

17 October 2023: ASX/Media Release (ASX: KNM)

Notice of 2023 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; and
3. Proxy Form

-ENDS-

Authorised for release by the Chair of KneoMedia Limited

For further information, please contact:

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Company Secretary
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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.

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



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KneoMedia Limited ASX: KNM OTC: KNEOF

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17 October 2023

Dear Shareholder

I am pleased to provide you with details about the 2023 Annual General Meeting (**AGM**) of KneoMedia Limited (**KneoMedia** or the **Company**) to be held on Friday, 17 November 2023 at 10.30 am (AEDT).

The meeting will be held at the offices of William Buck – the Spring / Exhibition Room, Level 20, 181 William Street, Melbourne, Victoria.

In accordance with the section 110D Corporations Act 2001 the Company will not be dispatching physical copies of the Notice. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically.

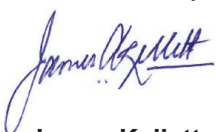
1. You can access the Notice of Meeting online at the Company's website <https://www.kneomedia.com> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
2. A copy of the Notice of Meeting has been posted to the Company's ASX Market Announcements page.

The Directors **strongly encourage all shareholders to lodge a directed proxy form by 10.30am AEDT on Wednesday 15 November 2023**. This will allow your directed proxy vote to be counted if for any reason you cannot attend on the day.

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 2023, I encourage you to read the FY2023 Annual Report prior to the Meeting. The 2023 Annual Report can also be found on KneoMedia's website or the ASX website.

The Board of KneoMedia believes that the resolutions put forward are in the best interests of the Company and encourages you to vote in favour of all resolutions.

Yours faithfully



James Kellett
Chairman
KneoMedia Limited

Notice of the Annual General Meeting and Explanatory Memorandum

KneoMedia Limited
ACN 009 221 783

Date: Friday, 17 November 2023

Time: 10.30 am (AEDT)

Offices of William Buck - King Room
Place: Level 20, 181 William Street
Melbourne Victoria

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 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 Friday, 17 November 2023 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 2023.

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 2023 Annual Report which is available on the Company's website (https://www.kneomedia.com). 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 2023 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 apply to this resolution. Please see below.

3. Re-election of Director

Resolution 2	Re-election of Mr Jeffrey Bennett as Director (ordinary resolution)
Description	Mr Jeffrey Bennett, who was appointed as a Director on 19 March 2008, 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 purposes, Mr Jeffrey Bennett 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 Issue of Shares to Directors

Resolution 4	Approval of issue of Shares to Director in lieu of fees (ordinary resolution)
Description	The Company seeks shareholder approval for the issue of 4,601,586 Shares at 1.004 cents per share to Mr Jeffrey Bennett, Non-Executive Director, in lieu of outstanding Director's fees owing to Mr Bennett.
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 10.11 and for all other purposes, shareholder approval is given for the Company to issue 4,601,586 Shares at \$0.01 cents per share 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 and prohibition statement applies to this resolution. Please see below.

Resolution 5	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 8,884,432 Shares at \$0.01 cents per share 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 8,884,432 Shares at 1.004 cents per share 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.

Resolution 6	Approval for the issue of Placement Shares and free attaching Placement Options to Furneaux Management Pty Ltd, a related entity of Director James Kellett
Description	In February 2023 the Company conducted a capital raising to raise funds to provide working capital. Furneaux Management Pty Ltd, a related entity of Director James Kellett, applied to participate in the capital raising. Resolution 6 seeks shareholder approval for the issue of 10,000,000 Placement Shares and 5,000,000 free attaching Placement Options, to Furneaux Management Pty Ltd or its 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 10.11 and for all other purposes, shareholder approval is given for the future issue of 10,000,000 Placement Shares at \$0.01 per share and 5,000,000 free attaching Placement Options to Furneaux Management Pty</i>

