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ASX Announcement

25 October 2024

Notice of 2024 Annual General Meeting

Adslot Ltd (ASX: ADS) attaches the following documents relating to the 2024 Annual General Meeting of Adslot Ltd to be held at 9.30am (AEDT) on Tuesday, 26 November 2024:

- Notice of Annual General Meeting
- Proxy Form
- Notice and Access Letter

This announcement is authorised for release by the Company Secretary of Adslot Ltd.

- END -

For further enquiries, please contact:

Ben Loiterton
Internal Chief Executive Officer
Adslot Limited
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About Adslot

Adslot's mission is to automate the trading of forward guaranteed display advertising, referred to as automated guaranteed. Our leading technology is a purpose-built, global media trading platform. Adslot benefits a global community of media buyers and sellers, including media agencies, publishers and advertisers, by providing trading efficiencies and effectiveness made possible only via technology, and by doing so the basis on which the \$80B online display advertising industry will realise its full growth potential.

Adslot is a global organisation with operations in North America, Europe and Asia Pacific and is headquartered in Australia.

ADSLOT LTD

ABN 70 001 287 510

NOTICE OF MEETING

Tuesday, 26 November 2024 at 9.30am (AEDT)

TO BE HELD AT

Hall & Wilcox,

Level 18, 347 Kent Street, Sydney NSW 2000

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

NOTICE OF ANNUAL GENERAL MEETING
Tuesday, 26 November 2024

Notice is given that the Annual General Meeting of the Shareholders of Adslot Ltd ('Company' or 'Adslot') will be held at the offices of Hall & Wilcox, Level 18, 347 Kent Street, Sydney NSW 2000 on Tuesday, 26 November 2024 at 9.30am (AEDT).

AGENDA

Ordinary Business

1. Financial statements and reports

To receive and consider the Directors' Report, Financial Report and Auditor's Report for the financial year ended 30 June 2024.

2. Remuneration Report (Resolution 1)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2024 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company or its directors.

3. Conditional Spill Resolution (Resolution 2)

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.

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

"That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (Spill Meeting); and
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated pursuant to paragraph (b) above to be put to vote at the Spill Meeting."

4. Re-election of Mr Adrian Giles as a Director (Resolution 3)

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

"That Mr Adrian Giles, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, and offering himself for re-election, be re-elected as a director of the Company."

5. **Re-election of Mr Thomas Triscari as a Director (Resolution 4)**

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

"That Mr Thomas Triscari, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, and offering himself for re-election, be re-elected as a director of the Company."

6. **Approval of issue of Shares to Directors pursuant to Director Fees Plan (Resolution 5)**

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

"That for the purposes of ASX Listing Rule 10.14, Listing Rule 7.2 Exception 14 and for all other purposes, Shareholders approve the adoption by the Company of the Director Fees Plan, the details of which are set out in the accompanying Explanatory Memorandum, and the issue of Shares to each current director of the Company (or their respective nominees), pursuant to the Director Fees Plan."

7. **Appointment of MNSA Pty Ltd as Company's Auditor (Resolution 6)**

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

"That, in accordance with section 327B(1)(b) of the Corporations Act and for all other purposes, MNSA Pty Ltd having been nominated by a Shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of the Company."

8. **Approval of 10% Placement Facility (Resolution 7)**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

9. **Approval for issue of Shares to an associate of Mr Ben Dixon (Resolution 8)**

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 200,000,000 Shares (at an issue price of \$0.001 per Share) to an associate of Mr Ben Dixon on the terms and conditions set out in the Explanatory Statement."

Other Business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the Corporations Act.

HOW TO VOTE

To vote on the Resolutions, Shareholders will need to follow these steps:

EITHER: Complete the Proxy Form and return it online or by facsimile, mail or hand delivery (**to be received no later than 9.30am (AEDT) on 24 November 2024**) to the following email address, office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: www.investorvote.com.au

By Mail: GPO Box 242, Melbourne VIC 3001

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

OR: Attend the Meeting.

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

QUERIES

If you have any queries about the Meeting, the financial statements to be put to the Meeting or the Resolutions being considered, please contact the Company Secretary, Mark Licciardo at company.secretary@adslot.com.

PROXY NOTES

- A member entitled to attend and vote at the Meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The Proxy Form included with this Notice must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of its duly authorised officer(s) or by attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, using the reply paid envelope supplied, or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or online at www.investorvote.com.au as soon as possible, and in any event not later than 9.30am (AEDT) on 24 November 2024.
- Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice, for information regarding each Resolution.

