

# Assetora Limited

ABN 69 604 384 885  
Suite 6 Level 7, 95-99 York Street, Sydney, NSW 2000

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## **Notice of 2026 General Meeting**

***Thursday, 29 January 2026***

***12:00PM AEDT***

***As a physical meeting at Level 7, 95-99 York St, Sydney,  
NSW, 2000***

This Notice of Meeting 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.

## Important Information for Shareholders about the Company's 2026 GM

# Venue and Voting Information

The General Meeting (GM) of the Shareholders to which this Notice of Meeting relates will be held at 12:00pm AEDT on Thursday, 29 January 2026 as a physical meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Ross Laidlaw Company Secretary at [rl@assetora.com](mailto:rl@assetora.com) at least 48 hours before the GM.

## Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy votes online by following the instructions contained on the accompanying proxy form.
<b>By post</b>	Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
<b>By hand</b>	Boardroom, level 8, 210 George Street, Sydney, NSW, 2000
<b>By email</b>	Completing the enclosed Proxy Form and lodging online at <a href="https://www.votingonline.com.au/aohgm2026">https://www.votingonline.com.au/aohgm2026</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting – therefore before 12:00pm (AEDT) on Tuesday, 27 January 2026. **Proxy Forms received later than this time will be invalid.**

# Other Information

## Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

## Electronic copies

The Company believes that the best way for shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

## Locating your SRN or HIN

Your SRN or HIN can be found on your Holding Statement. If you require further assistance with locating your SRN or HIN, you are encouraged to contact our share registry Boardroom Pty Limited or your broker as soon as possible, and well in advance of the AGM.

## Technical Difficulties

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

# Notice of General Meeting

Notice is hereby given that the General Meeting of Shareholders of Assetora Limited ABN 69 604 384 885 will be held at 12:00pm AEDT on Thursday, 29 January 2026 as a **physical meeting** (Meeting).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm AEDT on Tuesday, 27 January 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

# Resolutions

## 1. **Resolution 1** – Ratification of Prior Issue of 21,428,571 fully paid ordinary shares

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 21,428,571 fully paid ordinary shares issued on 24 February 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

## 2. **Resolution 2** – Approval of Issue of 3,571,429 fully paid ordinary shares

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,571,429 fully paid ordinary shares to CloudTech Group Pty Ltd, a sophisticated investor on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

### 3. **Resolution 3** – Approval of Issue of 14,285,714 fully paid ordinary shares

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 14,285,714 fully paid ordinary shares to CardioLink Pty Ltd, a sophisticated investor on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

### 4. **Resolution 4** – Approval of Issue of 7,142,858 fully paid ordinary shares

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 7,142,858 fully paid ordinary shares to Creative Capital Management Pty Ltd, a sophisticated investor on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

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

## 5. **Resolution 5** – Approval of Issue of 5,714,286 fully paid ordinary shares

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, the Shareholders of the Company approve the issue and allotment of 5,714,286 fully paid ordinary shares to ANCA Capital Pty Ltd, a related party, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to receive the securities as a result of the proposed issue; and
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

## 6. **Resolution 6** – Approval of Issue of 1,678,571 Fully Paid Ordinary Shares to Karakoram Trust

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, the Shareholders of the Company approve the issue and allotment of 1,678,571 fully paid ordinary shares to*

*Karakoram Trust, an indirect entity held by Director Raymond Jourdan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

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

- (a) a person who is expected to receive the securities as a result of the proposed issue; and
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

## 7. **Resolution 7** – Approval of Issue of 14,285,716 Attaching Unlisted Options to Placement Participant

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 14,285,716 Attaching Unlisted Options to Creative Capital Management Pty Ltd, a participant under the Placement, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

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

## 8. **Resolution 8** – Approval of Issue of 11,428,572 Attaching Unlisted Options to Placement Participant

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, the Shareholders of the Company approve the issue and allotment of up to 11,428,572 Attaching Unlisted Options to ANCA Capital Pty Ltd, a participant under the Placement, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue; and
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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## 9. **Resolution 9** – Approval of Issue of 3,357,142 Attaching Unlisted Options to Placement Participant

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, the Shareholders of the Company approve the issue and allotment of 3,357,142 Attaching Unlisted Options to Karakoram Trust, a placement participant and an indirect entity held by Director Raymond Jourdan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

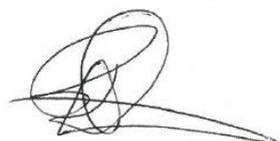
**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (d) a person who is expected to receive the securities as a result of the proposed issue; and
- (e) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (f) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

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

**BY ORDER OF THE BOARD**



Ross Laidlaw  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 12:00PM AEDT on Thursday 29 January 2026 as a **physical meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Resolutions

### **Resolution 1 – Ratification of Prior Issue of 21,428,571 fully paid ordinary shares**

#### **Background**

As announced by the Company on 17 February 2025, the Company issued 107,142,857 fully paid ordinary shares utilising the Company's existing capacity under Listing Rule 7.1 and/or Listing Rule 7.1A.