	<i>ltd (and / or its nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 7	Approval for the issue of Placement Shares and free attaching Placement Options to Hixon Pty Ltd, a related entity of Director Jeffrey Bennett
Description	In February 2023 the Company conducted a capital raising to raise funds to provide working capital. Hixon Pty Ltd, a related entity of Director Jeffrey Bennett, applied to participate in the capital raising. Resolution 7 seeks shareholder approval for the issue of 5,000,000 Placement Shares and 2,500,000 free attaching Placement Options, to Hixon Pty Ltd, or its 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 10.11 and for all other purposes, shareholder approval is given for the future issue of 5,000,000 Placement Shares at \$0.01 per share and 2,500,000 free attaching Placement Options to Hixon Pty Ltd (and / or its nominee) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

6. Ratification of Issues of Shares and Options

Resolution 8	Ratification of the 16,600,486 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 9 February 2023 under a capital raising placement pursuant to 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 7.4 and for all other purposes, Shareholders approve and ratify the issue of 16,600,486 Placement Shares on 9 February 2023 under a capital raising placement.”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

Resolution 9	Ratification of the issue of 78,500,000 free attaching Placement Options (ordinary resolution)
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 78,500,000 free attaching Placement Options made by the Company on 9 February 2023.
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 78,500,000 free attaching Placement Options on 9 February 2023 under a capital raising placement”</i>
Voting Exclusion	A voting exclusion statement applies to this resolution. Please see below.

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:

Resolution 1 – Adoption of Remuneration Report	<p>Voting Prohibition - s250BD and s250R</p> <p>In accordance with Section 250BD(1) and Section 250R(4) 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 Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2023; or a Closely Related Party of a member of the KMP. <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 a proxy: <ul style="list-style-type: none"> a) does not specify the way the proxy is to vote on this Resolution; and b) 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>The vote on this item is advisory only and does not bind the Directors or the Company.</p>
Resolution 3 – Approval of 10% Placement Capacity	If, at the time of the Meeting, the Company is proposing to make an issue of securities under Listing Rule 7.1A, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that

<p>under Listing Rule 7.1A</p>	<p>person, who is expected to participate in, or who will obtain a material benefit as a result 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 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)); and ▪ any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder) <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 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>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 Chairman of the Meeting; and ▪ the appointment expressly authorises the Chairman 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 5 – 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 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>Resolution 6 Approval of the issue of Placement shares and free attaching Placement Options to</p>	<p>The Company will disregard any votes cast in favour of this resolutions by:</p>

<p>Furneaux Management Pty Ltd, a related entity of Director James Kellett</p>	<ul style="list-style-type: none"> ▪ Furneaux Management Pty Ltd, a related party of Director James Kellett, (or its nominee(s)) or any associates of Furneaux Management Pty Ltd, Mr James Kellett (or his nominee(s)); and ▪ any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder). <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 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>Resolution 7 Approval of the issue of Placement shares and free attaching Placement Options to Hixon Pty Ltd, a related entity of Director Jeffrey Bennett</p>	<p>The Company will disregard any votes cast in favour of this resolution by:</p> <ul style="list-style-type: none"> ▪ Hixon Pty Ltd, a related part of Director Mr Jeffrey Bennett (or its nominee(s)) or any associates of Hixon Pty Ltd, Mr Jeffrey Bennett (or his nominee(s));and ▪ any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a Shareholder). <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 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

	<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 8 to 9</p> <p>Ratification of issues of:</p> <ul style="list-style-type: none"> - Placement Shares - Placement Options 	<p>The Company will disregard any votes cast in favour of the Resolutions 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 Chairman as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chairman to vote on the Resolutions 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 Resolutions; and ○ the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 17 October 2023

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 2023, 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 Friday 10 November 2023**.

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 the 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.

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.

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 Wednesday, 15 November 2023**:

- online by going to <https://www.votingonline.com.au/knmagm2023>
- 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 Wednesday 15 November 2023** 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 Chairman

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.

- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the Chairman 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 Chairman 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 Chairman to exercise your proxy on Resolution 1.
- However, the Chairman of a meeting may vote an undirected proxy (i.e., a proxy that does not specify how it is to be voted). In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution. If you wish to appoint the Chairman 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 2023 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 2023 to be laid before the Company's 2023 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 2023 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2023 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 2023, 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)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2023 Annual Report and is available on 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</p>

	practices of the Company.
Voting Exclusion	A voting exclusion and prohibition statement applies to this resolution, 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.

3. Re-election of Director

Resolution 2	Re-election of Mr Jeffrey Bennett 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 Bennett 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 2023 Annual General Meeting. Mr Bennett, being eligible under Article 46(c) of the constitution, offers himself for re-election as Director.</p>
About Mr Jeffrey Bennett	<p>Mr Bennett was appointed to the Company's Board as a Non-Executive Director on 19 March 2008.</p> <p>Mr Bennett is a highly experienced finance executive with extensive experience in all facets of finance and business within IT. Mr Bennett was co-owner of GlassandCo Pty Ltd, recently sold to Deloitte. He spent the previous 15 years at PS&C Limited (ASX:PSZ), DXC Technology, Computer Sciences Corporation, UXC Limited and Ingena Limited in senior finance roles. Following his role as Chairman of the Board at Jameson Resources Ltd (ASX:JAL) between 2007-2012, Mr Bennett undertook a non-executive Directorship of Jameson Resources Ltd between 2012-2017. Mr Bennett has a thorough understanding of the complexities involved with multinationals and companies listed on the ASX.</p> <p>Mr Bennett holds a Bachelor of Commerce and is a Fellow of CPA Australia. Mr Bennett has not held directorships in other listed companies in the past 3 years.</p>
Board Recommendation	The Board, with Mr Bennett abstaining, recommends 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.

4. Approval of 10% Placement Capacity

Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A
<p>General</p>	<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 must be in favour of this resolution for it to be passed.</p>
<p>Eligibility</p>	<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, 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>
<p>Formula</p>	<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>$(A \times D) - E$</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 <p>where:</p> <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,

	<ul style="list-style-type: none"> • 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.

Period of validity of shareholder approval	<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 18 November 2024;</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. (Placement Period).</p>
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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 \$0.004 per Share which was the closing price of the Company's shares on the ASX on 20 September 2023; 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 2023. <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 (below)</p>
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Variable A in Listing Rule 7.1.A.2			0.002	0.004	0.008
			50% decrease in issue price	Issue Price	100% increase in issue price
Current Variable A	10% Voting Dilution		150,478,532	150,478,532	150,478,532
1,504,785,318	Funds Raised	\$	300,957	\$ 601,914	\$ 1,203,828
50% increase in					
Current Variable A	10% Voting Dilution		225,717,798	225,717,798	225,717,798
2,257,177,977	Funds Raised	\$	451,436	\$ 902,871	\$ 1,805,742
100% increase in					
current Variable A	10% Voting Dilution		300,957,064	300,957,064	300,957,064
3,009,570,636	Funds Raised	\$	601,914	\$ 1,203,828	\$ 2,407,657

The table has been prepared on the following assumptions:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- 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;
- 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;
- the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and
- the issue price is \$0.004, being the closing price of the Company's shares on the ASX on 20 September 2023.

Reason for issue of shares under 10% Placement Capacity	<p>The Company may only issue Equity Securities under the 10% Placement Capacity for cash consideration. The purpose of any issue would be disclosed to Shareholders at the time of such an issue. However, in general terms, 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.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 and 3.10.3 upon issue of any Equity Securities.</p>
Allocation policy	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.

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:

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.

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.

The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.

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.

