

## Notice of Extraordinary General Meeting

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The Extraordinary General Meeting of **Cashwerkz Limited** (ABN: 42 010 653 862) will be held at:

**Time: 10:30am (AEST)**

**On Date: Monday, 22 June 2020 (Meeting)**

**Shareholders or appointed Proxies will be able to log into an online platform managed by the Company to attend the Extraordinary General Meeting electronically by either video or audio link.**

**Shareholders and appointed Proxies and Corporate Representatives will NOT be able to attend the Meeting in person.**

Shareholders will be able to:

- attend online and participate at the Meeting virtually via an online platform provided by the Company as set out in the Cashwerkz Virtual Meeting Instructions (CVMI); or
- participate in voting by lodging a proxy online or by post or email.

Executive Chairman, John Nantes and CEO, John Lechte will conduct the Meeting electronically.

Full details on how to participate in the Extraordinary General Meeting and vote are set out in this Notice of Meeting and the CVMI available on the Company's website [www.cashwerkz.com.au](http://www.cashwerkz.com.au).

This notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 7 3020 3020 if you wish to discuss any matter concerning the Meeting.

## Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Cashwerkz Limited ('Company') will be held as an online only meeting at **10:30am (AEST) on Monday, 22 June 2020 (Meeting)**.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice of Meeting.

Shareholders may attend and vote at the Meeting, via an online electronic platform or by proxy. Shareholders are urged to vote by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10:30am (AEST) on Saturday, 20 June 2020.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

### Agenda

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#### **RESOLUTION 1 – RATIFICATION OF TRANCHE 1 OF PLACEMENT UNDER LISTING RULE 7.1**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 23,982,258 Shares each at an issue price of \$0.13 (Tranche 1 Placement) on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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#### **RESOLUTION 2 – APPROVAL OF DIRECTOR PARTICIPATION IN TRANCHE 2 OF PLACEMENT – JOHN NANTES**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 230,769 Shares to De Nantes Investment Co Pty Ltd, being an entity associated with John Nantes, a Director of the Company, at an issue price of \$0.13 per Share on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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#### **RESOLUTION 3 – APPROVAL OF DIRECTOR PARTICIPATION IN TRANCHE 2 OF PLACEMENT – BROOK ADCOCK**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 12,812,500 Shares to Adcock Private Equity Pty Ltd, being an a entity associated with Brook Adcock, a Director of the Company, at an issue price of \$0.13 per Share on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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**RESOLUTION 4 – APPROVAL OF DIRECTOR PARTICIPATION IN TRANCHE 2 OF PLACEMENT – MICHAEL HACKETT**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 153,846 Shares to Costine Pty Ltd, being an entity associated with Michael Hackett, a Director of the Company, at an issue price of \$0.13 per Share on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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**RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN TRANCHE 2 OF PLACEMENT – NATHAN LEMAN**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 76,923 Shares to Mikko Constructions Pty Ltd, being an entity associated with Nathan Leman, a Director of the Company, at an issue price of \$0.13 per Share on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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**RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN TRANCHE 2 OF PLACEMENT – CRAIG SWANGER**

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

*“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 76,923 Shares to Craig Swanger, a Director of the Company, or his nominee, at an issue price of \$0.13 per Share on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

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**VOTING PROHIBITION AND EXCLUSION STATEMENTS**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution 1 – Ratification of Tranche 1 of Placement under	Persons who participated in the Tranche 1 Placement and any associates of those persons.
Resolution 2 – Approval of Director Participation in Tranche 2 of Placement – John Nantes	De Nantes Investment Co Pty Ltd, John Nantes
Resolution 3 - Approval of Director Participation in Tranche 2 of Placement – Brook Adcock	Adcock Private Equity Pty Ltd, Brook Adcock.
Resolution 4 - Approval of Director Participation in Tranche	Costine Pty Ltd, Michael Hackett.

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2 of Placement – Michael  
Hackett

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Resolution 5 - Approval of  
Director Participation in Tranche  
2 of Placement – Nathan Leman

Mikko Constructions Pty Ltd, Nathan Leman.