The Company announced that it had successfully raised \$1.5 million (before costs) via a placement to issue 107,142,857 fully paid ordinary shares.

#### **ASX Listing Rules 7.1 and 7.1A**

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of shares which were issued on 24 February 2025 (**Issue Date**).

107,142,857 fully paid ordinary shares were issued under Listing Rule 7.1A. On 17 March 2025 all listed shares in the company were consolidated on at 5:1 ratio as announced via an Appendix 3A.3. The 107,142,857 shares consequently were converted after the consolidation to 21,428,571 shares.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of 107,142,857 fully paid ordinary shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been

approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of fully paid ordinary shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of fully paid ordinary shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of fully paid ordinary shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12-month period following the Issue Date.

#### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The fully paid ordinary shares were issued to MFL Properties. None of the allottees were related parties, substantial holders of the Company, advisers of the Company or an associate of any of these parties.
- (b) The Company issued 107,142,857 fully paid ordinary shares (consolidated on 17 March 2025 to equal 21,428,571).
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) Each of the fully paid ordinary shares were issued at an issue price of \$0.014 per share, which raised \$1.5 Million.
- (e) The Shares were issued on 24 February 2025.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company to support key initiatives, including the enhancement of the technology platform, expansion of operational capabilities, and the launch of innovation alternative investment solutions.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 2 – Approval of Issue of 3,571,429 fully paid ordinary shares**

### **Background**

This Resolution seeks Shareholder approval to issue and allot up to 3,571,429 fully paid ordinary shares to CloudTech Group Pty Ltd a sophisticated investor for tranche 1 of a share placement.

The effect of this Resolution is for Shareholders to approve the issue of these shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is CloudTech Group Pty Ltd. The allottee is not a related party, substantial holder of the Company, adviser of the Company or an associate of any of these parties.
- (b) The maximum number of fully paid ordinary shares to be issued is 3,571,429.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These shares will be issued no later than 3 months after the date of the General Meeting. ).
- (e) The shares will be offered at an issue price of \$0.14 per share to raise \$500,000 in tranche 1.
- (f) Funds raised from the issue of the Shares will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives, and payment of debt.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution. The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 3 – Approval of Issue of 14,285,714 fully paid ordinary shares**

### **Background**

This Resolution seeks Shareholder approval to issue and allot up to 14,285,714 fully paid ordinary shares to CardioLink Pty Ltd, a sophisticated investor for a share placement.

The effect of this Resolution is for Shareholders to approve the issue of these shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is CardioLink Pty Ltd. The allottee is not a related party, substantial holder of the Company, adviser of the Company or an associate of any of these parties.
- (b) The maximum number of fully paid ordinary shares to be issued is 14,285,714.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These shares will be issued no later than 3 months after the date of the General Meeting .
- (e) The shares will be offered at an issue price of \$0.14 per share to raise \$2,000,000.
- (f) Funds raised from the issue of the Shares will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives, and payment of debt.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 4 – Approval of Issue of 7,142,858 fully paid ordinary shares**

### **Background**

This Resolution seeks Shareholder approval to issue and allot up to 7,142,858 fully paid ordinary shares to Creative Capital Management Pty Ltd, a sophisticated investor for two share placements in the amount of 3,571,429 each.

The effect of this Resolution is for Shareholders to approve the issue of these shares to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the shares are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Creative Capital Management Pty Ltd. The allottee is not a related party, substantial holder of the Company, adviser of the Company or an associate of any of these parties.
- (b) The maximum number of fully paid ordinary shares to be issued is 7,142,858.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These shares will be issued no later than 3 months after the date of the General Meeting.
- (e) The shares will be offered at an issue price of \$0.14 per share to raise \$1,000,000.
- (f) Funds raised from the issue of the Shares will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives, and payment of debt.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 5 – Approval of Issue of 5,714,286 fully paid ordinary shares**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 5,714,286 fully paid ordinary shares to ANCA Capital Pty Ltd, a related party of the Company. The Company has subscribed for new shares in a placement on commercial terms.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to entities in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, the issue or agreement should be approved by Shareholders.