DIRECTED AND UNDIRECTED PROXIES

- A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in

accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (other than as noted below).

- If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution by marking either “For”, “Against” or “Abstain” for this item of business on the Proxy Form.
- If you sign the enclosed Proxy Form and do not specify an individual or body corporate as your proxy, you will be deemed to have appointed the Chair as your proxy.
- If the Chair is appointed as your proxy and you have not directed the Chair how to vote, you will be taken to have expressly authorised the Chair to cast your votes in favour of every Resolution other than Resolution 2 and to cast your vote against Resolution 2 (which the Chair intends to do), even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to vote all undirected proxies in favour of every Resolution other than Resolution 2 (the conditional spill resolution), and to vote all undirected proxies against Resolution 2.
- If you appoint as your proxy any other director of the Company, any other of the Company’s Key Management Personnel or any of their closely related parties, they will vote undirected proxies in favour of all of the proposed Resolutions except any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Those persons will not cast any votes in respect of any Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, where those votes arise from undirected proxies they hold.
- The “Key Management Personnel” of the Company for the financial year ended 30 June 2024 are identified in the Remuneration Report, which forms part of the Company’s 2024 Annual Report. The “closely related parties” of the Company’s Key Management Personnel are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, only persons holding Shares at 7.00pm (AEDT) on 24 November 2024 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Meeting.

REQUIRED VOTING MAJORITIES

All Resolutions (other than Resolution 1 and 7) are proposed as ordinary resolutions. Accordingly, the passage of each Resolution (other than Resolution 1 and 7) requires approval by a simple majority of the votes cast by members present and voting at the Meeting, whether in person or by proxy.

Resolution 1 is proposed as a non-binding, advisory resolution.

Resolution 7 is proposed as a special resolution. Accordingly, the passage of the Resolution requires approval of not less than 75% of the votes cast by members present and entitled to vote at the Meeting, whether in person or by proxy.

VOTING EXCLUSION STATEMENTS

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of a member of the Key Management Personnel.

A closely related party of a member of the Key Management Personnel means any of the following:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- 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 Company; or
- a company the member controls.

However, a person (the voter) described above may cast a vote on Resolution 1:

- (a) as a proxy for a person who is entitled to vote and either:
 - (i) the proxy appointment is in writing and specifies how the proxy is to vote; or
 - (ii) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the holder is acting solely as a nominee, trustee, custodial or in other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 1; and
 - (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of a member of the Key Management Personnel.

However, a person (the voter) described above may cast a vote on Resolution 2:

- (a) as a proxy for a person who is entitled to vote and either:

- (i) the proxy appointment is in writing and specifies how the proxy is to vote; or
 - (ii) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chair to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (b) the holder is acting solely as a nominee, trustee, custodial or in other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 2; and
 - (ii) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

A vote in favour of Resolution 5 must not be cast by any person who is referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Fees Plan and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

However, the Company need not disregard a vote cast in favour of the resolution if:

- (a) it is cast by the 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
- (b) it is cast by the Chair 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
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 5; and
 - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

- (b) a closely related party of a member of the Key Management Personnel.

However, a person (the voter) described above may cast a vote on Resolution 5:

- (c) as a proxy for a person who is entitled to vote and either:
 - (i) the proxy appointment is in writing and specifies how the proxy is to vote; or
 - (ii) the vote is cast by the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- (d) the holder is acting solely as a nominee, trustee, custodial or in other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 5; and
 - (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

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

Resolution 8

The Company will disregard any votes cast in favour of Resolution 8 by Mr Ben Dixon (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- (b) it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 8; and

- (ii) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Mark Licciardo
Company Secretary
Dated: 25 October 2024

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice) is to provide Shareholders with an explanation of the business and the Resolutions to be proposed and considered at the Annual General Meeting of the Company (**Meeting**) which is to be held at the offices of Hall & Wilcox, Level 18, 347 Kent Street, Sydney NSW 2000 on Tuesday, 26 November 2024 at 9.30am (AEDT). The information in the Explanatory Statement will also assist Shareholders to determine how they wish to vote on each Resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2024. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically).

The Annual Report can also be viewed, printed and downloaded from the Company's website www.adslot.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the Meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the Meeting. It is not the purpose of the Meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the Meeting may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's Report to be considered at the Meeting; or
 - (ii) the conduct of the audit of the Financial Report to be considered at the Meeting; and

- (b) the Shareholder gives the question to the Company Secretary no later than 5 business days before the day on which the Meeting. Please contact the Company Secretary, Mark Licciardo at company.secretary@adslot.com.

