

NETLINKZ LIMITED

ACN 141 509 426

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Annual General Meeting to be held at

**On Monday, 22 November 2021
at 11:00am (Sydney Time).**

The AGM will be conducted as a virtual meeting, accessible online

IMPORTANT INFORMATION REGARDING COVID-19: Due to the COVID-19 pandemic, the AGM will be held as a virtual meeting. If you are a shareholder and you wish to virtually attend the AGM you can register to attend the meeting by clicking on this link https://vep.express.vc/register/?event_id=d5f0c337-1992-49d2-9064-16d1af034f89

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0) 407 983 270.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders of Netlinkz Limited ACN 141 509 426 (**Company**) will be held on Monday, 22 November 2021 at 11.00am (Sydney Time) as a virtual meeting (**Meeting** or **Annual General Meeting**).

Due to the continuing developments in relation to the COVID-19, the Meeting will be held as a virtual meeting. Recent temporary changes to the Corporations Act provide for the holding of a virtual meeting provided it gives all Shareholders a reasonable opportunity to participate without being physically present in the same place.

Shareholders and proxy holders wishing to join the Meeting must register by clicking on this link https://vep.express.vc/register/?event_id=d5f0c337-1992-49d2-9064-16d1af034f89.

Shareholders are invited to lodge questions in advance of the Meeting by sending an email containing their question(s) to cosec@netlinkz.com to ensure they are received by no later than 9.00am, 19 November 2021. Please use the email subject "AGM Question". As many of the emailed questions as possible that relate to the subject matter of the Resolutions will be addressed during the Meeting. Shareholders in attendance at the Meeting will also be provided with the opportunity to ask questions.

All resolutions at the Meeting will be decided on a poll. Shareholders are encouraged to record their vote by proxy in advance of the Meeting using the personalized Proxy Form enclosed with this Notice. Further details on how to vote via Proxy are set out in this Notice, following the description of the business of the Meeting. Shareholders in attendance at the Meeting will be asked to register when joining the Meeting and will then be provided with an opportunity to vote on each resolution.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Statement and Proxy Form.

IMPORTANT NOTICE

You should read the Notice of Meeting in its entirety before making a decision as to how to vote at the Meeting. A copy of the Notice of Meeting has been lodged with ASX.

KEY DATES

Date and time for lodgement of proxies:	11 am (Sydney Time) on 20 November 2021
Date and time of Meeting:	11 am (Sydney Time) on 22 November 2021

AGENDA

1. Financial Statements and Reports

To receive and consider the Company's annual financial report, together with the directors' and auditor's reports, for the financial year ending 30 June 2021.

Note: There is no requirement for shareholders to approve these reports.

2. Resolution 1 – Approval of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, as a **non-binding resolution** the following:

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report as contained in the Company’s Annual Report for the financial year ended 30 June 2021, on the terms and conditions in the Explanatory Statement.”

Note: The vote on this resolution is advisory only and does not bind the directors or the Company. The directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the Meeting when reviewing the Company’s remuneration policies.

Voting Prohibition

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons (each a voter) as proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the voter is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
 - (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even though this Resolution is connected with the remuneration of members of the Key Management Personnel.
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3. Resolution 2 – Re-election of Mr James Stickland as a Director

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

“That, for the purposes of clause 10.2 (b) (i) of the Constitution and for all other purposes, Mr James Stickland, a Director, retires by rotation and, being eligible, is hereby re-elected as a Director.”

4. Resolution 3 – Re-Election of Mr Stephen Gibbs as a Director

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

“That, for the purpose of clause 10.2 (d) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Stephen Gibbs, a Director who was appointed by the Board during the year, retires and, being eligible, is hereby re-elected as a Director.”

5. Resolution 4 – Ratification of prior issue of shares – settlement of invoices

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 8,586,914 Shares to various suppliers on the terms described in the Explanatory Statement be approved and ratified.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Any person who participated in this issue in settlement of invoices rendered; or
- (b) an associate of those persons.