ANCA Capital Pty Ltd is a related party due to two of its Directors being associates of the Company, ie Antonella De Rosa is married to Giuseppe Porcelli a Director of the Company and another Director Cara Younger is married to the CEO of the Company Darren Younger and a substantial shareholder holding 15.516%. Consequently, the entity in a position of influence for the purposes of Listing Rule 10.11.1. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.1

To this end, this Resolutions seeks the required Shareholder approval to issue the 5,714,286 fully paid ordinary shares to ANCA Capital Pty Ltd under and for the purposes of Listing Rule 10.11. 1

If approval is obtained under Listing Rule 10.11.1, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of shares and obtain further funding to achieve planned initiatives, assist with working capital and assist with payment of debt.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will be limited by this funding amount in achieving its planned initiatives, assisting with working capital and assisting with payment of debt.

The non-conflicted Directors of the Company (being Raymond Jourdan, Lisa Wade, Steven James and Alberto Basile carefully considered the issue of these fully paid ordinary shares to ANCA Capital Pty Ltd and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these fully paid

ordinary shares to ANCA Capital Pty Ltd fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of fully paid ordinary shares to ANCA Capital Pty Ltd requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

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

- (a) The allottee is ANCA Capital Pty Ltd, an entity which is a related party of the Company. Two of its Directors are associates of the Company, ie Antonella De Rosa is married to Giuseppe Porcelli a Director of the Company and another Director Cara Younger is married to the CEO of the Company Darren Younger. Consequently the entity is in a position of influence for the purposes of Listing Rule 10.11.1.
- (b) The maximum number of shares is 5,714,286.
- (c) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) These shares will be issued no later than 1 month after the date of the General Meeting.
- (e) The shares will be offered at an issue price of \$0.14 per share.
- (f) This is not intended to incentivise or remunerate a Director.
- (g) Funds raised from the issue of the Shares will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives, and payment of debt

#### Dilutionary effect to existing Shareholders’ interests

- (a) If Shareholder approval is obtained for this Resolution, the issue of the Shares to ANCA Capital Pty Ltd, will result in existing Shareholders’ interests being diluted by approximately 2.23%.

#### **Directors’ Recommendation**

The Board of Directors (excluding Giuseppe Porcelli) recommend Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 6 – Approval of Issue of 1,678,571 Fully Paid Ordinary Shares to Karakoram Trust (entity held by Raymond Jourdan, Director of the Company)**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 1,678,571 fully paid ordinary shares to Karakoram Trust, an entity held by Raymond Jourdan, Director of the Company. The Trust has subscribed for new shares in a placement on commercial terms.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (f) a related party;
- (g) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (h) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (i) an Associate of a person referred to in (a) to (c) above; and
- (j) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Raymond Jourdan is a Director, and is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.1

To this end, this Resolutions seeks the required Shareholder approval to issue the 1,678,571 fully paid ordinary shares to Karakoram Trust under and for the purposes of Listing Rule 10.11. 1

If approval is obtained under Listing Rule 10.11.1, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of shares and obtain further funding to achieve planned initiatives, assist with working capital and assist with payment of debt.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will be limited by this funding amount in achieving its planned initiatives, assisting with working capital and assisting with payment of debt.

The non-conflicted Directors of the Company, being Giuseppe Porcelli, Alberto Basile, Lisa Wade and Steven James carefully considered the issue of these fully paid ordinary shares to Raymond Jourdan and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these shares to Raymond Jourdan fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the

proposed issue requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

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

The following information in relation to the issue of the fully paid ordinary shares to Karakoram Trust, an entity held by Ramond Jourdan is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (h) The issue of shares is not intended to remunerate or incentivise the Director, Raymond Jourdan.
- (i) The allottee is Karakoram Trust, an entity held by Raymond Jourdan, a Director of the Company.
- (j) Raymond Jourdan is a Director and therefore falls within the related party category referred to in ASX Listing Rule 10.11.1.
- (k) The maximum number of shares is 1,678,571.
- (l) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (m) These shares will be issued no later than 1 month after the date of the General Meeting .
- (n) The shares will be offered at an issue price of \$0.14 per share.
- (o) .Funds raised from the issue of the Shares will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives,and payment of debt

### Dilutionary effect to existing Shareholders' interests

- (b) If Shareholder approval is obtained for this Resolution, the issue of the Shares to Karakoram Trust, an entity held by Raymond Jourdan, will result in existing Shareholders' interests being diluted by approximately 0.67%.

