

28 October 2022: ASX/Media Release (ASX: KNM)

Notice of 2022 Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, KNeoMedia Limited (**KNeoMedia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as sent to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting; Guide; and
3. Proxy Form

-ENDS-

Authorised for release by the Chair of KneoMedia Limited

For further information, please contact:

About KneoMedia Limited

KneoMedia Limited is a SaaS publishing company that delivers world-class education and assessment products to global markets to both special and general education classrooms via its KneoWorld portal. KneoWorld is an easy Assign & Go program that engages and empowers students through character-centered narratives and gameplay. This unique format of standards-aligned lessons blends language with math instruction and social-emotional learning while embedded analytics measure academic growth. As an approved Google Education Partner, KneoWorld is an effortless education program to use atschool, remotely or both.

For further information, please contact:

James Kellett

Chief Executive Officer

T: +61 1300 155 606 M: +61 439 805 070

E: jkellett@KneoMedia.com

Eryl Baron

Company Secretary

T: +61 1300 155 606

E: Eryl.baron@boardroomlimited.com.au

Released through: Ben Jarvis, Six Degrees Investor Relations: +61 413 150 448



Follow KneoMedia on Twitter: <http://twitter.com/KneoMedia>



12 October 2022

Dear Shareholder

The Annual General Meeting (AGM) of KneoMedia Limited (KneoMedia or the Company) is scheduled to be held on Tuesday, 29 November 2022 at 10.30 am (AEDT). On behalf of the Directors of the Company I invite shareholders to join us at the meeting at the offices of William Buck – Spring / Exhibition Room, Level 20, 181 William Street, Melbourne VIC 3000.

In accordance with section 110D Corporations Act 2002 we will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of the Meeting. Instead you are able to view and download a copy of the Notice of Meeting and Proxy Form at <https://kneomedia.com/> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.

If you have elected not to receive the Company's FY22 Annual Report in hard copy it is available on the Company's website.

Even if you intend to attend the meeting, the Directors **strongly encourage all shareholders to lodge a directed proxy form by 10.30 (AEDT) on Sunday 27 November 2022**. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day.


There will be an opportunity to ask questions at the meeting and you may also submit your questions in writing to the Company Secretary at company.secretary@boardroomlimited.com.au at least 7 business before the Meeting.

We would like to make you aware, if you are not already, of recent changes to the Corporations Act 2001 (Cth) (Corporations Act) to facilitate electronic communications with shareholders. The Corporations Amendment (Meetings and Documents) Act 2022 (Amendment Act) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act (Notice). The Company will fulfill this new requirement by making a Notice available on our website at <https://kneomedia.com/>.

The Chairman's Address given at the AGM will be uploaded to KneoMedia's website and the ASX platform prior to the Meeting. For a detailed overview of KneoMedia's performance and operations for the year ended 30 June 2022.

Any further updates required to be given in relation to the Meeting will be made available to shareholders on the Company's website and the Company's ASX announcements platform.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'James Kellett', with a horizontal line underneath.

James Kellett
Chairman
KneoMedia Limited



Notice of annual general meeting and explanatory memorandum

KneoMedia Limited

ACN 009 221 783

Date: Tuesday, 29 November 2022

Time: 10.30 am (AEDT)

Place: Offices of William Buck - Spring/Exhibition Room
Level 20, 181 William Street
Melbourne Victoria

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting of KneoMedia Limited (ACN 009 221 783) will be held at the offices of William Buck, at Level 20, 181 William Street, Melbourne, Victoria on Tuesday, 29 November 2022 at 10.30 am (AEDT)

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and Related Reports

Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (advisory resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (https://www.kneomedia.com/pdf/2444752.pdf). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following resolution as an advisory resolution : <i>"That the Remuneration Report for the financial year ended 30 June 2022 included in the Directors' Report of the Annual Report, as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution. Please see below.

3. Re-election of Director

Resolution 2	Re-election of Mr Frank Lieberman as Director (ordinary resolution)
Description	Mr Frank Lieberman, who was appointed as a Director on 9 February 2015, retires as a Director of the Company in accordance with Article 47(b)(i) of the Company's constitution and, being eligible, offers himself for re-election under Article 46(c) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That for the purposes of Article 46 and 47 of the Constitution, Listing Rule 14.4 and for all other purpose, Mr Frank Lieberman is re-elected as a Director of the Company."</i>

4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A (special resolution)
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

5. Approval of the Long-Term Incentive Plan (LTIP)

Resolution 4	Approval of the Long-Term Incentive Plan (LTIP) (ordinary resolution)
Description	Resolution 5 seeks shareholder approval for the Company's Long-Term Incentive Plan (LTIP or Plan) for the purposes of the Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That the Long term Incentive Plan, which is summarised in the Explanatory Statement, be approved for the purposes of ASX Listing Rule 7.2 exception 13".</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

6. Approval of Issue of Shares to Directors

Resolution 5	Approval of issue of Shares to Director in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 2,840,639 Shares to Mr Jeffrey Bennett, Non-Executive Director, in lieu of outstanding Director's fees owing to Mr Bennett, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rules 7.1 and 10.11 and for all other purposes, shareholder approval is given for the Company to issue 2,840,639 Shares to Mr Jeffrey Bennett or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 6	Approval of issue of Shares to UK Subsidiary Director in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 5,067,006 Shares to Lord Anthony St. John, the chairman of the Company's UK subsidiary KneoWorld UK Ltd, in lieu of outstanding Director's fees owing to Lord St. John, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 5,067,006 Shares to Lord Anthony St. John or his nominee(s) in lieu of fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