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Resolution 6 - Approval of  
Director Participation in Tranche  
2 of Placement – Craig Swanger

Craig Swanger (or his nominee) or any of their  
associates.

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However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

By order of the Board of Directors  
Cashwerkz Limited

Jerome Jones  
Company Secretary  
22 May 2020

# Explanatory Memorandum

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## 1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Unless otherwise indicated, in this Explanatory Memorandum references to Shares means existing ordinary shares in the Company at the date of this Notice of Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of the Explanatory Memorandum.

Please contact the Company Secretary on +61 7 3020 3020 if you wish to discuss any matter concerning the Meeting. This number will automatically divert to a Cashwerkz staff member during standard office hours as required.

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## 2 FORWARD LOOKING STATEMENTS

This Explanatory Memorandum contains forward-looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions,

could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Explanatory Memorandum.

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### **3 ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **3.1 Virtual Meeting**

Shareholders (and appointed proxies) will be able to attend and participate in the Meeting virtually via an online platform managed by the Company. Shareholders attending and participating in the Meeting virtually via the online platform will be able to watch the meeting live, and vote and ask questions online, during the meeting. Prior registration by shareholders wishing to attend the Meeting will be required to enable identification and to ensure privacy. Full details are set out in the Cashwerkz Virtual Attendance Instructions available on the Company's website [www.cashwerkz.com.au](http://www.cashwerkz.com.au).

#### **3.2 Proxies**

All Shareholders are invited and encouraged to attend the Meeting virtually. Attendance in person will not be available because of the strict public gathering restrictions in place due to Covid-19. Shareholders who cannot attend the Meeting (via the online platform) are encouraged to lodge a proxy or appoint a representative (or **proxy**) to attend on their behalf by completing, signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10:30am (AEST) on Saturday, 20 June 2020. Any Proxy Form received after that time may not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	Cashwerkz Limited GPO Box 6, Brisbane QLD 4000
By Email	<a href="mailto:shareholders@cashwerkz.com">shareholders@cashwerkz.com</a>
By Facsimile	+61 7 3020 3080

#### **3.3 Corporate representatives**

Any Shareholder that is a body corporate may appoint a person to act as its corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An Appointment of Corporate Representative Form is available from the Company's Registry on the Boardroom Pty Limited website at [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au).

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## 4 BACKGROUND – PLACEMENT

### 4.1 Placement

As announced on 13 May 2020, the Company received subscriptions for 38,461,538 new fully paid ordinary Shares at an issue price of \$0.13 (13 cents) per Share from sophisticated and professional investors including directors of the Company (**Placement**).

The subscriptions to the Placement have been separated into in the following two tranches for separate issue:

- The first tranche of 25,110,577 Shares representing 15.71% of the issued capital prior to the Placement were issued to unrelated sophisticated and professional investors on Wednesday, 13 May 2020 using the Company's existing authorities under ASX Listing Rule 7.1 (23,982,258 shares) and 7.1A (1,128,319 shares) (**Tranche 1 Placement**); and
- The second tranche of 13,350,961 Shares to related party subscribers that will be issued provided the Company obtains the relevant Shareholder approval under ASX Listing Rule 7.1 and 10.11 (**Tranche 2 Placement**).

The funds raised, after costs, will be used to diversify the Company's product offering of term deposits and other cash securities to include domestic and international bonds and other deposit instruments, as well as to strengthen operational personnel skills and experience, expand more targeted marketing and to further develop the Cashwerkz Platform to support projected growth. The plan is to engage new bond market professionals in the near term, with the intention of building a bond trading platform for investors that is secure and transparent based on open architecture.

Blue Ocean Equities Pty Ltd (BOEQ) acted as the Lead Manager for the Placement. The Company has agreed to pay BOEQ an aggregate fee of 5% of the proceeds (before costs of the issue) and to issue 1,200,000 Options exercisable within three years after the issue date of the Tranche 1 Shares, each of which entitles the holder to subscribe for one fully paid ordinary share in the Company at a price equal to 150% of the \$0.13 issue price to subscribers to the Placement (\$0.19.5).