### **Directors' recommendation**

The Board of Directors (excluding Raymond Jourdan) recommend that Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## Resolution 7 - Approval of Issue of Attaching Unlisted Options to Placement Participants

Resolution 7 seeks shareholder approval to issue and allot a total of 14,285,716 Attaching Unlisted Options to Placement Participants as follows:

1. 14,285,716 Attaching Unlisted Options to Creative Capital Management Pty Ltd.

A summary of the material terms of the options are as follows:

- Each Attaching Unlisted Option will exercise into an equal number of fully paid ordinary share on conversion;
- Each Attaching Unlisted Option is exercisable at the higher of \$0.14 or 80% of 30-day VWAP at the time of exercise;
- There is no vesting period attached to the Attaching Unlisted Options; and
- Each Attaching Unlisted Option will expire 18 months from the date of issue, if not previously exercised.

The effect of this Resolution is for Shareholders to approve the issue of these Attaching Unlisted Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Attaching Unlisted Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Attaching Unlisted Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Attaching Unlisted Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Attaching Unlisted Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Attaching Unlisted Options are issued.

### Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottees are:
  - (1) Creative Capital Management Pty Ltd; and
- (b) The maximum number of Attaching Unlisted Options to be issued is 14,285,716.

- (c) These Attaching Unlisted Options will be issued by within 1 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (d) The Attaching Unlisted Option will be free in a 2:1 ratio of shares purchased.
- (e) The Attaching Unlisted Options are exercisable within 18 months at the higher of \$0.14 or 80% of the 30-day VWAP at the time of exercise.
- (p) Funds raised from the issue of the Attaching Unlisted Options will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives, and payment of debt.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Resolution 8 - Approval of Issue of Attaching Unlisted Options to Placement Participants**

Resolution 8 seeks shareholder approval to issue and allot a total of 11,428,572 Attaching Unlisted Options to Placement Participants as follows:

1. 11,428,572 Attaching Unlisted Options to ANCA Capital Pty Ltd a related party and substantial shareholder holding 15.516%.

A summary of the material terms of the options are as follows:

- Each Attaching Unlisted Option will exercise into an equal number of fully paid ordinary share on conversion;
- Each Attaching Unlisted Option is exercisable at the higher of \$0.14 or 80% of 30-day VWAP at the time of exercise;
- There is no vesting period attached to the Attaching Unlisted Options; and
- Each Attaching Unlisted Option will expire 18 months from the date of issue, if not previously exercised.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to entities in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, the issue or agreement should be approved by Shareholders.

ANCA Capital Pty Ltd is a related party due to two of its Directors being associates of the Company, ie Antonella De Rosa is married to Giuseppe Porcelli a Director of the Company and another Director Cara Younger is married to the CEO of the Company Darren Younger and a substantial shareholder holding 15.516%. Consequently, the entity in a position of influence for the purposes of Listing Rule 10.11.1. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.1

To this end, this Resolutions seeks the required Shareholder approval to issue the 11,428,572 Attaching Unlisted Options to ANCA Capital Pty Ltd under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11.1, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue and obtain further funding to achieve planned initiatives, assist with working capital and assist with

payment of debt.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will be limited by this funding amount in achieving its planned initiatives, assisting with working capital and assisting with payment of debt.

The non-conflicted Directors of the Company (being Raymond Jourdan, Lisa Wade, Steven James and Alberto Basile carefully considered the issue of these Attaching Unlisted Options to ANCA Capital Pty Ltd and formed the view that the giving of this financial benefit are on arm's length terms, as the securities are proposed to be issue on the same terms as offered to non related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Attaching Unlisted Options to ANCA Capital Pty Ltd fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Attaching Unlisted Options to ANCA Capital Pty Ltd requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

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

The following information in relation to the issue of the Attaching Unlisted Options to ANCA Capital Pty Ltd, a related party of the Company is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is ANCA Capital Pty Ltd, an entity which is a related party of the Company. Two of its Directors are associates of the Company, ie Antonella De Rosa is married to Giuseppe Porcelli a Director of the Company and another Director Cara Younger is married to the CEO of the Company Darren Younger. Consequently the entity in a position of influence for the purposes of Listing Rule 10.11.1.
- (b) Giuseppe Porcelli is Director of the Company.
- (c) The maximum number of Attaching Unlisted Options to be issued is 11,428,572.
- (d) The Attaching Unlisted Options will be issued no later than 1 month after the date of the General Meeting.
- (e) The Attaching Unlisted Options will be free in a 2:1 ratio of shares purchased
- (f) Funds raised from the issue of the Attaching Unlisted Options will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives and payment of debt.
- (g) The current total remuneration package received by the relevant Director is \$36,614.04 per year annum pro rated into Option.
- (h) The Attaching Unlisted Options are exercisable within 18 months at the higher of \$0.14 or 80% of the 30-day VWAP at the time of exercise.