7. Ratification of Issues of Shares and Options

Resolution 7	Ratification of the February 2022 Placement Shares (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of Shares made by the Company on 28 February 2022 under a capital raising placement pursuant to the Company's 7.1 and 7.1A capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 166,000,000 fully paid ordinary shares in the Company on 28 February 2022 at an issue price of \$0.0125 per Share under a capital raising placement."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 8	Ratification of the issue of Financial Adviser Shares (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 4,800,000 Shares made by the Company on 11 March 2022.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 4,800,000 securities on 11 March 2022 to advisers in lieu of fees."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 9	Ratification of the issue of Financial Adviser Options (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 2,400,000 Options made by the Company on 11 March 2022.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,400,000 options on 11 March 2022 to advisers in lieu of adviser fees."</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 10	Ratification of the issue of Commercial Adviser Shares (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 10,000,000 Options made by the Company on 11 March 2022.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 options on 11 March 2022 to advisers in lieu of fees.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 11	Ratification of the issue of Lind Options (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 40,000,000 Options made by the Company on 27 September 2022.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 40,000,000 options on 27 September 2022 to a lender in consideration for providing funding.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

8. Approval of the Issues of Options

Resolution 12	Approval of the issue of Placement Options (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.1 for an issue of 83,000,000 attaching Options in relation to the February 2022 Placement Shares.
Resolution (Ordinary)	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution : <i>“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 83,00,000 options.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

9. Director Participation in the Long Term Incentive Plan (LTIP).

Resolution 13	Approval for Director Mr James Kellett to participate in the Long Term Incentive Plan (ordinary resolution)
Description	Resolution 13 seeks shareholder approval for the issue of 10,511,180 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Company's Executive Chairman and CEO, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 10,511,180 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Executive Chairman and CEO of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 14	Approval for Director Mr Jeffrey Bennett to participate in the Long Term Incentive Plan (ordinary resolution)
Description	Resolution 14 seeks shareholder approval for the issue of 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, a Non-Executive Director of the Company, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, Non-Executive Director of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 15	Approval for Director Mr Frank Lieberman to participate in the Long Term Incentive Plan (ordinary resolution)
----------------------	--

Description	Resolution 15 seeks shareholder approval for the issue of 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s).
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s) pursuant to the LTIP and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

10. Approval of amendments to the Constitution

Resolution 16	Approval of an Amendment to the Constitution (special resolution)
Description	Resolution 16 seeks shareholder approval for the amendment of the Constitution
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution: <i>“That the Company adopt the constitution tabled at the meeting (and signed by the Chair for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the Corporations Act 2001 (Cth).”</i>

VOTING EXCLUSIONS and PROHIBITION STATEMENTS

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of the resolutions set out below by or on behalf of the following persons:

<p>Resolution 1</p>	<p>Voting Exclusion</p> <p>The Company will disregard any votes cast on this Resolution:</p> <ul style="list-style-type: none"> ▪ by or on behalf of a member of the Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; ▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution:</p> <ul style="list-style-type: none"> ○ in accordance with their directions of how to vote as set out in the proxy appointment; or ○ by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form. <p>Voting Prohibition - s250BD and s250R</p> <p>In accordance with Section 250BD and Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company. <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> ▪ the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or ▪ the proxy is the Chair of the Meeting, and the appointment of the Chair as proxy: <ul style="list-style-type: none"> ○ does not specify the way the proxy is to vote on this Resolution; and ○ expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.
<p>Resolution 3 - Approval of 10% Placement Capacity under Listing Rule 7.1A</p>	<p>If, at the time of the Meeting, the Company is proposing to make an issue of securities under rule 7.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a results of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company).</p>

	<p>However, this does not apply to a vote cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> ▪ 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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: <ul style="list-style-type: none"> ○ 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. <p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.</p>
<p>Resolution 4 – Approval of the Long Term Incentive Plan</p>	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any Long Term Incentive Plan in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> ▪ in accordance with the directions of how to vote on the Proxy Form; or ▪ by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
<p>Resolution 5 – Approval of issue of Shares to Director in lieu of fees</p>	<p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> ▪ Mr Jeffrey Bennett (or his nominee(s)); or ▪ an associate of Mr Jeffrey Bennett (or his nominee(s)). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> ▪ 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

	<ul style="list-style-type: none"> ▪ 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: <ul style="list-style-type: none"> ○ 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. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company; and ▪ the appointment does not specify the way the proxy is to vote on the resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> ▪ the proxy is the Chair of the Meeting; and ▪ the appointment expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
<p>Resolution 6 – Approval of issue of Shares to UK Subsidiary Director in lieu of fees</p>	<p>The entity will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"> ▪ Lord Anthony St. John (or his nominee(s)); or ▪ an associate of Lord Anthony St. John (or his nominee(s)). <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> ▪ 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: <ul style="list-style-type: none"> ○ 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

	<ul style="list-style-type: none"> ○ the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolutions 7 to 11</p> <p>Ratification of issues of :</p> <ul style="list-style-type: none"> - Placement Shares - Adviser Shares, - Adviser Options, - Lind Options 	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issues or is a counterparty to the agreement being approved (namely Placement participants), or any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolutions by:</p> <ul style="list-style-type: none"> ▪ a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or ▪ the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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: <ul style="list-style-type: none"> ○ 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 Resolutions; and ○ the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolution 12 – Approval of the Issue of Placement Options</p>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in the issues or is a counterparty to the agreement being approved (namely Placement participants), and any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of those persons.</p> <p>However, this does not apply to a vote cast in favour of the Resolutions by:</p> <ul style="list-style-type: none"> ▪ a person as a proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or ▪ the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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: <ul style="list-style-type: none"> ○ 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 Resolutions; and

	<ul style="list-style-type: none"> ○ the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolutions 13 – 15 Approval of the issue of Performance Rights to Directors</p>	<p>The Company will disregard any votes cast in favour of these resolutions by:</p> <ul style="list-style-type: none"> (a) The Directors of the Company, being Messrs James Kellett, Jeffrey Bennett and Frank Lieberman, and their nominee(s); (b) any associates of the persons named in sub-paragraph (a); and (c) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or (b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Dated: 14 October 2022

By order of the Board of KneoMedia Limited



**Eryl Baron
Company Secretary**

QUESTIONS FROM SHAREHOLDERS

If you have any question for the Company's auditor, William Buck, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report please send your questions to:

The Company Secretary, **KneoMedia Limited**
company.secretary@boardroomlimited.com.au