Previous approval

The Company previously obtained approval under ASX Listing Rule 7.1A on 24 November 2022. 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:

As at 17 November 2022, being the commencement of the 12-month period prior to the 2023 Annual General Meeting, the Company had the following Equity Securities on issue:

Class of Equity Securities	Number
Fully paid ordinary shares	1,345,877,673
Options expiring 23 October 2023 exercisable at \$0.015	12,000,000
Options expiring 11 December 2023 exercisable at \$0.03	31,250,000
Options expiring 31 December 2023 exercisable at \$0.025	41,943,222
Options expiring 31 December 2023 exercisable at \$0.05	5,000,000
Options expiring 27 September 2026 exercisable at \$0.04	40,000,000
Performance Rights	13,011,180
TOTAL	1,476,070,895

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: 9 February 2023 Date of Appendix 3B: 6 February 2023 (respectively) Date of Appendix 2A: 13 February 2023
Recipients	A small number of Sophisticated investors who are not related parties of the Company.
Number and Class of Equity Securities Issued and Percentage of Issued Capital	134,399,514 Fully Paid Ordinary Shares representing 9.1% of the total number of Equity Securities on issue at the commencement of the 12-month period preceding the date of the 2023 Annual General Meeting.
Issue Price and discount to Market Price (if any)	\$0.01 per Share (a discount of 18% to the 5-day vwap)
Total Cash Consideration and Use of Funds	Total consideration paid for these shares was \$1,343,995. The funds were used primarily for working capital.
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 of the Company believe that Resolution 3 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.

5. Approval of Issues of Securities to Directors in Lieu of Fees

Resolution 4	Approval of issue of Shares to Director Jeffrey Bennett in lieu of fees
Explanation	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. No superannuation is payable to Mr Bennett as part of his remuneration package. 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

	<p>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 2022 and 30 June 2023, 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 \$0.01 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 \$0.01 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 2022 and 30 June 2023.</p> <p>If Shareholder approval is received for Resolution 4 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 2023.</p> <p>The Share issue proposed under Resolution 4 are the result of Mr Bennett agreeing to forego cash payments (\$46,200) 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>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</p>

	<p>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 of the Shares to him.</p>																										
ASX Listing Rules	<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 4 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>																										
Specific information for Resolution 4	<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 4,601,586 Shares</p> <p>Date by which securities will be issued If shareholder approval is obtained for Resolution 4, 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 \$0.01 per Share, being the average VWAP of the Company's Shares taken on the last 5 trading days of each month between 1 July 2022 and 30 June 2023, with the following calculation:</p> <table border="1"> <thead> <tr> <th>Month</th> <th>5-trading day VWAP</th> </tr> </thead> <tbody> <tr> <td>July 2022</td> <td>\$ 0.0221</td> </tr> <tr> <td>August 2022</td> <td>\$ 0.0249</td> </tr> <tr> <td>September 2022</td> <td>\$ 0.0209</td> </tr> <tr> <td>October 2022</td> <td>\$ 0.0213</td> </tr> <tr> <td>November 2022</td> <td>\$ 0.0233</td> </tr> <tr> <td>December 2022</td> <td>\$ 0.0150</td> </tr> <tr> <td>January 2023</td> <td>\$ 0.0120</td> </tr> <tr> <td>February 2023</td> <td>\$ 0.0080</td> </tr> <tr> <td>March 2023</td> <td>\$ 0.0072</td> </tr> <tr> <td>April 2023</td> <td>\$ 0.0084</td> </tr> <tr> <td>May 2023</td> <td>\$ 0.0052</td> </tr> <tr> <td>June 2023</td> <td>\$ 0.0041</td> </tr> </tbody> </table>	Month	5-trading day VWAP	July 2022	\$ 0.0221	August 2022	\$ 0.0249	September 2022	\$ 0.0209	October 2022	\$ 0.0213	November 2022	\$ 0.0233	December 2022	\$ 0.0150	January 2023	\$ 0.0120	February 2023	\$ 0.0080	March 2023	\$ 0.0072	April 2023	\$ 0.0084	May 2023	\$ 0.0052	June 2023	\$ 0.0041
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		Average	\$0.01
	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 2022 and 30 June 2023 (\$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 5	Approval of issue of Shares to UK Director in lieu of fees		
Explanation	Resolution 5, which is an ordinary resolution, seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 8,884,432 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 5	The effect of Resolution 5 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 15% placement capacity.		
Specific information required by ASX Listing Rule 7.3	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: Maximum no. of securities to be issued 8,884,432 fully paid ordinary shares.		