### **Directors' Recommendation**

The Board of Directors (excluding Giuseppe Porcelli) recommend Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Resolution 9 – Approval of Issue of Attaching Unlisted Options to Placement Participant**

Resolution 9 seeks shareholder approval to issue and allot a total of 3,357,142 Attaching Unlisted Options to Placement Participants Karakoram Trust, an entity held by Raymond Jourdan, a Director of the Company.

A summary of the material terms of the options are as follows:

- Each Attaching Unlisted Option will exercise into an equal number of fully paid ordinary share on conversion;
- Each Attaching Unlisted Option is exercisable at the higher of \$0.14 or 80% 30 day VWAP at the time of exercise; There is no vesting period attached to the Attaching Unlisted Options; and
- Each Attaching Unlisted Option will expire 18 months from the date of issue, if not previously exercised.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and

a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders

As the Company is seeking approval to issue 3,357,142 Attaching Unlisted Options to Karakoram Trust, an entity held by Raymond Jourdan, a Director of the Company, Mr Jourdan is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, this Resolutions seeks the required Shareholder approval to issue the 3,357,143 Attaching Unlisted options to Karakoram Trust under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue

and will look be unable to proceed with planned working capital initiatives and debt repayments using these funds.

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

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Attaching Unlisted Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company being Giuseppe Porcelli, Alberto Basile, Lisa Wade and Steven James carefully considered the issue of these Attaching Unlisted Options to Raymond Jourdan and formed the view that the giving of this financial benefit are on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Attaching Unlisted Options to Raymond Jourdan fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Attaching Unlisted Options to Raymond Jourdan requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

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

The following information in relation to the issue of the Attaching Unlisted Options to Karakoram Trust, a related party of Raymond Jourdan is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Karakoram Trust, a related party of Raymond Jourdan
- (b) Raymond Jourdan is Director of the Company under Listing Rule 10.11.1.
- (c) The maximum number of Attaching Unlisted Options to be issued is 3,357,142.
- (d) The Attaching Unlisted Options will be issued no later than 1 month after the date of the General Meeting.
- (e) The Attaching Unlisted Options will be free in a 2:1 ratio of shares purchased
- (f) Funds raised from the issue of the Attaching Unlisted Options will be used by the Company for working capital as Assetora advances its alternative-asset platform, product development, and distribution initiatives and payment of debt.
- (g) The current total remuneration package received by the relevant Director is \$36,614.04 per year annum pro rated into Option.
- (h) The Attaching Unlisted Options are exercisable within 18 months at the higher of \$0.14 or 80% of the 30-day VWAP at the time of exercise.

### **Directors’ Recommendation**

The Board of Directors (excluding Raymond Jourdan) recommend Shareholders vote for this Resolution.

The Chairman of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary at [rl@assetora.com](mailto:rl@assetora.com) if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Attaching Unlisted Options** means options that are included as part of an eligible placement which include 2:1 free-attaching options, exercisable within 18 months at the higher of \$0.14 or 80% of the 30-day VWAP at the time of exercise.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Assetora Limited ABN 69 604 384 885.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "\$" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Placement Participants** means investors in securities offerings by the Company.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

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

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

**Share Registry** means Boardroom Pty Ltd

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## All Correspondence to:

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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Tuesday, 27 January 2026.**

### 💻 TO APPOINT A PROXY ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/aohgm2026>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

#### Appointment of a Second Proxy

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

To appoint a second proxy, you must:

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

### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

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

### STEP 3: SIGN THE FORM

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

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

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

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

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

### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 12:00pm (AEDT) on Tuesday, 27 January 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** <https://www.votingonline.com.au/aohgm2026>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

### Attending the Meeting

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

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

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

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

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held **in-person at Level 7, 95-99 York Street, Sydney NSW 2000 on Thursday, 29 January 2026 at 12:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote all undirected proxies **in favour** of each of the items of business.

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

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of 107,142,857 Fully Paid Ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of 3,571,429 Fully Paid Ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of 14,285,714 Fully Paid Ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of 7,142,858 Fully Paid Ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of 5,714,286 Fully Paid Ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue of 1,678,571 Fully Paid Ordinary shares to Karakoram Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue of 3,571,429 Attaching Unlisted Options to Placement Participant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Issue of 2,857,143 Attaching Unlisted Options to Placement Participant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Issue of 839,286 Attaching Unlisted Options to Placement Participant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2026