Written questions to the auditor must be received by no later than **10.30 am (AEDT) on 22 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- c) A proxy need not be a shareholder of the Company.
- d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of

authority by **10.30 am (AEDT) on Sunday, 27 November 2022**:

- online by going to <https://www.votingonline.com.au/knmagm2022>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (AEDT) on 27 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution . If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2022 ANNUAL GENERAL MEETING

1. Financial and Related Reports

Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.kneomedia.com).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (non-binding vote)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
<p>Explanation</p>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (www.kneomedia.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors or the Company. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
<p>Voting Exclusion</p>	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<p>Board Recommendation</p>	<p>As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

3. Re-election of Director

Resolution 2	Re-election of Mr Frank Lieberman as Director
Explanation	<p>Article 47 of the Company's constitution requires at least one Director to retire at each annual general meeting of the Company. Under Article 47(b)(i) of the constitution, the Director to retire is the person who has held office as Director for the longest period of time since their last election or appointment to that office.</p> <p>Mr Lieberman has held office as Director for the longest period of time since his last re-election to office in 2020, and accordingly retires as a Director at the 2022 Annual General Meeting. Mr Lieberman, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.</p>
About Mr Frank Lieberman	<p>Mr Lieberman was appointed to the Company's Board as an Executive Director on 9 February 2015. Due to his executive role in the Company, Mr Lieberman is not considered to be an independent Director.</p> <p>Mr Lieberman is an American citizen and has over 45 years' experience in media with multi-national companies including Warner Bros., NBC, CBS, ABC and PBS as well as running the Miracle Factory, a strategic marketing company with clients that included AT&T, IBM, PepsiCo, Pfizer, Johnson & Johnson, Coca Cola and Universal Pictures. He has worked with the United Federation of Teachers and the American Federation of Teachers and was instrumental in developing the educational initiatives for KneoWorld Inc.</p> <p>Mr Lieberman has a relevant interest in 2,166,666 Shares and 2,627,795 Performance Rights in the capital of the Company.</p>
Board Recommendation	<p>The Board, with Mr Lieberman abstaining, recommends that shareholders vote in favour of this resolution.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A
General	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting</p>

	must be in favour of this resolution for it to be passed.
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
Formula	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">$(A \times D) - E$</p> <p>where:</p> <p>A = the number of fully paid ordinary securities on issue at the commencement of the relevant period,</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17, • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: <ul style="list-style-type: none"> ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: <ul style="list-style-type: none"> ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, ▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period), ▪ less the number of fully paid ordinary securities cancelled in the relevant period;

	<p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p>D = 10%.</p> <p>E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and</p> <p>"relevant period" means:</p> <ul style="list-style-type: none"> • if the entity has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or • if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
<p>Conditions of issue under the 10% Placement Capacity</p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
<p>Period of validity of shareholder approval</p>	<p>In the event that the Company obtains shareholder approval for Resolution 3, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting, being 29 November 2023;</p> <p>(b) The time and date of the Company's next annual general meeting; or</p>

	<p>(c) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2.</p> <p>(Placement Period).</p>
--	--

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Risk of dilution to shareholders	<p>If Resolution 3 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.024 per Share which was the closing price of the Company's shares on the ASX on 10 October 2022; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 11 October 2022. <p>The table also shows:</p> <p>(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p> <p>Table 1. Mandatory LR7.1A Dilution Table</p>
---	--

Variable A in Listing Rule 7.1.A.2		0.012 50% decrease in issue price	0.024 Issue Price	0.048 100% increase in issue price
Current Variable A	10% Voting Dilution	134,587,767	134,587,767	134,587,767
1,345,877,673	Funds Raised	\$ 1,615,053	\$ 3,230,106	\$ 6,460,213
50% increase in				
Current Variable A	10% Voting Dilution	201,881,651	201,881,651	201,881,651
2,018,816,510	Funds Raised	\$ 2,422,580	\$ 4,845,160	\$ 9,690,319
100% increase in				
current Variable A	10% Voting Dilution	269,175,535	269,175,535	269,175,535
2,691,755,346	Funds Raised	\$ 3,230,106	\$ 6,460,213	\$ 12,920,426

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting;
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1;
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and
- (g) the issue price is \$0.024, being the closing price of the Company's shares on the ASX on 10 October 2022.

Reason for issue of shares under 10% Placement Capacity

The Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

<p>Allocation policy</p>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>
<p>Previous approval</p>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 24 November 2021 (Previous Issue). In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 29 November 2021, being the date that is 12 months prior to the 2022 Annual General Meeting, the Company had the following Equity Securities on issue:</p>

Class of Equity Securities	Number
Fully paid ordinary shares	1,096,679,995
Options expiring 8 May 2022 exercisable at \$0.04	40,000,000
Options expiring 9 July 2022 exercisable at \$0.04	73,529,412
Options expiring 23 October 2023 exercisable at \$0.015	12,000,000
Options expiring December 2023 exercisable at \$0.03	31,250,000
Performance Rights	10,511,180
TOTAL	1,263,970,587

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of securities issued under Listing Rule 7.1A.2 in the 12 months prior to the date of this meeting;

Date of Issue and Appendix 2A/3B	Date of Issue: 28 February 2022 Date of Appendix 2A/3B: 01 March 2022 / 22 February 2022 (respectively)
Recipients	A small number of sophisticated investors, not related parties of the Company.
Number and Class of Equity Securities Issued	112,291,762 Fully Paid Ordinary Shares
Issue Price and discount to Market Price (if any)	\$0.0125 per Share (a discount of 16% to the 5-day vwap)
Total Cash Consideration and Use of Funds	A total of \$2,075,000 was raised from the issue of 166,000,000 fully paid ordinary shares at \$0.0125 per share. <ul style="list-style-type: none"> - 112,291,762 shares were issued under the Company's 7.1A capacity. - The remaining 53,708,238 shares were issued under the Company's 7.1 capacity. <p>The funds were used primarily for sales growth initiatives and for general working capital.</p>
Voting Exclusion	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's	The Chairman of the Meeting intends to vote all available proxies in favour of this