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

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

6. Resolution 5 – Ratification of prior issue of shares – settlement of invoices

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 7,142,857 Shares to various suppliers on the terms described in the Explanatory Statement be approved and ratified.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (c) Any person who participated in this issue in settlement of invoices rendered; or
- (d) an associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

7. Resolution 6 – Ratification of prior issue of shares – settlement of debt

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 6,846,197 Shares in settlement of debt on the terms described in the Explanatory Statement be approved and ratified.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (e) Any person who participated in this issue in settlement of their debt ; or
- (f) any associate of those persons.

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

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

Explanatory Statement

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

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

Proxies

Please note that:

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

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

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on Resolutions¹ (except where the Shareholder has indicated a different voting intention on the Proxy Form) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Voting Entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11:00am (Sydney Time) on 20 November 2021. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Meeting.

Enquiries

Shareholders may contact the Company Secretary on +61 (0) 407 983 270 if they have any queries in respect of the matters set out in these documents.

Proxy return

Please refer to the following proxy return instructions on the enclosed Proxy Form.

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

By Order of the Board of Directors

Guy Robertson
Company Secretary

Dated 15 October 2021

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Item 1 - Annual Financial Report

The 2021 annual financial report, Directors' report and auditor's reports for the Company for the year ended 30 June 2021 will be tabled at the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman or to the Company's auditor about the content of the auditor's reports or the conduct of the audit may be submitted no later than 9am on 19 November 2021 to the Company Secretary by email: cosec@netlinkz.com.

Item 2 - Approval of Remuneration Report (Resolution 1)

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seeks this approval.

In accordance with Section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2022 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors other than the Managing Director of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2022 annual general meeting. All of the Directors who are in office when the Company's 2022 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election is approved will be the directors of the Company.

Item 3 – Re-election of Mr James Stickland as a Director (Resolution 2)

In accordance with clause 10.2 of the Constitution, a Director, excluding any Director appointed since the last Annual General Meeting (in accordance with clause 10.1 of the Constitution), to retire by rotation each year. Pursuant to clause 10.3 of the Constitution, the Managing Director is not subject to retirement by rotation.

Mr James Stickland was appointed as a Director on 8 September 2020.

Mr Stickland, in accordance with the Constitution, retires by rotation and, being eligible, offers himself for election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

An outline of Mr Stickland's experience and qualifications is included in the Annual report

The Directors (other than Mr James Stickland) recommend that Shareholders vote in favour of Resolution 2 to re-elect Mr James Stickland as a Director, as his skills and experience align with the Company's strategic direction, and complement the Board's mix of skills and experience.

Item 4 – Election of Mr Stephen Gibbs as a Director (Resolution 3)

Clause 10.2 (d) of the Constitution and Listing Rule 14.4 set out the requirements for an additional director appointed by the Directors during the year . Mr Stephen Gibbs was appointed as a Director on 15 March 2021. Being eligible, he now offers himself for election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Gibbs' experience and qualifications are set out in the Annual Report.

The Directors (other than Mr Stephen Gibbs) recommend that Shareholders vote in favour of Resolution 3 to elect Mr Stephen Gibbs as a Director, as his skills and experience align with the Company's strategic direction, and complement the Board's mix of skills and experience.

Item 5 – Ratification of prior issue of shares – settlement of invoices (Resolution 4)

ASX Listing Rule Requirements

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's shareholders subsequently approve it. While the outcome of Resolution 4 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the 12 months from the date of issue.

To this end, Resolution 4 seeks Shareholder approval for the prior issue of 8,586,914 Shares for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 4 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 4 in accordance with Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities*

The Shares were issued to:

- (i) Integrated CFO Solutions Pty Ltd – 960,000 shares
- (ii) Selligrove Pty Ltd – 626,914 shares
- (iii) Systemic Pty Ltd – 7,000,000 shares

- (b) *The number and class of securities the entity issued*

8,586,914 Shares

- (c) *The date of issue of the securities*

The Shares were issued on 9 June 2021

- (d) *The price or other consideration the entity has received for the issue*

The Shares were issued at a deemed issue price of:

\$0.025 per share

- (e) *The purpose of the issue, including the intended use of any funds raised by the issue*

No funds were raised on the issue of the Shares. The Shares were issued in lieu of cash payment of invoices rendered by parties in (i) to (iii) above.

- (f) *A summary of any other material terms of the agreement under which the securities were issued*

None.

- (g) *Voting Exclusion Statement*

A voting exclusion statement for Resolution 4 is included in the Notice.

Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 4, as this will allow the Company to raise further capital under its Listing Rule 7.1 capacity.

Item 6 – Ratification of prior issue of shares – settlement of invoices (Resolution 5)

ASX Listing Rule Requirements

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's shareholders subsequently approve it. While the outcome of Resolution 5 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the 12 months from the date of issue.

To this end, Resolution 5 seeks Shareholder approval for the prior issue of 7,142,857 Shares for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 5 in accordance with Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities*

The Shares were issued to:
SASSAV Global Limited – 7,142,857

- (b) *The number and class of securities the entity issued*

7,142,857 Shares

- (c) *The date of issue of the securities*

The Shares were issued on 2 August 2021

- (d) *The price or other consideration the entity has received for the issue*

The Shares were issued at a deemed issue price of:
\$0.035 per share

- (e) *The purpose of the issue, including the intended use of any funds raised by the issue*

No funds were raised on the issue of the Shares. The Shares were issued in lieu of cash payment of invoices rendered by party above.

- (f) *A summary of any other material terms of the agreement under which the securities were issued*

None.

- (g) *Voting Exclusion Statement*

A voting exclusion statement for Resolution 5 is included in the Notice.

Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 5, as this will allow the Company to raise further capital under its Listing Rule 7.1 capacity.

Item 7 – Ratification of prior issue of shares – settlement of debt (Resolution 6)

ASX Listing Rule Requirements

Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's shareholders subsequently approve it. While the outcome of Resolution 7 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the 12 months from the date of issue.

To this end, Resolution 6 seeks Shareholder approval for the prior issue of 6,846,197 Shares for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 6 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

Listing Rules Disclosure Requirements

The following information is provided in relation to Resolution 6 in accordance with Listing Rule 7.5:

- (a) *The name of the persons to whom the entity issued the securities*

The Shares were issued to: Singara Pty Limited <Gargett Family A/C>

- (b) *The number and class of securities the entity issued*

6,846,197 Shares

- (c) *The date of issue of the securities*

The Shares were issued on 2 August 2021.

- (d) *The price or other consideration the entity has received for the issue*

The Shares were issued at a deemed issue price of \$0.0284

- (e) *The purpose of the issue, including the intended use of any funds raised by the issue*

No funds were raised on the issue of the Shares. The Shares were issued in lieu of cash payment in settling a loan and accumulated interest of \$194,432.

- (f) *A summary of any other material terms of the agreement under which the securities were issued*

The loan settled by the issue of shares was unsecured and bore an interest rate of 8%. The principal amount of the loan was \$142,000 with accumulated interest of \$52,432 up to the date of settlement.

- (g) *Voting Exclusion Statement*

A voting exclusion statement for Resolution 6 is included in the Notice.

Directors' recommendation

Each Director recommends that Shareholders vote in favour of Resolution 6, as this will allow the Company to raise further capital under its Listing Rule 7.1 capacity.

Glossary


In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$	means Australian dollars.
ASX	ASX Limited ACN 008 624 691 or the securities market operated by it, as the context requires.
Board	the Company's board of Directors.
Chairman or Chair	the person appointed to chair the Meeting or any part of the Meeting.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Constitution	Constitution of the Company.
Company	Netlinkz Limited (ACN 141 509 426).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Equity Security	has the meaning given to that term in the Listing Rules.
Explanatory Statement	this explanatory statement forming part of the Notice of Annual General Meeting.
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.
Listing Rules or ASX Listing Rules	the listing rules of ASX.
Meeting or Annual General Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice of Annual General Meeting or Notice	the Notice of Annual General Meeting, including this Explanatory Statement.
Option	an unlisted option which entitles the holder to subscribe for a Share.
Proxy Form	the proxy form attached to the Notice.
Resolution	a resolution set out in this Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of at least one Share.
Trading Day	has the meaning as defined in the Listing Rules.

NET
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney Time)** on **Saturday, 20 November 2021**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Netlinkz Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Netlinkz Limited to be held as a virtual meeting on Monday, 22 November 2021 at 11:00am (Sydney Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr James Stickland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Stephen Gibbs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of shares – settlement of invoices	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of shares – settlement of invoices	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue of shares – settlement of debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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