### 4.2 Capital Structure

The table below provides a summary of the capital structure of the Company at the date of this Notice of Meeting and upon completion of the Tranche 1 and Tranche 2 Share issues proposed in this Notice of Meeting (assuming all six (6) resolutions are passed).

	Shares
Shares on issue prior to the Placement	159,881,719
Tranche 1 Placement Shares (LR 7.1 & 7.1A facility) (Resolution 1)	25,110,577
Shares on issue immediately prior to General Meeting	184,992,296

Tranche 2 Placement Shares (Resolution 2, 3, 4, 5 and 6)	13,350,961
<b>Total Shares on issue after the Issue of Tranche 1 and 2 Placement Shares*</b>	<b>198,343,257</b>

\*Subject to Shareholder approval

## 5 RESOLUTION 1 – RATIFICATION OF TRANCHE 1 OF PLACEMENT

### 5.1 Introduction

Resolution 1 seeks Shareholder approval to ratify the issue of 25,110,577 Shares (**Tranche 1 Shares**) to sophisticated and professional investors under the Tranche 1 Shares Placement. Of this number, 1,128,319 Shares were issued under the Company's Listing Rule 7.1A capacity (**10% Placement Capacity**) that was refreshed by Shareholders at the Annual General Meeting held on 26 November 2019 and 23,982,258 Shares were issued under Company's Listing Rule 7.1 capacity (**15% Placement Capacity**)

### 5.2 ASX Listing Rules

ASX Listing Rule 7.1 (subject to certain exceptions) requires the prior approval of shareholders for an issue of equity securities if those equity securities will, when aggregated with the equity securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that, an issue of equity securities by an entity made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach the ASX Listing Rule 7.1 and approval of its ordinary shareholders is subsequently obtained.

The issue of 23,982,258 Tranche 1 Shares did not breach ASX Listing Rule 7.1 at the time of issue. Ratification of the issue and allotment of the Tranche 1 Shares is sought to reinstate the Company's 15% Placement Capacity following issue of Tranche 1 Shares on 13 May 2020.

### 5.3 Information required by Listing Rule 7.5

For the purpose of Listing Rule 7.5, the following information is provided about the issue:

- (a) 25,110,577 Shares were issued on the following basis:
  - (i) 23,982,258 Shares issued pursuant to ASX Listing Rule 7.1; and
  - (ii) 1,128,319 Shares issued pursuant to ASX Listing Rule 7.1A.
- (b) the Shares were issued at \$0.13 (13 cents) per Share.
- (c) the Shares issued are fully paid ordinary Shares in the capital of the Company and rank equally with all existing fully paid ordinary Shares.
- (d) the Shares were issued to either sophisticated investors or professional investors within the meaning of sections 708(8) and 708(11) of the Corporations Act.

- (e) the funds raised from the issue will be used as set out in Section 4.1 above.
- (f) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting in Resolution 1.

#### **5.4 Directors' recommendation**

Failure to ratify the reinstatement of the placement capacity available under Listing Rule 7.1 following the issue of the Tranche 1 Shares may result in the Company being less able to maximise business opportunities by proceeding with a further issue of equity securities within the next 12 month period. Any delay associated with obtaining Shareholder approval means that the Company may be unable to act in an opportunistic manner and potentially puts any such raising at risk.

The Board unanimously recommend that Shareholders vote in favour of Resolution 1.

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## **6 RESOLUTION 2 – 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT**

### **6.1 Chapter 2E of the Corporations Act**

Subject to certain exceptions, section 208 of the Corporations Act requires a public company to obtain approval of the public company's members in the manner set out in section 217 to 227 of the Corporations Act if that public company intends to give a financial benefit to a related party of the public company.