	<p>Date by which securities will be issued</p> <p>If shareholder approval is obtained for Resolution 5, 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>The Shares will be issued to Lord St. John for nil cash consideration and at a deemed issue price of \$0.01 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 2022 to 30 June 2023 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 \$0.01.</p> <p>Issue price per security</p> <p>The Shares will be issued to Lord Anthony St. John or his nominee.</p> <p>Recipient of issue</p> <p>The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Terms of securities</p> <p>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> <p>Use of funds 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 5 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 6	Approval of future issue of Placement Shares and free attaching Placement Options to Furneaux Management Pty Ltd, a related entity of Director James Kellett
Explanation	<p>Furneaux Management Pty Ltd (Furneaux) has subscribed for, and subject to obtaining Shareholder approval, the Company has agreed to issue 10,000,000 Placement Shares and 5,000,000 free attaching Placement Options to Furneaux (and/or its nominee) on the terms and conditions set out below.</p> <p>Mr. James Kellett is the Executive Chairman of the Company.</p> <p>Resolution 6 seeks the necessary Shareholder approval in accordance with Listing Rule 10.11 for the issue of these securities to Furneaux.</p>
Shareholder Approval	<p>Listing Rule 10.11</p> <p>Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:</p> <ul style="list-style-type: none"> (a) 10.11.1 - a related party; (b) 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company; (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so; (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders. <p>The issue of Placement Shares and free attaching Placement Options to Furneaux, Mr. Kellett (or their nominee(s) or associate(s)) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.1.</p> <p>If Resolution 6 is passed, Listing Rule 7.2 Exception 14 will apply and the entity does not require separate shareholder approval under Listing Rule 7.1 or 7.1A. The issue of securities to the director is not subject to 15% and 10% placement capacity limits.</p>

<p>Disclosures made for the purposes of Listing rule 10.13</p>	<p>Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution 6:</p> <ul style="list-style-type: none"> (a) The Placement Shares and free attaching Placement Options subscribed for by Furneaux will be issued to Furneaux (and/or its nominee(s) or associate(s)) who falls within the category set out in Listing Rule 10.11.1 as Furneaux is a related entity to Mr. Kellett, a director of the Company. (b) The number of Placement Shares to be issued to Furneaux is a total of 10,000,000 at an issue price of \$0.01 per Share. The number of free attaching Placement Options to be issued is 5,000,000 issued for no consideration. (c) The Placement Shares will be issued to Furneaux as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue, and the free attaching Placement Options of the Company issued will rank equally in all respects with the Company's existing Options on issue. (d) The Placement Shares and free attaching Placement Options will be issued to Furneaux (and/or its nominee) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). (e) The Company intends to use the proceeds from the issue of the Placement Shares to fund working capital. (f) A voting exclusion statement is included in the Notice of Meeting for this Resolution 6 preceding this Explanatory Memorandum. <p>If Resolution 6 is passed, the Company will be able to proceed to issue to Furneaux ((and/or its nominee(s) or associate(s))) the 10,000,000 Placement Shares and 5,000,000 free attaching Placement Options for which he has subscribed. In addition, the issue will be excluded from approval under Listing Rule 7.1 under Listing Rule 7.2 exception 14.</p> <p>If Resolution 6 is not passed, the Company will not be able to proceed to issue to Furneaux ((and/or its nominee(s) or associate(s))) the 10,000,000 Placement Shares and 5,000,000 free attaching Placement Options.</p>
<p>Board Recommendation</p>	<p>The Board, with Mr Kellett abstaining, recommends that Shareholders vote in favour of Resolution 6</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.</p>