available proxies	resolution.
--------------------------	-------------

5. Approval of the Long-Term Incentive Plan (LTIP)

Resolution 4	Approval of the Long Term Incentive Plan (LTIP)
Explanation	Resolution 4 seeks shareholder approval for the Company's Long-Term Incentive Plan (LTIP) for the purposes of the Listing Rules and the Corporations Act.
ASX Listing Rules	<p>Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12 month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.</p> <p>Listing Rule 7.2 contains a number of exceptions to the prohibition contained in Listing Rule 7.1. In particular, under Exception 13 in Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not counted for the purposes of Listing Rule 7.1. Resolution 5 is designed to satisfy the requirements of Listing Rule 7.2.</p>
Corporations Act	<p>Section 259B(1) of the Corporations Act prohibits a company from taking security over its shares except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by resolution passed at a general meeting of the company.</p> <p>Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee shares schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company. Accordingly, shareholder approval is sought under Resolution 5 to ensure compliance with these sections of the Corporations Act.</p>
Purpose of LTIP	The purpose of the LTIP is to provide incentives to management and directors of the Company who are integral to the operations and ongoing success of the Company. These incentives are designed to encourage greater productivity from directors and management and to better enable the Company to retain its management personnel in a highly competitive industry. Should Resolution 4 be passed, the Company will have the necessary flexibility to issue securities as an incentive to management personnel, and the issue of securities under the LTIP will not be included within the

	<p>Company's placement capacity pursuant to Listing Rule 7.1. A summary of the LTIP is provided below.</p>
<p>Details of the LTIP</p>	<p>General</p> <p>The LTIP is intended to retain and motivate the Company's management team.</p> <p>Under the LTIP, the Board has the discretion to offer shares or grant options and performance rights to eligible employees (which includes directors) of the Company or a related body corporate. An offer of shares may be accompanied by an offer of a loan (acquisition loan) from the Company or a related body corporate to acquire the shares. Note: there is no current proposal to offer shares or acquisition loans under the LTIP.</p> <p>Both options and performance rights give a participant in the LTIP a right to acquire shares in the Company subject to the achievement of both time based and performance based vesting conditions, with options requiring the payment of an exercise price to acquire the shares and a performance right not requiring the payment of an exercise price. The Board has the discretion to amend the rules of the LTIP (including respectively in respect of previous awards of shares, options or performance rights) but not so as to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant. Awards under the LTIP are made at the Board's discretion.</p> <p>Eligibility</p> <p>The rules allow for offers under the LTIP to be made to any employee of the Company or a related body corporate, including directors, or such other person as the Board determines. However, it has been the case and it is currently intended to continue to be the case that participation in the LTIP will only be offered to the Company's senior executive leadership team including directors.</p> <p>Issue of shares and grant of options and performance rights</p> <p>Shares, options and performance rights may be issued under the LTIP subject to vesting conditions, including time and performance-based hurdles.</p> <p>The Board determines the details of the vesting conditions attaching to shares, options and performance rights under the LTIP prior to offers of participation being made. Shares, options or performance rights will only vest (under normal circumstances) upon satisfaction of the time and performance based vesting conditions. If those conditions are not met, shares will be bought back or the options or performance rights will generally expire and not be capable of exercise. No amount is payable on the grant of options or performance rights offered under the LTIP.</p>

Delivery of shares

Shares in the Company will be delivered to participants upon exercise of vested options or performance rights. On exercise, the Company may deliver shares by new issue or by purchasing shares for transfer to participants. No exercise price is payable on the exercise of performance rights unless otherwise determined by the Board at the date of grant.

Buy-back of shares

The LTIP provides for the buy-back of shares offered under the LTIP in certain circumstances, including on the forfeiture of the shares. Buy-back proceeds must be applied towards the repayment of any acquisition loan used to acquire the shares.

Change of control

On a change of control of the Company, the Board has discretion to waive the vesting conditions applicable to unvested options and performance rights, subject to such terms and conditions as it determines.

Plan limits

Issues of shares including on exercise of options or performance rights granted under the LTIP will be subject to a cap of 5% of the issued share capital of the Company, inclusive of shares that may be issued under other employee incentive schemes of the Company for employees and non-executive directors, but disregarding offers made outside of Australia, made under a prospectus or other disclosure document or which do not require a disclosure document.

Expiry of options and performance rights

Unless otherwise determined by the Board in its discretion, options and performance rights which have not been exercised will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the options or performance rights are to be forfeited.

Restrictions on shares and forfeiture conditions

Shares, options and performance rights, and shares delivered on exercise, may be subject to forfeiture (subject to lifting at the discretion of the Board) if a participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate. In addition, the Board can decide, on the offer of shares or the grant of options or performance rights under the LTIP the circumstances under which the shares, options or performance rights are to be forfeited in additional circumstances, such as the termination or cessation of employment. Shares delivered on exercise of options or performance rights may be subject to disposal restrictions (subject to removal at the discretion of the Board).

Hedging economic exposure prohibited

	Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the LTIP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the LTIP.
Securities issued under LTIP	Since the date of the last approval by shareholders of the LTIP, being the 2019 Annual General Meeting held on 22 November 2019, 2,500,000 performance rights have been issued under the LTIP.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

Resolution 5	Approval of issue of Shares to Director Jeffrey Bennett in lieu of fees
Explanation	<p>Mr Jeffrey Bennett, a Non-Executive Director of the Company, is currently entitled to receive remuneration of \$46,200 per annum for his services as Non-Executive Director.</p> <p>As previously advised to Shareholders, in order to preserve the Company's funds, where practicable the Board seeks to make payment of Non-Executive Director fees in Shares instead of cash, subject to obtaining the prior approval of Shareholders. This is considered by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, and concurrently further aligns the interests of Non-Executive Directors with that of shareholders.</p> <p>During the period from 1 July 2021 and 30 June 2022, the total fees which have accrued and are owing to Mr Bennett is \$46,200. The Board intends to make payment of the outstanding fees in Shares.</p> <p>The Shares proposed to be issued to Mr Bennett will be issued at an average deemed issue price of \$0.0163 per Share, and accordingly the total deemed value of the Shares to be issued to Mr Bennett will be \$46,200. The deemed issue price of \$0.0163 has been calculated on the basis of the average volume weighted average price (VWAP) of the Company's Shares taken on the last five trading days of each month between 1 July 2021 and 30 June 2022.</p>