The auditor will then compile the questions relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report into a question list. At or before the start of the Meeting, the Company will make the question list reasonably available to the Shareholders attending the Meeting.

REMUNERATION REPORT (Resolution 1)

The 2024 Annual Report contains the Remuneration Report, which sets out the Company's remuneration philosophy and the policy for remuneration of its officers and senior employees. The Board assesses the appropriateness of the nature and amount of the remuneration of employees on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit by:

- a) Attracting the highest quality employees;
- b) Retaining the best performing employees;
- c) Aligning the employees with shareholder outcomes;
- d) Aligning employee motivation to a cascading set of key performance indicators that drive the most optimal strategic outcomes for the business; and
- e) Ensuring it aligns with the latest industry best practice.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. **The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.**

The Board will consider the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

At the Annual General Meeting of the Company that was held in 2023, more than 25% of the votes that were cast on the remuneration report resolution at that meeting were voted against the adoption of the remuneration report. Accordingly, if at least 25% of the votes cast on the Remuneration Report resolution at this Meeting are voted against the adoption of the Remuneration Report, the Company will receive a second "strike". If this occurs, Shareholders will be given the opportunity to vote on a resolution that another meeting (**Spill Meeting**) be held within 90 days at which all of the Directors must stand for re-election (**Spill Resolution**).

Where the Chair has been appointed as proxy, the Chair will be taken to have been expressly authorised to vote (and the Chair will vote) undirected proxies in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. However, if another Director or any other of the Company's Key Management Personnel (or any of their closely related parties) is appointed as a proxy, they will not cast any votes in respect of Resolution 1 that arise from any undirected proxies they hold.

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for this item of business on the Proxy Form.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation and undirected proxies

Recommendation – The Board makes no recommendation with respect to voting on Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

CONDITIONAL SPILL RESOLUTION (Resolution 2)

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 2.

The Corporations Act requirements for Resolution 2

At the Company's previous annual general meeting, the votes cast against the remuneration report resolution considered at that annual general meeting were more than 25% of all of the votes that were cast on that resolution. Accordingly, the Spill Resolution will be relevant for this Meeting if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolutions to appoint persons to offices vacated by the Vacating Directors.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons who will seek election as directors of the Company at the Spill Meeting.

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 apply in the same manner to Resolution 2.

Recommendation – The Board recommends that Shareholders vote against the Resolution 2.

The Chair intends to vote undirected proxies AGAINST Resolution 2.

RE-ELECTION OF MR ADRIAN GILES AND MR THOMAS TRISCARI AS A DIRECTOR (Resolutions 3 and 4)

Listing Rule 14.4 provides that a director of an entity (other than a managing director) must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 58.1 of the Company's constitution requires one third of the directors to retire by rotation at each annual general meeting. Accordingly, each of Mr Adrian Giles and Mr Thomas Triscari retires from office and, being eligible, offers themselves for re-election.

If Resolution 3 is not approved, Mr Giles will not be re-elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 3 is approved, Mr Giles will remain a director until he nominates himself for re-election, retires or is otherwise removed as a director.

If Resolution 4 is not approved, Mr Triscari will not be re-elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 4 is approved, Mr Triscari will remain a director until he nominates himself for re-election, retires or is otherwise removed as a director.

Biographical details of Mr Adrian Giles

Adrian Giles is an entrepreneur in the Internet and Information Technology industries. In 1997 Mr Giles co-founded Sinewave Interactive which pioneered the concept of marketing a website using search engines and was the first company in Australia to offer Search Engine Optimisation (SEO) as a service.

Mr Giles co-founded Hitwise which grew over 10 years to become one of the most recognised global internet measurement brands in the USA, UK, Australia, NZ, Hong Kong, and Singapore. Whilst positioning the company for a NASDAQ listing in early 2007 Hitwise was sold to Experian (LSX: EXPN) in one of Australia's most successful venture capital backed trade sales.

Mr Giles is also Chairman of Fortress Esports - an esports and video game entertainment company.

Mr Giles is Chair of the Remuneration Committee and a member of the Audit & Risk Committee.

Directors' recommendation and undirected proxies

Recommendation – The Board (other than Mr Giles) recommends that Shareholders vote in favor of Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

Biographical details of Mr Thomas Triscari

Tom Triscari is a leading expert in the programmatic adtech industry. He is the founder and CEO of Lemonade Projects, a programmatic innovation agency based in NYC running strategic projects and experiments at the intersection of economics, game theory, and principles of radical transparency. The underlying thesis of Tom's work is based on his methodology paper Programmatic Lemon Market Game published in May 2020.