All Directors, John Nantes, Brook Adcock, Michael Hackett, Nathan Leman and Craig Swanger or their respective related entities, have applied to participate in the Tranche 2 Placement subject to Shareholder approval. Each Director is a related party to the Company.

A financial benefit is defined in section 229 of the Corporations Act in broad terms and includes the issue of Shares.

Section 210 of the Corporations Act provides that member approval is not needed to give a financial benefit to a related party if the public company and the related party are dealing at arm's length, or the issue terms are less favourable to the related party.

The Company is of the view that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2, 3, 4, 5 and 6 because the terms on which the Tranche 2 Shares are being issued to the Directors are the same as those being issued to non-related party participants in the Placement, and therefore are at arms-length.

### **6.2 Listing Rule 10.11**

ASX Listing Rule 10.11 (subject to certain exceptions, none of which are relevant here) requires the prior approval of the shareholders of a listed entity for an issue of equity securities to a related party of the listed entity or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

The ASX Listing Rules define 'related party' in the same manner as the term is defined in the Corporations Act. As noted in section 6.1 above, each Director is a related party of the Company pursuant to section 228(4) of the Corporations Act and therefore will also be a related party for the purposes of ASX Listing Rule 10.11.

Accordingly, Shareholder approval of Resolution 2, 3, 4, 5 and 6 is required pursuant to ASX Listing Rule 10.11. If the approval is given under Resolution 2, 3, 4, 5 and 6, approval is not required under Listing Rule 7.1 for the issue (as per exception 14 of Listing Rule 7.2) and will not be included in the calculation of the 15% Placement Capacity.

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## **7 RESOLUTION 2 – APPROVAL OF DIRECTOR PARTICIPATION IN THE TRANCHE 2 PLACEMENT – JOHN NANTES**

### **7.1 Introduction**

Director John Nantes has subscribed for 230,769 Shares in the Tranche 2 Placement (**Nantes Securities**) subject to Shareholder approval.

Resolution 2 seeks Shareholder approval for the issue of Nantes Securities pursuant to ASX Listing Rule 10.11.

### **7.2 Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) the Nantes Securities are being issued to De Nantes Investment Co Pty Ltd. John Nantes is a director and shareholder of De Nantes Investment Co Pty Ltd and therefore a related party of the Company ;
- (b) the maximum number of Shares to be issued is 230,769;
- (c) the Nantes Securities will be issued no later than one month after the Company obtains Shareholder approval for the issue of the Nantes Securities. The Company expects to issue the Nantes Securities within 5 business days after the date of the Meeting;
- (d) the issue price of the Nantes Securities is \$0.13 per Share;
- (e) the Nantes Securities to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all existing Shares on issue on and from the date of issue;
- (f) funds raised from the issue of Nantes Securities will be aggregated with and used for the purpose stated at Section 4.1, and
- (g) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting on Resolution 2.

### **7.3 Director's Recommendation**

Failure to approve the issue of Nantes Securities to De Nantes Investment Co Pty Ltd would result in John Nantes being unable to participate in the Tranche 2 Placement, potentially limiting the alignment of John Nante's interests with that of the Company and the Shareholders.

The Board (excluding John Nantes) unanimously recommend that Shareholders vote in favour of Resolution 2.

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## **8 RESOLUTION 3 – APPROVAL OF DIRECTOR PARTICIPATION IN THE TRANCHE 2 PLACEMENT – BROOK ADCOCK**

### **8.1 Introduction**

Adcock Private Equity Pty Ltd, an entity controlled by Director Brook Adcock, has subscribed for 12,812,500 Shares in the Tranche 2 Placement (**Adcock Securities**) subject to Shareholder approval.

Resolution 3 seeks Shareholder approval for the issue of Adcock Securities pursuant to ASX Listing Rule 10.11.