Resolution 7	Approval of future issue of Placement Shares and free attaching Placement Options to Hixon Pty Ltd, a related entity of Director Jeffrey Bennett
Explanation	<p>Hixon Pty Ltd (Hixon) has subscribed for, and subject to obtaining Shareholder approval, the Company has agreed to issue 5,000,000 Placement Shares and 2,500,000 free attaching Placement Options to Hixon (and/or their nominee(s) or associate(s)) on the terms and conditions set out below.</p> <p>Mr. Bennett is a Non-Executive Director of the Company.</p> <p>Resolution 7 seeks the necessary Shareholder approval in accordance with Listing Rule 10.11 for the issue of these securities to Hixon.</p>
Shareholder Approval	<p>Listing Rule 10.11</p> <p>Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:</p> <ul style="list-style-type: none"> (a) 10.11.1 - a related party; (b) 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company; (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so; (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders. <p>The issue of Placement Shares and free attaching Placement Options to Hixon (and/or its nominee) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.1.</p> <p>If Resolution 7 is passed, Listing Rule 7.2 Exception 14 will apply and the entity does not require separate shareholder approval under Listing Rule 7.1 or 7.1A. The issue of securities to the director is not subject to 15% and 10% placement capacity limits.</p>

<p>Disclosures made for the purposes of Listing rule 10.13</p>	<p>Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution 7:</p> <p>(a) The Placement Shares and free attaching Placement Options subscribed for by Hixon will be issued to Hixon ((and/or its nominee(s) or associate(s))) who falls within the category set out in Listing Rule 10.11.1 as Mr. Bennett is a related party of the Company by virtue of being a director.</p> <p>(b) The number of Placement Shares to be issued to Hixon is a total of 5,000,000 at an issue price of \$0.01 per Share and 2,500,000 free attaching Placement Options issued for no consideration.</p> <p>(c) The Placement Shares will be issued to Hixon as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue, and the free attaching Placement Options of the Company issued will rank equally in all respects with the Company's existing Options on issue.</p> <p>(d) The Placement Shares and free attaching Placement Options will be issued to Hixon ((and/or its nominee(s) or associate(s))) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p> <p>(f) The Company intends to use the proceeds from the issue of the Placement Shares to fund working capital.</p> <p>(g) A voting exclusion statement is included in the Notice of Meeting for this Resolution 7 preceding this Explanatory Memorandum.</p> <p>If Resolution 7 is passed, the Company will be able to proceed to issue to Hixon ((and/or its nominee(s) or associate(s))) the 5,000,000 Placement Shares and 2,500,000 free attaching Placement Options for which he has subscribed. In addition, the issue will be excluded from approval under Listing Rule 7.1 under Listing Rule 7.2 exception 14.</p> <p>If Resolution 7 is not passed, the Company will not be able to proceed to issue to Hixon ((and/or its nominee(s) or associate(s))) the 5,000,000 Placement Shares and 2,500,000 free attaching Placement Options.</p>
<p>Board Recommendation</p>	<p>The Board, with Mr Bennett abstaining, recommends that Shareholders vote in favour of Resolution 7.</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>

<p>Resolution 8</p>	<p>Ratification of the issue of the February Placement Shares</p>
<p>Explanation</p>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 16,600,486 fully paid ordinary shares on 9 February 2023 (February</p>