Mr Triscari's programmatic experience began in 2007 developing addressable TV and data product requirements as a consultant for Project Canoe in New York, an initiative led by Comcast and Time Warner. He managed a multi-market team at Yahoo! Europe in Barcelona with responsibility for Right Media, the first programmatic exchange, and Criteo in London, Tom built and managed supply-side and data science teams and was CEO at Amsterdam-based Yieldr, a DSP platform. In 2015, Tom founded Labmatik, a programmatic transformation consultancy.

Mr Triscari has a B.A. in Economics from UCLA, an MBA from the University of Notre Dame, and hosts Quo Vadis – a leading industry newsletter.

Directors' recommendation and undirected proxies

Recommendation – The Board (other than Mr Triscari) recommends that Shareholders vote in favour of Resolution 4.

The Chair intends to vote undirected proxies in favour of Resolution 4.

APPROVAL OF ISSUE OF SHARES TO DIRECTORS PURSUANT TO DIRECTOR FEES PLAN (Resolution 5)

The Director Fees Plan is to be established to allow the Directors to elect, from time to time, to be paid their remuneration through the issue of Shares, rather than as a cash payment. The Board believes the Director Fees Plan will form an important part of the remuneration for the Company's Directors that elect to participate in the Director Fees Plan, aligning their interests with those of Shareholders by linking their

remuneration to the long term success of the Company and its financial performance. The payment of remuneration to Directors through the issue of Shares instead of cash payments will also enable the Company to apply that cash to meet the operational needs of the Adslot business.

A summary of the key terms and conditions of the Director Fees Plan is set out in **Appendix A**.

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without prior approval of Shareholders. The Director Fees Plan set out in Appendix A is 'employee incentive scheme' for the purposes of the Listing Rules.

Further, Listing Rule 7.1 prohibits a listed entity from issuing in any 12 month period new shares, or securities convertible to shares, which are equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the 12 month period without the prior approval of Shareholders, unless the issue of equity securities is subject to an exception. Listing Rule 7.2 Exception 14 provides that where an issue of securities is approved by Shareholders for the purposes of ASX Listing Rule 10.14, then it will be exempt from the Company's 15% placement capacity restriction.

If Resolution 5 is passed, the Company will be able to issue Shares under the Director Fees Plan to the Company's participating Directors (or their respective nominees) over a period of three years without:

- a) needing to obtain additional approval under Chapter 10 of the Listing Rules for each issue of Shares; or
- b) impacting the Company's 15% equity securities placement limit under ASX Listing Rule 7.1.

Accordingly, approval is sought pursuant to Listing Rule 10.14 of the adoption by the Company of the Director Fees Plan and the issue of Shares to each of the following Directors (**Participating Directors**) on the terms of the Director Fees Plan:

- Mr Andrew Dyer (or his nominee);
- Mr Tom Triscari (or his nominee);
- Mr Adrian Giles (or his nominee); and
- Ms Sarah Morgan (or her nominee).

If Resolution 5 is not approved by Shareholders, Shares cannot be issued to the Participating Directors (or their nominees) in lieu of a cash payment for their Director's fees, and those Director's fees will instead be paid in cash.

Other Information provided in accordance with Listing Rule 10.15

The Directors who may be issued Shares under the Director Fees Plan are Mr Andrew Dyer, Mr Tom Triscari, Mr Adrian Giles and Ms Sarah Morgan. Each of them is a Director of the Company, and accordingly they fall within the category in ASX Listing Rule 10.14.1.

Directors who may be appointed or elected after Resolution 5 is passed will be entitled to elect to participate in the Director Fees Plan but will not be permitted to receive any Shares issued under the Director Fees Plan until after any Shareholder approval that is required under Listing Rule 10.14 (or otherwise under Chapter 10 of the Listing Rules) is obtained, or ASX grants a waiver from such requirement. There is no guarantee that a waiver will be applied for, or if applied for, that it will be granted.

The maximum number of Shares that can be issued under the Director Fees Plan to each Participating Director (or his or her nominee) for a three month period (or such alternative period as may be approved by the Board) is determined by the following formula:

$$N = ARE / MP$$

where:

- N means the number of Shares to be issued to the Director (or nominee), rounded down to the nearest whole Share
ARE means the Director's Accepted Remuneration Entitlement
MP means the Market Price

Each Participating Director's total current remuneration per annum is as follows:

Director	Salary and fees (\$)	Superannuation	Total
Mr Andrew Dyer	175,000 ¹		175,000
Mr Tom Triscari	74,000 ²		74,000
Mr Adrian Giles	68,150	6850	75,000
Ms Sarah Morgan	68,150	6850	75,000

Note 1: As announced on 13 August 2024, with effect from 1 September 2024, Mr Dyer's salary and fees were increased by \$75,000 to \$175,000 while he holds the role of Executive Chairman.