### **8.2 Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) the Adcock Securities are being issued to Adcock Private Equity Pty Ltd. Brook Adcock is a director and shareholder of Adcock Private Equity and therefore a related party of the Company;
- (b) the maximum number of Shares to be issued is 12,812,500;
- (c) the Adcock Securities will be issued no later than one month after the Company obtains Shareholder approval for the issue of the Adcock Securities. The Company expects to issue the Adcock Securities within 5 business days after the date of the Meeting;
- (d) the issue price of the Adcock Securities is \$0.13 per Share;
- (e) the Adcock Securities to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all existing Shares on issue on and from the date of issue;
- (f) funds raised from the issue of Adcock Securities will be aggregated with and used for the purpose stated at Section 4.1; and
- (g) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting on Resolution 3.

### **8.3 Director's Recommendation**

Failure to approve the issue of Adcock Securities to Adcock Private Equity Pty Ltd would result in Brook Adcock being unable to participate in the Tranche 2 Placement, potentially limiting the alignment of Brook Adcock's interests with that of the Company and the Shareholders.

The Board (excluding Brook Adcock) unanimously recommend that Shareholders vote in favour of Resolution 3.

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## **9 RESOLUTION 4 – APPROVAL OF DIRECTOR PARTICIPATION IN THE TRANCHE 2 PLACEMENT – MICHAEL HACKETT**

### **9.1 Introduction**

Costine Pty Ltd, an entity controlled by Director Michael Hackett has subscribed for 153,846 Shares in the Placement (**Hackett Securities**) subject to Shareholder approval.

Resolution 4 seeks Shareholder approval for the issue of Hackett Securities pursuant to ASX Listing Rule 10.11.

## 9.2 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) the Hackett Securities are being issued to Costine Pty Ltd. Michael Hackett is a director and shareholder of Costine and therefore a related party of the Company;
- (b) the maximum number of Shares to be issued is 153,846;
- (c) the Hackett Securities will be issued no later than one month after the Company obtains Shareholder approval for the issue of the Hackett Securities. The Company expects to issue the Hackett Securities within 5 business days after the date of the Meeting;
- (d) the issue price of the Hackett Securities is \$0.13 per Share;
- (e) the Hackett Securities to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all existing Shares on issue on and from the date of issue;
- (f) funds raised from the issue of Hackett Securities will be aggregated with and used for the purpose stated at Section 4.1; and
- (g) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting on Resolution 4.

## 9.3 Director's Recommendation

Failure to approve the issue of Hackett Securities to Costine Pty Ltd would result in Michael Hackett being unable to participate in the Tranche 2 Placement, potentially limiting the alignment of Michael Hackett's interests with that of the Company and the Shareholders.

The Board (excluding Michael Hackett) unanimously recommend that Shareholders vote in favour of Resolution 4.

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## 10 RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN THE TRANCHE 2 PLACEMENT – NATHAN LEMAN

### 10.1 Introduction

Mikko Constructions Pty Ltd, an entity controlled by Director Nathan Leman has subscribed for 76,923 Shares in the Placement (**Leman Securities**) subject to Shareholder approval.

Resolution 5 seeks Shareholder approval for the issue of Leman Securities pursuant to ASX Listing Rule 10.11.

### 10.2 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) the Lemman Securities are being issued to Mikko Constructions Pty Ltd. Nathan Lemman is a director and shareholder of Mikko and therefore a related party of the Company;
- (b) the maximum number of Shares to be issued is 76,923;
- (c) the Lemman Securities will be issued no later than one month after the Company obtains Shareholder approval for the issue of the Lemman Securities. The Company expects to issue the Lemman Securities within 5 business days after the date of the Meeting;
- (d) the issue price of the Lemman Securities is \$0.13 per Share;
- (e) the Lemman Securities to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all existing Shares on issue on and from the date of issue;
- (f) funds raised from the issue of Lemman Securities will be aggregated with and used for the purpose stated at Section 4.1.; and
- (g) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting on Resolution 5.

### **10.3 Director's Recommendation**

Failure to approve the issue of Lemman Securities to Mikko Constructions Pty Ltd would result in Nathan Lemman being unable to participate in the Tranche 2 Placement, potentially limiting the alignment of Nathan Lemman's interests with that of the Company and the Shareholders.

