options to employees, contractors and directors of the Group and their related bodies corporate, and to other persons determined by the Board (Eligible Employees).</p> <p>The Group consists of the Company, its Subsidiaries and any other entity declared by the Board to be a member of the group for the purposes of the 2021 ESOP.</p>
Maximum number of Plan Options offered	<p>The 2021 ESOP (and therefore the Plan Options) must comply with ASIC class order CO14/1000, including, but not limited to:</p> <p>(a) imposing limits on the number of securities offered such that the total Plan Options issued pursuant to the ESOP and in reliance on CO14/1000 must not exceed 5% of the total issued capital of the Company on a rolling three year basis; and</p> <p>(b) Plan Options will only be available to be issued to Eligible Employees in reliance of CO14/1000 after three months after quotation of the Company on the ASX.</p>
Exercise price, vesting conditions, exercise period and lapsing conditions	<p>The Board may determine the exercise price, vesting conditions, exercise period and lapsing conditions and any other terms applicable to a grant of a Plan Option.</p>
Exercise	<p>After the Plan Options have vested, participants may then choose to exercise their Plan Options at any time within the specified exercise period by lodging with the Company secretary:</p> <p>(a) a notice of exercise of the Plan Options (Notice of Exercise);</p> <p>(b) a cheque for the exercise price for each Share to be issued upon the exercise of the relevant Plan Options (unless the relevant participant is entitled, and has elected, to use the cashless exercise facility, see below); and</p> <p>(c) the holding statement or certificate for the Plan Options that are the subject of the Notice of Exercise.</p>
Quotation	<p>The Plan Options will not be quoted on the ASX. However, upon exercise of the Plan Options into Shares, the Company must apply for the official quotation of the Shares arising from the exercise.</p>

Dividend or voting rights	The Plan Options will not carry any dividend or voting rights.
Control transaction	In the event of a takeover, scheme of arrangement or other transaction that may result in a person becoming entitled to exercise control over the Company (Change in Control Event), the Board has discretion to determine whether any unissued Shares on exercise of the Plan Options should be issued, lapse or become subject to different issuing conditions.
Ceasing employment	<p>In general, where an Eligible Employee ceases employment with the Company prior to the Plan Options being issued and the Plan Options having not vested, all unissued Plan Options and unvested Plan Options will lapse on that date.</p> <p>However, in certain circumstances approved for this purpose by the Board, the Board may determine the treatment of any unissued Plan Options and unvested and vested Plan Options.</p> <p>In circumstances where termination is as a result of criminal conviction, dishonesty, fraud, wilful misconduct, wilful breach of duty, serious and wilful negligence or incompetence in the performance of the Eligible Employee's duties, Board may declare that any Plan Options (vested or unvested) have lapsed.</p>
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of a Plan Option holder are to be changed in a manner consistent with the ASX Listing Rules at the time of the reconstruction, or if the ASX Listing Rules do not apply, shall be proportionately adjusted for any increase or decrease in the number of issued Shares.
Participation in new issues	There are no participation rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options without exercising the Plan Options.
Bonus Issue	If the Company makes a bonus issue to the Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend re-investment), the number of Shares over which a Plan Option is exercisable shall be increased number of Shares which the holder of that Plan Option would have received if the Plan Option had been exercised prior to the record date for the bonus issue.
Change in exercise price	A Plan Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Plan Option can be exercised.
Transferability	Plan Options are only transferrable with the consent of the Board, by the force of law, upon death to the Plan Option holder's legal personal representative or upon bankruptcy to the relevant Plan Option holder's trustee in bankruptcy.
Administration	The 2021 ESOP will be administered by the Board which, subject to the ASX Listing Rules and applicable legal requirements, is given the power to make all required determinations under the 2021 ESOP and to waive or modify the application of the terms of the 2021 ESOP and the securities offered under it as it considers appropriate.