Note 2: Mr Triscari's remuneration (through his related entity) is US\$50,000 per annum, which has been converted to AU\$ in this table at an exchange rate of 0.6756.

The amounts in the table above are different from the remuneration disclosed in the Remuneration Report for the year ended 30 June 2024 due to changes to Mr Dyer's and Mr Triscari's remuneration arrangements. In addition, the Remuneration Report reflects remuneration accrued during the year ended 30 June 2024, while the table above reflects annualised remuneration to be paid from 15 October 2024.

If each of the Directors is paid 100% of their annual Director's fees through the issue of Shares under the Director Fees Plan, the following will be the effect on the holding of Shares of each of the Directors after one year:

Director	Current shareholding ¹	% of total share capital ²	Shares issued under Plan ³	Shareholding following issue ³	% of Total share capital
Mr Andrew Dyer	252,362,652	5.00%	175,000,000	427,362,652	7.87%
Mr Tom Triscari	-	0.00%	74,000,000	74,000,000	1.36%
Mr Adrian Giles	84,416,487	1.67%	68,150,000	152,566,487	2.81%
Ms Sarah Morgan	72,956,406	1.45%	68,150,000	141,106,406	2.60%

Note 1: Assuming no options are exercised and no further Shares are issued.

Note 2: Assuming there are currently 5,042,621,691 Shares on issue.

Note 3: Assuming the Shares are issued at \$0.001 per Share, that all Directors are paid 100% of their annual director's fees in the form of Shares under the Director Fees Plan and that no other Shares are issued or Options exercised.

The number of Shares in the table above reflects the maximum number of Shares that could be issued under the Director Fees Plan in FY25. If the Share price increases over that financial year, the number of Shares that may be issued under the Director Fees Plan will be less than shown in the table above.

No persons have received securities under the Director Fees Plan.

The Shares to be issued to Participating Directors (or their nominees) will be issued for no cash consideration (as they will be issued to satisfy the Company's obligation to pay remuneration to the Participating Directors).

No loan will be made by the Company in relation to the issue of Shares to Participating Directors (or their nominees) under the Director Fees Plan.

Details of any Shares issued under the Director Fees Plan, including that approval for the issue of Shares was obtained under Listing Rule 10.14, will be published in each annual report of the Company relating to the period in which Shares have been issued under the Director Fees Plan.

Each of Mr Andrew Dyer, Mr Tom Triscari, Mr Adrian Giles and Ms Sarah Morgan are entitled to participate in the Director Fees Plan.

If Shareholder approval is obtained, Shares will be issued in accordance with the Director Fees Plan within, and no later than, 3 years after the Meeting.

A voting exclusion statement in relation to this Resolution is set out in the Notice of Meeting.

Chapter 2E of the Corporations Act

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

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

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

The issue of Shares pursuant to the Director Fees Plan will constitute giving a financial benefit to related parties, as the Participating Directors are related parties of the Company by virtue of being Directors.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act will be applicable in the circumstances of Resolution 5 and accordingly, the Company is not seeking Shareholder approval for the issue of Shares to the Participating Directors (or their nominees) under the Director Fees Plan pursuant to Section 208 of the Corporations Act.

Directors' recommendation

Mr Andrew Dyer, Mr Tom Triscari, Mr Adrian Giles and Ms Sarah Morgan each have a material personal interest in Resolution 5 and therefore do not make any recommendation.

The Chair intends to vote undirected proxies in favour of Resolution 5.

APPOINTMENT OF MNSA PTY LTD AS COMPANY'S AUDITOR (Resolution 6)

The Board has considered the appointment of MNSA Pty Ltd as the proposed new auditor of the Company and its subsidiaries, as part of the audit rotation.

Grant Thornton Audit Pty Ltd (**GT**), the Company's auditor, has advised the Company that it has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign as auditor of the Company with effect from the close of the Meeting, subject to ASIC's approval. The consent of ASIC is required under the Corporations Act for GT to resign as auditor. If ASIC does not grant its consent to the resignation, GT will continue to hold office as the Company's auditor.

The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of MNSA Pty Ltd as auditor of the Company.