	<p>Placement). The shares were issued under a placement to professional and sophisticated investors.</p>				
<p>ASX Listing Rules</p>	<p>On 9 February 2023 the Company issued 151,000,000 fully paid ordinary shares (February Placement Shares) under a placement. 134,399,514 of those shares were issued under the Company's 10% Placement pursuant to ASX Listing Rule 7.1A (10% Placement Capacity).</p> <p>The remaining 16,600,486 shares were issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1. (15% Placement Capacity).</p> <p>An Appendix 3B in relation to these shares was lodged on 6 February 2023. An Appendix 2A in relation to these shares was lodged on 13 February 2023.</p> <p>As shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2022 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</p> <p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 16,600,486 February Placement Shares pursuant to the 15% Placement Capacity.</p>				
<p>Reasons for Resolution 8</p>	<p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the February Placement Shares is the reinstatement of the Company's capacity under ASX Listing Rule 7.1.</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>				
<p>Information required to be provided under the ASX Listing Rules 7.5</p>	<p>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> <table> <tr> <td>No. of securities issued</td> <td>16,600,486 fully paid ordinary shares.</td> </tr> <tr> <td>Issue price per security</td> <td>10,600,486 Shares were issued at an issue price of \$0.01 per share.</td> </tr> </table>	No. of securities issued	16,600,486 fully paid ordinary shares.	Issue price per security	10,600,486 Shares were issued at an issue price of \$0.01 per share.
No. of securities issued	16,600,486 fully paid ordinary shares.				
Issue price per security	10,600,486 Shares were issued at an issue price of \$0.01 per share.				

	<p>6,000,000 Shares were issued to Brokers for no consideration in lieu of fees.</p> <p>Recipient of issue The recipients of 10,600,486 Shares 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.</p> <p>The recipients of 6,000,000 Shares were Brokers. 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 (\$106,005) were deployed primarily for general working capital purposes.</p>
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 78,500,000 free attaching Placement Options
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 78,500,000 free attaching Placement Options (February Placement Options).
ASX Listing Rules	On 9 February the Company issued 78,500,000 free attaching Placement Options attaching to the February Placement Shares. The Options were issued pursuant to the Company's 15% Placement Capacity under ASX Listing Rule 7.1 (15% Placement Capacity).
Reasons for Resolution 9	<p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the February Placement Options is the reinstatement of the Company's capacity under ASX Listing Rule 7.1.</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 or options 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 options made by the Company in the last twelve months. The Directors believe this approval will</p>

	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.
Specific information required by ASX Listing Rule 7.5	<p>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> <p>No. of securities issued 78,500,000 free attaching Placement Options</p> <p>Issue price per security The Options were issued for no consideration .</p> <p>Recipients of issue The recipients were Brokers and 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 The Options are exercisable at \$0.025 per Option and have an expiry date of 31 December 2024.</p> <p>Use of funds raised n/a</p>
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.

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 Options	means 78,500,000 fully paid ordinary options to be issued to participants in the February Placement.
February Placement Shares	means 151,000,000 fully paid ordinary shares issued on 9 February 2023.
Furneaux	Furneaux Management Pty Ltd, a related entity of James Kellett, Director
Hixon	Hixon Pty Ltd, a related entity of Jeff Bennett, Director
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.
Meeting	means the annual general meeting of the Company for 2023 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.

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 Wednesday, 15 November 2023.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/knmagm2023>

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

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

📱 BY SMARTPHONE



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 Wednesday, 15 November 2023.** 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/knmagm2023>

📠 **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 – Spring/Exhibition Room, Level 20, 181 William Street Melbourne VIC 3000 on Friday, 17 November 2023 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 & 4-7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1 & 4-7 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 & 4-7). 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*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Jeffrey Bennett as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Shares to Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares to UK Subsidiary Director in lieu of fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for the issue of Placement Shares and Attaching Placement Options to Furneaux Management Pty Ltd, a related party of Director James Kellett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for the issue of Placement Shares and Attaching Placement Options to Hixon Pty Ltd, a related party of Director Jeff Bennett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of the 16,600,486 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Ratification of the Issue of 78,500,000 Placement Options	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023