	<p>If Shareholder approval is received for Resolution 5 and the Company issues the Shares the subject of this resolution to Mr Bennett, there will be no outstanding fees owed by the Company to Mr Bennett as at 30 June 2022.</p> <p>The Share issue proposed under Resolution 5 are the result of Mr Bennett agreeing to forego cash payments (\$42,600) for part of his normal remuneration and does not constitute an additional payment to Mr Bennett.</p> <p>The alternative to the issue of the shares to Mr Bennett would be to make full payment of his outstanding fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Mr Bennett in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of Mr Bennett with that of shareholders.</p> <p>The Shares are to be issued to Mr Bennett or his nominee(s) in lieu of his outstanding fees, and as such the Shares will be issued for nil consideration and no funds will be raised as a result.</p>
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>For the purposes of Chapter 2E, Mr Bennett is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act.</p> <p>The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>Therefore, the Company is not seeking approval under Chapter 2E of the Corporations Act.</p> <p>In the view of the Board, the Shares to be issued to Mr Bennett in lieu of his foregone cash fees constitute “reasonable remuneration” and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give Mr Bennett the financial benefit that is inherent in the issue to him of the Shares.</p>

<p>ASX Listing Rules</p>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Mr Bennett is a related party of the Company and accordingly Resolution 5 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Bennett.</p> <p>If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 4 will not deplete the Company's 15% Placement Capacity.</p>														
<p>Specific information for Resolution 5</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p>Maximum no. of securities to be issued 2,840,639 Shares</p> <p>Date by which securities will be issued If shareholder approval is obtained for Resolution 5, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.</p> <p>Issue price per security The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.163 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 July 2021 and 30 June 2022, with the following calculation:</p> <table border="1" data-bbox="833 1482 1449 2031"> <thead> <tr> <th>Month</th> <th>5-trading day VWAP</th> </tr> </thead> <tbody> <tr> <td>July 2021</td> <td>\$0.0070</td> </tr> <tr> <td>August 2021</td> <td>\$0.0141</td> </tr> <tr> <td>September 2021</td> <td>\$0.0136</td> </tr> <tr> <td>October 2021</td> <td>\$0.0188</td> </tr> <tr> <td>November 2021</td> <td>\$0.0208</td> </tr> <tr> <td>December 2021</td> <td>\$0.0165</td> </tr> </tbody> </table>	Month	5-trading day VWAP	July 2021	\$0.0070	August 2021	\$0.0141	September 2021	\$0.0136	October 2021	\$0.0188	November 2021	\$0.0208	December 2021	\$0.0165
Month	5-trading day VWAP														
July 2021	\$0.0070														
August 2021	\$0.0141														
September 2021	\$0.0136														
October 2021	\$0.0188														
November 2021	\$0.0208														
December 2021	\$0.0165														

		January 2022	\$0.0172
		February 2022	\$0.0138
		March 2022	\$0.0212
		April 2022	\$0.0266
		May 2022	\$0.0293
		June 2022	\$0.0258
		Average	\$0.0163
	Recipient of issue	Mr Jeffrey Bennett or his nominee(s).	
	Terms of securities	The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	
	Use of funds raised	No funds will be raised by the issue of shares to Mr Bennett or his nominee(s), although the Company's liability to Mr Bennett in relation to his outstanding Director's fees accrued between 1 July 2021 and 30 June 2022 (\$46,200) will be fully satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.	
Voting Exclusion and Prohibition	A voting exclusion and prohibition statement applies to this resolution, as set out in the Notice.		
Board Recommendation	Mr Bennett declines to make a recommendation to shareholders in relation to this resolution due to his interest in the outcome of the resolution. The other Directors, who do not have a material interest in the outcome of this resolution, recommend that shareholders vote in favour of this resolution.		
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.		

Resolution 6	Approval of issue of Shares to UK Director in lieu of fees
Explanation	Resolution 6, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 5,067,006 fully paid ordinary shares in the Company to Lord Anthony St. John in lieu of fees payable to him for his role as the chairman of the Company's UK subsidiary KneoWorld UK Ltd over 12 months, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Reason for Resolution 6	The effect of Resolution 6 will be to allow the Company to issue Shares to Lord Anthony St. John during the period of 3 months after the General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Maximum no. of securities to be issued 5,067,006 fully paid ordinary shares.</p> <p>Date by which securities will be issued If shareholder approval is obtained for Resolution 6, the Company will issue Shares to Lord Anthony St. John as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.0163 per share. The deemed issue price reflects the sum of the volume weighted average price of the shares over the 5 days before the end of each month over the 12-month period for which shares are being issued in lieu of fees. Mr. St. John's fee for his role as a director the Company's UK subsidiary for the period 1 July 2021 to 30 June 2022 were USD60,000 (Fee). The Fee is converted to AUD at the end of each relevant month at the exchange rate at that time and then divided by the VWAP of the Shares for the 5 days over that month; the sum of this calculation over the relevant 12 months is \$0.0163</p>

	<p>Recipient of issue The Shares will be issued to Lord Anthony St. John or his nominee.</p> <p>Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised No funds will be raised from the issue of the Shares as they are being issued for nil cash consideration but as consideration for the services provided by Lord St. John for his role as a director of the Company's UK subsidiary.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 7	Ratification of the issue of the February Placement Shares
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 166,000,000 fully paid ordinary shares on 28 February 2022 (February Placement). The shares were issued under a placement to professional and sophisticated investors.
ASX Listing Rules	<p>On 28 February 2022 the Company issued 166,000,000 fully paid ordinary shares (February Placement Shares) under a placement. These February Placement Shares were issued partly pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1 and partly pursuant to the Company's 10% Placement Capacity under ASX Listing Rule 7.1A.</p> <p>As shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2021 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue Equity Securities under its 15% Placement Capacity under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the February Placement Shares.</p>
Reasons for Resolution 4	<p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the July Placement Shares is the reinstatement of the Company's capacity under ASX Listing Rule 7.1 and 7.1A. This will effectively enable the Company to issue further shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares under ASX Listing Rule 7.1A in the next 12 months.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Meeting, in respect of the relevant issue of shares made by the Company in the last twelve months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p>
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:

	<p>No. of securities issued 166,000,000 fully paid ordinary shares.</p> <p>Issue price per security The February Placement Shares were issued at an issue price of \$0.0125 per share.</p> <p>Recipient of issue The placement participants were professional and sophisticated investors who were identified by the Company through a bookbuild process, which involved the Company seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the recipients were related parties of the Company</p> <p>Terms of securities Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised The funds raised (\$2,075,000) were deployed primarily to pursuing additional sales in the United States of America and for general working capital purposes.</p>
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 8	Ratification of the issue of Financial Adviser Shares
Explanation	On 11 March 2022 the Company issued 4,800,000 shares to advisers in lieu of fees.
Specific information required by ASX Listing Rule 7.5	<i>In accordance with ASX Listing Rule 7.5, which contains requirements as to the content to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</i>

	<p>No. of securities issued 4,800,000 fully paid ordinary shares.</p> <p>Issue price per security The Shares were issued at a value of \$0.0125 per share.</p> <p>Recipient of issue The shares were issued to the Company's advisers Canaccord Genuity Australia.</p> <p>Terms of securities Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised The shares were issued to advisers in lieu of fees and no funds were raised.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 9	Ratification of the issue of Financial Adviser Options
Explanation	On 11 March 2022 the Company issued 2,400,000 options to advisers in lieu of fees.
Specific information required by ASX Listing Rule 7.5	<p><i>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</i></p> <p>No. of securities issued 2,400,000 options</p> <p>Issue Price The Options were issued at a price of \$0.0001 per option.</p>

	<p>Recipient of issue The options were issued to the Company's advisers Canaccord Genuity Australia.</p> <p>Terms of securities The Options have an exercise price of \$0.025 and an expiry date of 31 December 2023.</p> <p>Use of funds raised The options were issued to advisers in lieu of fees and no funds were raised.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 9 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 10	Ratification of the of issue of Commercial ASX Adviser Options
Explanation	On 11 March 2022 the Company issued 10,000,000 options to advisers in lieu of services.
Specific information required by ASX Listing Rule 7.5	<p><i>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</i></p> <p>No. of securities issued 10,000,000 options</p> <p>Issue Price The Options were issued at an issue price of \$0.0001 per option.</p> <p>Recipient of issue The options were issued to the Company's Investment Relations advisers Six Degrees.</p> <p>Terms of securities 5,000,000 Options have an exercise price of \$0.025 and an expiry date of 31 December 2023.</p> <p>5,000,000 Options have an exercise price of \$0.050 and an expiry date of 31 December 2023.</p>

	Use of funds raised The options were issued to advisers in lieu of services and no funds were raised.
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors of the Company believe that Resolution 10 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 11	Ratification of the of issue of the Lind Options
Explanation	On 27 September 2022 the Company issued 40,000,000 options to Lind Global Fund II, LP
Specific information required by ASX Listing Rule 7.5	<p><i>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</i></p> <p>No. of securities issued 40,000,000 options</p> <p>Issue Price The Options were issued at an issue price of \$0.0001 per option.</p> <p>Recipient of issue The options were issued to a funder of the Company.</p> <p>Terms of securities The Options have an exercise price of \$0.04 and an expiry date of 27 September 2026.</p> <p>Use of funds raised The options were issued to a funder as consideration for the provision of a loan to the Company and services and no funds were raised.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.

Board Recommendation	The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 12	Approval of the issue of the Placement Options										
Explanation	<p>On 28 February 2022 the Company issued 166,000,000 fully paid ordinary shares (the February Placement Shares) to professional and sophisticated investors under the February Placement.</p> <p>The agreement to issue the Placement shares included the issue of 83,000,000 Placement Options, being one free attaching option for every two Placement Shares issued exercisable at 2.5 cents on or before 31st December 2023, subject to receiving shareholder approval.</p> <p>This resolution is to approve the issue of the 83,000,000 Placement Options.</p>										
Specific information required by ASX Listing Rule 7.5	<p><i>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</i></p> <table border="0"> <tr> <td>No. of securities issued</td> <td>83,000,000 options</td> </tr> <tr> <td>Issue Price</td> <td>The Options will be issued at an issue price of \$0.0001 per option.</td> </tr> <tr> <td>Recipient of issue</td> <td>The options will be issued to investors in the Placement Shares.</td> </tr> <tr> <td>Terms of securities</td> <td>The Options have an exercise price of \$0.025 and an expiry date of 31 December 2023.</td> </tr> <tr> <td>Use of funds raised</td> <td>The options will be issued as free attaching options and no funds will be raised.</td> </tr> </table>	No. of securities issued	83,000,000 options	Issue Price	The Options will be issued at an issue price of \$0.0001 per option.	Recipient of issue	The options will be issued to investors in the Placement Shares.	Terms of securities	The Options have an exercise price of \$0.025 and an expiry date of 31 December 2023.	Use of funds raised	The options will be issued as free attaching options and no funds will be raised.
No. of securities issued	83,000,000 options										
Issue Price	The Options will be issued at an issue price of \$0.0001 per option.										
Recipient of issue	The options will be issued to investors in the Placement Shares.										
Terms of securities	The Options have an exercise price of \$0.025 and an expiry date of 31 December 2023.										
Use of funds raised	The options will be issued as free attaching options and no funds will be raised.										
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.										