In accordance with section 328B of the Corporations Act, Feng Zhu, a Shareholder of the Company, has nominated MNSA Pty Ltd for appointment as auditor of the Company. A copy of the nomination is annexed as **Appendix B**. MNSA Pty Ltd has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent.

If Resolution 6 is not passed, GT will continue to hold office as the Company's auditor.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

APPROVAL OF 10% PLACEMENT FACILITY (Resolution 7)

The Company raised funds in the 2024 financial year to continue investment in key commercial projects, provide activation resources, strengthen the balance sheet and provide additional working capital.

To further grow the business and achieve its strategic objectives, the Company may also seek to issue further capital to (among other things) secure further strategic investment from suitable investors.

The capital available under the 10% Placement Facility could be used to pursue such opportunities, and also provides the Company with more flexibility to raise further working capital. In particular, the ability of the Company to issue Shares under the 10% Placement Facility will enable the Company to issue Shares in circumstances where it might otherwise be subject to the cost, delay and uncertainty of having to go back to the Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing market conditions.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility, should the need to do so arise.

Description of Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to seek approval of Shareholders by special resolution to have the capacity to issue Equity Securities (as defined below) equal to up to 10% of their issued share capital through placements over 12 months after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation (based on its main class of securities on issue) of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and had a market capitalisation at the close of business on 11 October 2024 of \$5.04 million based on a share price of \$0.001.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by special resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and Options, but can only issue Shares under Listing Rule 7.1A because the Options are not quoted.

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

(A x D) – E

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

- (a) plus the number of fully paid shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) plus the number of fully paid shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (c) plus the number of fully paid shares issued in the previous 12 months under an agreement to issue shares within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the 12 month period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (e) plus the number of any other fully paid shares issued in the previous 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (f) less the number of fully paid shares cancelled in the previous 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 5,042,621,691 Shares and has a capacity to issue subject to the Shareholder approval being sought under Resolution 7, 5,042,621,691 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per Equity Security which is not less than 75% of the *volume weighted average market price* (as defined in the Listing Rules) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the next annual general meeting; or
- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A on issue of any Shares.

Listing Rule 7.3A

Under and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) The Equity Securities will be issued at an issue price of not less than the Minimum Issue Price.

(b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting on 26 November 2024; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

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

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.005	\$0.001	\$0.002
		50% decrease in assumed Issue Price	Assumed Issue Price	100% increase in assumed Issue Price
Current variable "A" 5,042,621,691	10% voting dilution	504,262,169 Shares	504,262,169 Shares	504,262,169 Shares
	Funds raised	\$252,131	\$504,262	\$1,008,524
50% increase in current variable "A" 7,563,932,537	10% voting dilution	756,393,254 Shares	756,393,254 Shares	756,393,254 Shares
	Funds raised	\$378,197	\$756,393	\$1,512,787
100% increase in current variable "A" 10,085,243,382	10% voting dilution	1,008,524,338 Shares	1,008,524,338 Shares	1,008,524,338 Shares
	Funds raised	\$504,262	\$1,008,524	\$2,017,049

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.

- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) At 11 October 2024, there are currently 5,042,621,691 Shares on issue.
 - (viii) The issue price is \$0.001, being the closing price of the Shares on 11 October 2024.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period.
- (d) The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisitions of new businesses or investments (including expenses associated with such acquisition), expanding or accelerating the Company's businesses and general working capital.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case by case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which Shareholders can participate;
 - (ii) the effect of the issue of the Shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (f) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (g) The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 15 November 2023 (**Previous Approval**).
- (h) The Company issued Nil Equity Securities in the past 12 months preceding the date of the 2024 Annual General Meeting under Listing Rule 7.1A.2, which represent 0% of the total number of equity securities on issue at the commencement of the 12 month period.
- (i) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under a voting exclusion in the Notice.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

APPROVAL FOR ISSUE OF SHARES TO AN ASSOCIATE OF MR BEN DIXON (Resolution 8)

As announced on 7 October 2024, the Company has agreed, subject to obtaining Shareholder approval, to issue 200,000,000 Shares to Mr Ben Dixon and his associates, as part of the placement of the shortfall from the Entitlement Offer, the completion of which was announced on 7 October 2024.

The purpose of the funds raised under the Entitlement Offer, including the proposed issue to Mr Ben Dixon and his associates, was for working capital, to strengthen the Company's balance sheet and continue investment in key commercial projects.