Amendment	The 2021 ESOP and the terms of the rules can only be amended in compliance with all applicable laws (including the ASX Listing Rules).
Term of the ESOP	The Board may suspend or terminate the ESOP at any time. However, the 2021 ESOP shall terminate 10 years from the earlier of (i) the date the Board approves the 2021 ESOP; or (ii) the date the Shareholders approve the 2021 ESOP.

A copy of the 2021 ESOP will be available for inspection at the Company's registered office during normal business hours.

As this is a new 2021 ESOP, no securities have been issued under it to date.

Annexure A – Terms of Issue of TYMO Options

- a) Each TYMO Option entitles its holder to subscribe in cash for one Share.
- b) Each TYMO Option is exercisable at its exercise price at any time prior to the Expiry Date by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the TYMO Option is exercised, to the registered office of the Company. Any TYMO Option that has not been exercised prior to the Expiry Date automatically lapses.
- c) An TYMO 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 TYMO 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 apply for official quotation by ASX of the TYMO Options.
- e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each TYMO Option is freely transferable.
- f) Shares issued upon the exercise of the TYMO 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 TYMO Options, subject to any restriction obligations imposed by ASX.
- h) The TYMO Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant TYMO Options.
- i) There are no participation rights or entitlements inherent in the TYMO Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the TYMO Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of TYMO 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 TYMO Options or the rights attaching to the TYMO 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 of Issue of WC Director Options and TE Director Options

Part A - Definitions

In this Schedule:

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

Director Options means WC Director Options or TE Director Options (as the case may be).

Employee includes an employee, a director or a contractor of any Group Member.

Expiry Date means, in respect of each Director Option, 30 November 2024.

Exercise Price means, in respect of a Director Option, the price payable by an Optionholder upon exercising the Director Option, being the amount equal to 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting.

Optionholder means the holder of any Director Option.

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

VWAP means the volume-weighted-average-price of the Shares as determined in accordance with the ASX Listing Rules.

Part B – Terms of Issue of the Director Options

1. Entitlement

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

2. Exercise Price

Subject to paragraph 12, the amount payable upon exercise of each Director Option will be the Exercise Price.

3. Expiry Date

Each Director Option will expire at 5:00pm (AEST) on the Expiry Date. A Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Director Options, once vested, are exercisable at any time during the Exercise Period.

5. Notice of Exercise

The Director Options, once vested, may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Director Option certificate (**Notice of Exercise**) and payment of the Exercise Price for which the Director Option being exercised in Australian currency by electronic transfer or other means of payment acceptable to the Company.

6. 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 Director Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (a) Allot and issue the number of Shares required under these terms and conditions in respect of the number of the Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) If admitted to the official list of ASX at the time:
 - a. 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 ASX a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - b. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Relevant Shares.

If a notice derived under paragraph 7 of this Schedule 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 ASX 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.

8. Shares issued on exercise

Shares issued on exercise of the Director Options rank equally with the then issued Shares of the Company.

9. Quotation of Shares issued on exercise

If admitted to the official at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Director Options.

10. Adjustment for bonus issues of Shares

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

- (a) the number of Shares which must be issued on the exercise of a Director Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Director Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

11. Adjustment for rights issue

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

12. 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 reconstruction.

13. Participation in new issues

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.

14. Change in exercise price

Each Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.

15. Unquoted

The Company will not apply for quotation of the Director Options on ASX.

16. Transferability

The Director Options are not transferrable except where:

- (a) the transferee of the Director Options is an Associate of the holder of the Director Options; and
- (b) the transfer of the Director Option has been approved by the Board in advance.

17. Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Director Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Director Options would result in any person being in contravention of section 606(1) of the Corporations Act, then the exercise of each Director Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Director Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Director Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

Annexure C – Terms of Issue of Class A and Class B Options

Part A - Definitions

In this Schedule:

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

Bad Leaver has the meaning given to that term in paragraph 3.

Director Options means Class A Options or Class B Options (as the case may be).

Employee includes an employee, a director or a contractor of any Group Member.

Expiry Date means, in respect of each Director Option, 30 November 2024.

Exercise Price means, in respect of a Director Option, the price payable by an Optionholder upon exercising the Director Option, being the amount equal to 150% of the VWAP of Shares as traded on ASX in the 15 trading days prior to the Annual General Meeting.