The Board (excluding Nathan Lemman) unanimously recommend that Shareholders vote in favour of Resolution 5.

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## **11 RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE TRANCHE 2 PLACEMENT – CRAIG SWANGER**

### **11.1 Introduction**

Director Craig Swanger has subscribed for 76,923 Shares in the Tranche 2 Placement (**Swanger Securities**) subject to Shareholder approval.

Resolution 6 seeks Shareholder approval for the issue of Swanger Securities pursuant to ASX Listing Rule 10.11.

### **11.2 Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13, the following information is provided about this issue:

- (a) the Swanger Securities are being issued to Craig Swanger;
- (b) the maximum number of Shares to be issued is 76,923;
- (c) the Swanger Securities will be issued no later than one month after the Company obtains Shareholder approval for the issue of the Swanger Securities. The Company expects to issue the Swanger Securities within 5 business days after the date of the Meeting;
- (d) the issue price of the Swanger Securities is \$0.13 per Share;

- (e) the Swanger Securities to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all existing Shares on issue on and from the date of issue;
- (f) funds raised from the issue of Swanger Securities will be aggregated with and used for the purpose stated at Section 4.1; and
- (g) refer to the voting exclusion statement in the Notice of Meeting for details of those persons or entities which will be excluded from voting on Resolution 6.

### 11.3 Director's Recommendation

Failure to approve the issue of Swanger Securities to Craig Swanger would result in Craig Swanger being unable to participate in the Tranche 2 Placement, potentially limiting the alignment of Craig Swanger's interests with that of the Company and the Shareholders.

The Board (excluding Craig Swanger) unanimously recommend that Shareholders vote in favour of Resolution 6.

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## 12 SCHEDULE 1 – DEFINITIONS

In this Notice and Explanatory Memorandum:

<b>AEST</b>	means Australian Eastern Standard Time.
<b>ASIC</b>	means Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Cashwerkz Limited ABN 42 010 653 862
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Listing Rules</b>	means the listing rules of the ASX.
<b>Meeting</b>	means the meeting of Shareholders convened by this Notice.
<b>Notice or Notice of Meeting</b>	means this notice of meeting, which includes the Explanatory Memorandum.
<b>Placement</b>	has the meaning in section 4.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Securities Registry</b>	means Boardroom Pty Limited ABN 14 003 209 836.

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

**Shareholder** means a registered holder of a Share.

**Tranche 1 Placement** has the meaning in section 4.

**Tranche 2 Placement** has the meaning in section 4.

## CASHWERKZ LIMITED

FOR ALL ENQUIRIES CALL: +61 7 3020 3020

### Security Holder Name and Address

### Security Holding No :

ALL CORRESPONDENCE TO:  
Company Secretary  
GPO Box 6  
Brisbane QLD 4001

The Meeting will be held virtually at:

**Time: 10:30am (AEST)**

**Date: Monday, 22 June 2020.**

### 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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:30AM (AEST), Saturday 20 June 2020**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### 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.

#### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

### 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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below at least 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

**BY MAIL - GPO Box 6 Brisbane QLD 4001**

**BY FAX - +61 7 3020 3080**

**BY EMAIL - [shareholders@cashwerkz.com](mailto:shareholders@cashwerkz.com)**

**Shareholder Details - SECURITY HOLDING NO:**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

**STEP 1 - Appointment of Proxy**

I/We being a member/s of Cashwerkz Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')

**OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Extraordinary General Meeting of Cashwerkz Limited to be held at 10:30am (AEST) on Monday, 22 June 2020** 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.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Ratification of Tranche 1 of Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Director Participation in Tranche 2 of Placement – John Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Director Participation in Tranche 2 of Placement – Brook Adcock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Director Participation in Tranche 2 of Placement – Michael Hackett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Director Participation in Tranche 2 of Placement – Nathan Leman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Director Participation in Tranche 2 of Placement – Craig Swanger	<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.

**STEP 3 - Please sign here**

This section *must* be signed in accordance with the instructions overleaf 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

Date:        /        / 2020