Chapter 2E of the Corporations Act

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

- c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- d) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Dixon resigned from the Company as Executive Director and CEO on 6 September 2024. Considering Mr Dixon was a Director within 6 months of the commitment agreement, the issue of Shares to Mr Ben Dixon and his associates constitutes giving a financial benefit to a related party of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares to Mr Ben Dixon (or his associates) because these Shares would be issued at the same price and on the same terms and conditions as the Shares that were issued to all other (unrelated) subscribers to the Entitlement Offer, and as such, the giving of the financial benefit to Mr Dixon will be on arm's length terms.

Listing Rule 10.11

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or their associate, unless an exception in ASX Listing Rule 10.12 applies.

Mr Dixon and his associates fall within Listing Rule 10.11.3 and do not fall within any of the exceptions in Listing Rule 10.12. As such, Shareholder approval pursuant to ASX Listing Rule 10.11 is required.

Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of 200,000,000 Shares within one month after the date of the Meeting.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the 200,000,000 Shares (because approval is being obtained under Listing Rule 10.11), the issue of these Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the 200,000,000 Shares to Mr Dixon (or his nominees) and his associates.

Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- a) the 200,000,000 Shares will be issued to Dawnie Dixon Pty Ltd, an associate of Mr Ben Dixon,;
- b) Mr Dixon is a related party of the Company, by virtue of having been a director of the Company within the past 6 months, and Dawnie Dixon Pty Ltd is an associate of Mr Dixon and therefore falls within Listing Rule 10.11.4;
- c) a maximum of 200,000,000 Shares will be issued to Mr Dixon (or his nominees) and his associates;
- d) the Shares will be issued for \$200,000 at the price of \$0.001 per Share;
- e) the purpose of the issue of the Shares is to raise funds for working capital, to strengthen the Company's balance sheet and continue investment in key commercial projects;
- f) the 200,000,000 Shares will be issued no later than 1 month after the date of the Meeting and it is intended that the issue of the Shares will occur on the same date as the Meeting;
- g) the Shares are being issued as part of commitment agreements between the Company and Mr Dixon (or his nominees) and his associates, subject to shareholder approval; and
- h) a voting exclusion statement is included in this Notice for Resolution 8.

Directors' recommendation and undirected proxies

Recommendation – The Board recommends that Shareholders vote in favor of Resolution 8.

The Chair intends to vote undirected proxies in favour of Resolution 8.

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

Accepted Remuneration Entitlement	the dollar value of the portion of the Director's Remuneration Entitlement that a Director elects to receive as Shares under the Director Fees Plan.
AEDT	Australian Eastern Daylight Time (or Standard Time, as the case may be).
AGM	an annual general meeting of the Company.
Annual Report	the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2024.
ASX	ASX Limited.
Auditor's Report	the auditor's report on the Financial Report.
Board	the board of Directors of the Company.
Chair	Chairperson of the Meeting.
Chairman	Chairman of the Company.
Company or Adslot	Adslot Ltd ACN 001 287 510.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Director Fees Plan	means the director fees plan to be adopted by the Company, the material terms of which are described in Appendix A.
Director's Report	the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Entitlement Offer	the 3:4 accelerated pro-rata non-renounceable entitlement offer (with an issue price of \$0.001 per Share) announced by the Company on 17 June 2024.
Equity Securities	has the meaning given in Chapter 19 of the Listing Rules.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice.
Financial Report	the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	the Official Listing Rules of ASX.

Market Price	means the volume weighted average price of Shares over a period of 90 days (or such other period that may be determined by the Board, acting reasonably, from time to time) ending on the day prior to the date that the Director gives a notice to the Company under the Director Fees Plan electing to receive Shares in payment of the Director's Remuneration Entitlement.
Meeting or Annual General Meeting	the annual general meeting of Shareholders (convened by the Notice) to be held on 26 November 2024 at 9.30am (AEDT).
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Option	an incentive option to subscribe for Shares, on the terms set out in Annexure B of this Notice and the applicable terms of the Option Plan.
Plan Share	means a Share issued in accordance with the Director Fees Plan.
Proxy Form	the proxy form attached to the Notice.
Remuneration Entitlement	means the remuneration to which a Director is entitled for a three month period (unless an alternative period is approved by the Board).
Remuneration Report	the remuneration report of the Company contained in the Directors' Report.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of at least one Share.
Trading Days	has the meaning given in Chapter 19 of the Listing Rules.
Vacating Directors	means the Directors who were directors of the Company when the resolution to make the directors' report considered at the last annual general meeting of the Company was passed, other than the Managing Director at that time.