Optionholder means the holder of any Director Option.

Qualifying Reason means, in relation to an Employee:

- (a) the death, total and permanent disablement or redundancy of the relevant Employee of the Group as determined by the Board in its absolute discretion; or
- (b) any other reason with the approval of the Board.

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

Vesting Condition means:

- (a) in relation to Class A Options, VWAP greater than or equal to 5 cents for 30 trading days during the Vesting Period; and
- (b) in relation to Class B Options, VWAP greater than or equal to 10 cents for 30 trading days during the Vesting Period.

Vesting Date means:

- (a) in respect of Class A Options, the Expiry Date; or
- (b) in respect of Class B Options, the Expiry Date.

Vesting Period means, in relation to each Director Option, the period commencing from the date of issue of that Director Option and ending at 5pm (AEST) on the Vesting Date.

VWAP means the volume-weighted-average-price of the Shares as determined in accordance with the ASX Listing Rules.

Part B – Terms of Issue of the Director Options

1. Entitlement

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

2. Exercise Price

Subject to paragraph 13, the amount payable upon exercise of each Director Option will be the Exercise Price.

3. Vesting

(a) If a Director Option is issued without any Vesting Conditions or Vesting Period, the Director Option will vest immediately on issue.

(b) If a Director Option is issued subject to any Vesting Conditions and/or Vesting Period, then:

(i) the unvested Director Option will vest on the date when the Vesting Condition is met or waived by the Board prior to the Vesting Date; and

(ii) any unvested Option will automatically lapse on the earlier of:

1. the date when the Optionholder or an Associate of that Optionholder ceases to be an Employee of the Group other than due to:

(A) a Qualifying Reason; or

(B) the occurrence of any special circumstances (not being a Bad Leaver), that the Board has exercised their discretion to waive the Vesting Condition; or

2. at 5pm AEST on the Vesting Date.

(c) An Employee is a Bad Leaver if he ceases to be employed or engaged by the Company as a result of:

(i) voluntary resignation unless otherwise determined by the Board;

(ii) any dishonesty, fraud or bankruptcy; or

(iii) any other circumstance which provides the relevant Group Member with the right to summarily terminate the employment or engagement of the person under the terms of his or her employment or engagement with that Group Member.

4. Expiry Date

Each Director Option will expire at 5:00pm (AEST) on the Expiry Date. A Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

The Director Options, once vested, are exercisable at any time during the Exercise Period.

6. Notice of Exercise

The Director Options, once vested, may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Director Option certificate (**Notice of Exercise**) and payment of the Exercise Price for which the Director Option being exercised in Australian currency by electronic transfer or other means of payment acceptable to the Company.

7. 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 Director Option being exercised in cleared funds (**Exercise Date**).

8. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (c) Allot and issue the number of Shares required under these terms and conditions in respect of the number of the Director Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (d) If admitted to the official list of ASX at the time:
 - a. 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 ASX a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - b. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Relevant Shares.

If a notice derived under paragraph (8) of this Schedule 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 ASX 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.

9. Shares issued on exercise

Shares issued on exercise of the Director Options rank equally with the then issued Shares of the Company.

10. Quotation of Shares issued on exercise

If admitted to the official at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Director Options.

11. Adjustment for bonus issues of Shares

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

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

12. Adjustment for rights issue

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

13. 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 reconstruction.

14. Participation in new issues

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.

15. Change in exercise price

Each Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.

16. Unquoted

The Company will not apply for quotation of the Director Options on ASX.

17. Transferability

The Director Options are not transferrable except where:

- (a) the transferee of the Director Options is an Associate of the holder of the Director Options; and
- (b) the transfer of the Director Option has been approved by the Board in advance.

18. Shareholder and regulatory approvals

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

result in any person being in contravention of section 606(1) of the Corporations Act, then the exercise of each Director Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Director Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Director Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

Proxy Voting Form

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

Your proxy voting instruction must be received by 4.00pm (AEST) on Wednesday, 28 July 2021, 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:

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