Board Recommendation	The Directors of the Company believe that Resolution 12 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.
-----------------------------	--

Resolutions 13 to 15 (inclusive)	Approval of the issue of Performance Rights to Messrs Kellett, Bennett and Lieberman pursuant to the LTIP
Description	<p>Resolutions 13 to 15 (inclusive) seek shareholder approval for the issue of:</p> <ol style="list-style-type: none"> 10,511,180 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr James Kellett, the Company's Executive Chairman and CEO, or his nominee(s) (Kellett Performance Rights); 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Jeffrey Bennett, a Non-Executive Director of the Company, or his nominee(s) (Bennett Performance Rights); and 5,255,590 performance rights, each to acquire 1 ordinary fully paid share in the Company, to Mr Frank Lieberman, an Executive Director of the Company, or his nominee(s) (Lieberman Performance Rights).
Shareholder Approval	<p>Shareholder approval of the issue of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights is sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the following purposes:</p> <p>ASX Listing Rules</p> <p>In general, Listing Rule 10.14 provides that a company must not permit a director, an associate of a director, or a person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained, to acquire securities under an employee incentive scheme without shareholder approval.</p> <p>In accordance with the Listing Rules, shareholders are being asked under Resolutions 13 to 15 (inclusive) to approve the grant of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights under the LTIP (collectively the Performance Rights), and to the extent those Performance Rights vest, the underlying ordinary shares (Performance Shares).</p> <p>In considering the issue of performance rights to Mr. Jeffrey Bennett, a Non-Executive Director, the Board acknowledges that the grant of performance rights to a Non-Executive Director is contrary to the ASX Corporate Governance Principles and Recommendations which recommend that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options or performance rights. However, the Board considers the grant of the Bennett Performance Rights constitutes cost effective consideration to Mr. Bennett for his ongoing commitment and contribution to the Company and constitutes reasonable remuneration to the Director in the circumstances of the Company and the Directors (including their responsibilities as Directors of the Company).</p> <p>Corporations Act</p> <p>Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits</p>

	<p>a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained.</p> <p>A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>Currently, the Company’s Executive Chairman and CEO Mr. James Kellett receives Directors’ fees of \$287,658 per annum excluding superannuation, Non-Executive Director Mr. Jeffrey Bennett receives Directors’ fees of \$42,000 per annum excluding superannuation and Executive Director Mr. Frank Lieberman receives Directors’ fees of \$44,644 per annum excluding superannuation.</p> <p>The remuneration that the Directors receive for performing their duties as a Director is below the average remuneration levels for directors of companies with similar size to the Company’s. The grant of the Performance Rights is a cash free, effective and efficient way to provide the Directors with an appropriate and market level of Directors’ remuneration.</p> <p>An alternative to the issue of the Performance Rights would be to increase the Directors’ cash remuneration. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company’s business, the Board considers the issue of the Performance Rights to be an appropriate cash-free method of remunerating the Directors for their commitment and contribution to the Company.</p> <p>On this basis, in the view of the Board, the issue of the Performance Rights constitutes “reasonable remuneration” in respect of the Directors and, as the provision of such a benefit is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval in order to give the Directors the financial benefit that is inherent in the issue to them of the Performance Rights.</p> <p>Accordingly, Resolutions 13 to 15 (inclusive) do not seek approval for the purposes of Chapter 2E of the Corporations Act.</p>
<p>Terms of Performance Rights</p>	<p>All Performance Rights the subject of Resolutions 13 to 15 (inclusive) have the same terms and vesting conditions, which include the following:</p> <ul style="list-style-type: none"> ▪ The Performance Rights are subject to the following vesting conditions (Performance Hurdles): <ul style="list-style-type: none"> ○ KNeoMedia’s achievement of \$6 million gross revenue during any given 12 consecutive months (Revenue Hurdle); and ○ The holder continues as a Director until the date that the Revenue Hurdle is achieved. ▪ The Performance Rights will lapse if the Performance Hurdles are not achieved by 30 November 2025 (Performance Hurdle Expiry Date). ▪ Subject to the satisfaction of the Performance Hurdles in relation to each Director, the relevant Director will receive one share in the Company for each vested Performance Right. Any Performance Right which does not vest according to the vesting requirements by the Performance Hurdle Expiry Date will lapse.

	<ul style="list-style-type: none"> ▪ No cash consideration is payable for the issue of the Performance Rights, or on the issue of the underlying Performance Shares upon the vesting of the Performance Rights. ▪ Subject to the Listing Rules, the Board has discretion in circumstances of death, disability or bona fide redundancy to vary the service condition and reduce the number of Performance Rights for a lesser period of service, in accordance with the LTIP. ▪ The Performance Rights issued will not be listed on ASX and will not be transferable, except as permitted under the LTIP.
<p>Disclosures made for the purposes of Listing Rule 10.15</p>	<p>To enable shareholder approval to be effectively obtained under Listing Rule 10.14, the following information is provided in respect of the Kellett Performance Rights, Bennett Performance Rights and Lieberman Performance Rights:</p> <p>(a) The number of Performance Rights to be granted to Messrs Kellett, Bennett and Lieberman if Resolutions 13 to 15 (inclusive) are approved is 10,511,180, 5,255,590, and 5,255,590 respectively, each exercisable for one ordinary share in KNeoMedia. The maximum number of shares that may be issued upon exercise of the Kellett Performance Rights the subject of Resolution 13 is 10,511,180; the maximum number of shares that may be issued upon exercise of the Bennett Performance Rights the subject of Resolution 14 is 5,255,590; and the maximum number of shares that may be issued upon exercise of the Lieberman Performance Rights the subject of Resolution 15 is 5,255,590. Upon exercise of the Performance Rights, the underlying Performance Shares will rank equally with all other ordinary shares of the Company on issue.</p> <p>(b) The price payable on the issue of each Performance Right is nil. Until such time as the Company executes a substantial contract the Board ascribes no value to the Performance Rights.</p> <p>(c) Once the Performance Hurdles are met, the Performance Rights vest and each of Messrs Kellett, Bennett or Lieberman may call for the underlying Performance Shares to be issued to him.</p> <p>(d) All persons referred to in ASX Listing Rule 10.14 who have received securities under the LTIP since the last approval are:</p> <ul style="list-style-type: none"> ▪ Mr James Kellett, who received 5,255,590 performance rights for nil consideration in 2019 (these performance rights will be cancelled and will be replaced by the Kellett Performance Rights if Resolution 13 is approved); ▪ Mr Jeffrey Bennett, who received 2,627,795 performance rights for nil consideration in 2019 (these performance rights will be cancelled and will be replaced by the Bennett Performance Rights if Resolution 14 is approved); and ▪ Mr Frank Lieberman who received 2,627,795 performance rights for nil consideration in 2019 (these performance rights will be cancelled and will be replaced by the Lieberman Performance Rights if Resolution 15 is approved). <p>(e) The names of the persons referred to in Listing Rule 10.14 entitled to participate in the LTIP are Messrs James Kellett, Jeffrey Bennett and Frank Lieberman.</p>