APPENDIX A: SUMMARY OF MATERIAL TERMS OF DIRECTOR FEES PLAN

Term	DETAIL
Purpose	The Director Fees Plan is to be established to allow directors of the Company to elect, from time to time, to be paid their remuneration through the issue of Shares (rather than as a cash payment).
Who is eligible to participate?	A person holding the office of director of the Company may be invited to participate in the Director Fees Plan
What remuneration will be paid to Directors under the Director Fees Plan?	<p>The remuneration is to be paid by the Company to a Director as consideration for their role as a Director. This amount will not change through the issue of Plan Shares (ie each Director's total remuneration will remain the same as if it were otherwise paid in cash).</p> <p>Each Director participating in the Director Fees Plan may elect to receive all or part of their Remuneration Entitlement for a three month period (or other period approved by the Board) as Shares.</p>
At what price will Shares be issued under the Director Fees Plan?	Shares will be issued under the Director Fees Plan at their market price. This is calculated as the volume weighted average price of Shares over a period of 90 days (or such other period that may be determined by the Board, acting reasonably, from time to time) ending on the day prior to the date that a Director gives a notice to the Company under the Director Fees Plan electing to receive Shares in payment of the Director's Remuneration Entitlement .
Invitation to participate	<p>The Company may, at the discretion of the Board, invite a Director (or a person nominated by a Director who is approved by the Board) to apply for Plan Shares in satisfaction of the Director's Remuneration Entitlement.</p> <p>An Invitation must be in writing, in such form as the Board determines, and provided to a Director no later than fourteen days (or such other period as may be determined by the Board) before the end of the period to which the Remuneration Entitlement specified in the Invitation relates.</p>
Acceptance by a Director	<p>If a Director wishes to accept an Invitation to be issued Shares under the Director Fees Plan, the Director must provide the Company with an acceptance notice no later than fourteen days, or such longer period agreed by the Board, after the relevant Invitation was received. If a Director does not provide an acceptance notice within that period, the invitation will lapse.</p> <p>Subject to the terms of the invitation given to the Director, a Director may elect to apply (or for the Director's approved nominee to apply) for Plan Shares in satisfaction of all or part of the Director's Remuneration Entitlement.</p>
Issue of Plan Shares	<p>Within 21 days of receipt by the Company of an acceptance notice, the Company must issue to the Director (or his or her approved nominee where applicable) the number of Plan Shares to which the Director is entitled under that acceptance notice, calculated as follows:</p> $N = ARE / MP$ <p>where:</p> <p>N means the number of Plan Shares to be issued to the Director (or his or her nominee), rounded down to the nearest whole Share</p> <p>ARE means the Director's Accepted Remuneration Entitlement</p> <p>MP means the Market Price</p> <p>Upon the issue of Plan Shares, the Company must promptly apply to the ASX for official quotation of those Plan Shares within the period required by ASX. Plan Shares will rank equally in all respects and will have the same rights and entitlements as ordinary Shares under the Company's Constitution.</p> <p>The issue of Plan Shares will constitute full satisfaction of the relevant Accepted Remuneration Entitlement, and the Director (and his or her nominee) to whom the Plan Shares are issued will have, for the avoidance of doubt, no entitlement to any amount of that Accepted Remuneration Entitlement in any other form.</p>

APPENDIX B AUDITOR NOMINATION LETTER

11 October 2024

Adslot Limited (Company)
L2 419- 425 Collins Street,
Melbourne VIC 3000

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE
CORPORATIONS ACT 2011 (Cth)

I, Feng Zhu (Frank) <HIN: X*****5607>, being a member of Adslot Limited nominates MNSA Pty Ltd of Level 1, 283 George Street, SYDNEY, NSW 2000, for appointment to the position of Auditor of the Company at the next Annual General Meeting.



Feng Zhu (Frank)

Adslot.

Adslot Limited
ABN 70 001 287 510

ADS

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Sunday, 24 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adslot Limited to be held at Hall & Wilcox, Level 18, 347 Kent Street, Sydney, NSW 2000 on Tuesday, 26 November 2024 at 9:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 2, 5, 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2, 5, 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 2 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 2, 5, 8 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Adrian Giles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Thomas Triscari as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of issue of Shares to Directors pursuant to Director Fees Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Appointment of MNSA Pty Ltd as Company's Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval for issue of Shares to an associate of Mr Ben Dixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 2 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

ADS

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Computershare



Adslot.

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Adslot Limited Annual General Meeting

The Adslot Limited Annual General Meeting will be held on Tuesday, 26 November 2024 at 9:30am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 9:30am (AEDT) on Sunday, 24 November 2024.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Hall & Wilcox, Level 18, 347 Kent Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.