	<p>(f) Voting exclusion statements apply to Resolutions 13 to 15 (inclusive) and are included in the Notice.</p> <p>(g) There is no loan proposed in relation to the proposed award of the Performance Rights to Messrs James Kellett, Jeffrey Bennett and Frank Lieberman.</p> <p>(h) Subject to approval, it is proposed that the Performance Rights be granted to James Kellett, Jeffrey Bennett Frank Lieberman within 1 month of the Meeting, but in any event no later than 12 months after the date of the Meeting.</p> <p>(i) Details of any Performance Rights issued under the LTIP will be published in each annual report of the Company relating to the period in which the Performance Rights were issued and, where applicable, it will be noted that approval for the issue of the Performance Rights was obtained under Listing Rule 10.14.</p> <p>(j) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</p> <p>If Shareholder approval is not given in respect of Resolutions 13, 14 and 15 the Company may need to provide additional compensation to the Directors in cash. While the Board remains mindful of the need to minimise dilution to Shareholders, the Board considers that the issue of Performance Rights to the Directors is an appropriate and responsible cash-free method of aligning the interest of the Directors with that of Shareholders.</p>
Details of the LTIP	The terms of the LTIP are set out in the Explanatory Memorandum in relation to Resolution 4 above.
Other Information	The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 13 to 15 (inclusive).
Voting Exclusion Statement	A voting exclusion statement applies to these resolutions, as set out in the Notice.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act 2001 (Cth), makes no recommendation to Shareholders in relation to this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Resolution 16	Amendment to the Constitution
<p>Explanation</p>	<p>A Company may modify its constitution or a provision of its constitution by special resolution of its shareholders. This Resolution is a special resolution which seeks to amend the Company's existing constitution.</p> <p>The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.</p> <p>The Company believes that it would be prudent to update the existing constitution to allow for flexibility in the way the Company can hold Shareholder meetings.</p> <p>A summary of the proposed material changes is set out below.</p> <p>A copy of the amended Constitution is available upon request from the Company Secretary at Company.secretary@boardroomlimited.com.au.</p> <p>Resolution 12 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this Resolution for it to be passed.</p>

<p>Summary of the proposed changes</p>	<p>1 Technology – Shareholder Meetings</p> <p>The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporation Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings.</p> <p>If Resolution 12 is passed, the relevant provision of the amended Constitution dealing with the shareholder meetings will read:</p> <p>28. Calling meetings of Shareholders</p> <p>(a) The Company may by resolution of the Board call a meeting of Shareholders to be held at the time and place and in the manner that the Board resolves. In order to give Members as a whole a reasonable opportunity to participate, a general meeting may be held:</p> <p>(i) at one or more physical venues; or</p> <p>(ii) At one or more physical venues using virtual meeting technology; or</p> <p>(iii) Using virtual technology only.</p> <p>The Board has not formed the intention to hold shareholder meetings using virtual technology. This is a precaution only.</p> <p>2 Restricted Securities</p> <p>If resolution 16 is passed the relevant clauses in the Constitution will be updated to reflect the requirements of ASX Listing Rule 15.12 in relation to restricted securities.</p>
<p>Board Recommendation</p>	<p>The Directors unanimously recommend that Shareholders vote in favour of this resolution.</p>
<p>Chair’s available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

GLOSSARY

10% Placement Capacity	means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Board	means the Company's board of directors.
Constitution	means the constitution of KneoMedia Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Company or KneoMedia	means KneoMedia Limited ACN 009 221 783.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means; <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the Board of KneoMedia Limited.
Equity Security	means: <ul style="list-style-type: none"> a) a share; or b) a right to a share or option; or c) an option over an issued or unissued security; or d) a convertible security; or e) any security that ASX decides to classify as an equity security.
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
February Placement	means 83,000,000 fully paid ordinary options to be issued to participants in

Options	the February Placement.
February Placement Shares	means 166,000,000 fully paid ordinary shares issued on 28 February 2022.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Long Term Incentive Plan or LTIP	means the Company's Long Term Incentive Plan.
Meeting	means the annual general meeting of the Company for 2022 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Performance Right	means a Right issued under the Company's Long Term Incentive Plan
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

-ENDS-



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEDT) on Sunday 27 November 2022.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/knmagm2022>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Sunday 27 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/knmagm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **KneoMedia Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **offices of William Buck, Level 20, 181 William Street, Melbourne VIC 3000 on Tuesday 29 November 2022 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 4-6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1, 4-6 & 13-15 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4-6 & 13-15). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*	
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Ratification of the issue of Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Mr Frank Lieberman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Ratification of the issue of Adviser Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Ratification of the issue of Lind Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval of the Long-Term Incentive Plan (LTIP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval of the issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of issue of Shares to Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval of the issue of Performance Rights to Mr James Kellett pursuant to the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval of issue of Shares to UK Subsidiary Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Approval of the issue of Performance Rights to Mr Jeffrey Bennett pursuant to the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Ratification of the February 2022 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Approval of the issue of Performance Rights to Mr Frank Lieberman pursuant to the LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Ratification of the issue of Adviser Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 16	Approval of Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director / Company Secretary
--	--	--

