



**Spacetalk Ltd.**

**ABN 93 091 351 530**

## **Notice of 2021 Annual General Meeting**

**and**

## **Explanatory Statement**

**SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON**

Due to the ongoing COVID-19 pandemic the Company's Annual General Meeting will be held via a webcast. This is to comply with Australian Government regulations on gatherings and to ensure the health and safety of shareholders. Details on attending the Annual General Meeting via webcast are contained in this Notice of Annual General Meeting.

The Annual Report is available on the Spacetalk Ltd. website at:  
<https://investors.spacetalkwatch.com/>

**SPACETALK LTD****ABN 93 091 351 530****NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the 2021 Annual General Meeting of the shareholders of Spacetalk Ltd. (**Company**) will be held on Tuesday, 30<sup>th</sup> November 2021 at 11:30 am (AEDT).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all shareholders in person, in order to minimise the risk to shareholders and to the Company and its ongoing operations, shareholders will not be able to attend the meeting in person. The meeting will therefore be held via a webcast. Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the meeting via webcast must email the Company Secretary at [jnelson@spacetalkwatch.com](mailto:jnelson@spacetalkwatch.com) by 11:30 am (AEDT) on Friday, 26<sup>th</sup> November 2021 in order to register, and will then be provided with log in details prior to the start of the meeting.

The Directors strongly encourage all shareholders to lodge proxy forms prior to the meeting. The Company advises that a poll will be conducted for each of the resolutions.

Even if you intend to attend the meeting, we encourage you to complete and return the proxy form. The completed proxy form must be received by the Company at least 48 hours before the commencement of the meeting, being Sunday, 28<sup>th</sup> November 2021 at 11:30am (AEDT).

**Live Online Voting**

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting [www.web.lumiagm.com](http://www.web.lumiagm.com) on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge or Firefox); and
- entering the unique Meeting ID 384-377-241

Online voting registration will commence 15 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify shareholders accordingly via the Company's website at <https://investors.spacetalkwatch.com/> and the Company's announcements site on the ASX announcements platform (ASX code: SPA).

**Technical Difficulties**

Technical difficulties may arise during the course of the virtual AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of

shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 11:30am (AEDT) on Sunday, 28th November 2021 even if they plan to attend the meeting online.

## AGENDA

### ORDINARY BUSINESS

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#### FINANCIAL REPORT

To receive and consider the financial report and the reports of the Directors and Auditor for the year ended 30 June 2021.

The Annual Financial Report is available at the website of the Company (<https://investors.spacetalkwatch.com/>).

#### 1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

*“That the Remuneration Report for the financial year ended 30 June 2021 be adopted.”*

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 1. The Directors recommend shareholders vote in favour of Resolution 1 for the reasons set out in the Explanatory Statement.**

#### **Voting Exclusion – Resolution 1**

In accordance with section 250R(4) of the *Corporations Act 2001 (Cth)*, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such a member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- the person is the Chair of the Meeting at which the resolution is voted on and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR (MR MARTIN PRETTY)**

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

*“That Mr Martin Pretty, being a Director of the Company who retires by rotation in accordance with clause 13.2 of the Company’s constitution, and being eligible, is re-elected as a Director of the Company.”*

**A summary of Mr Martin Pretty’s qualifications and experience is set out in the Explanatory Statement accompanying this Notice. The Directors (with Mr Pretty abstaining) recommend shareholders vote in favour of Resolution 2 for the reasons set out in the Explanatory Statement.**

**SPECIAL BUSINESS**

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3. **RESOLUTION 3 – INCREASE IN TOTAL AGGREGATE AMOUNT OF DIRECTORS’ FEES PAYABLE TO ALL NON-EXECUTIVE DIRECTORS**

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

*“That approval be given for the purpose of ASX Listing Rule 10.17 and for all other purposes, for the total aggregate amount of Directors’ fees payable to all Non-Executive Directors of the Company to be increased from \$100,000 by \$400,000 to \$500,000 per financial year.”*

**Voting Exclusion – Resolution 3**

The Company will disregard any votes cast in favour of this resolution by or on behalf of a Director of the Company and any associate of a Director of the Company.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 in that way.

A vote on Resolution 3 must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 3. The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 3.**

#### 4. **RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF A WARRANT TO PURE ASSET MANAGEMENT PTY LTD**

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

*“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of a Warrant to require the Company to issue 11,000,000 shares, to Pure Asset Management Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion – Resolution 4**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Pure Asset Management Pty Ltd and any associate of Pure Asset Management Pty Ltd.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 in that way.

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 4. The Directors recommend shareholders vote in favour of Resolution 4 for the reasons set out in the Explanatory Statement.**

#### 5. **RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY OVER A 12 MONTH PERIOD**

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

*“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval be given to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue calculated in accordance with the formula in ASX Listing Rule 7.1A.2 and on the terms described in the accompanying Explanatory Statement.”*

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 5. The Directors recommend shareholders vote in favour of Resolution 5 for the reasons set out in the Explanatory Statement.**

#### **Voting Exclusion – Resolution 5**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of any 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 entity), or any associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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 in that way.

**6. RESOLUTION 6 – APPROVAL OF AMENDMENTS TO SPACETALK LTD. CONSTITUTION**

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

*“That for the purpose of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s constitution is modified, with effect from the close of the meeting, as described in the explanatory notes for this resolution in the accompanying Explanatory Statement.”*

**Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 6. The Directors recommend shareholders vote in favour of Resolution 6 for the reasons set out in the Explanatory Statement.**

**7. RESOLUTION 7 – CONDITIONAL SPILL RESOLUTION**

The following resolution is conditional on at least 25% of the votes cast on resolution 1 in this Notice of Meeting being **AGAINST** the adoption of the Remuneration Report. A vote “for” Resolution 7 is a vote for a spill meeting.

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

*“That, subject to and conditional on at least 25% of the votes cast on resolution 1 (Remuneration Report) being cast against the adoption of the Remuneration Report:*

- a) a general meeting (Spill Meeting) be held within 90 days after the passing of this resolution;*
- b) all the Company’s Directors who were Directors of the Company when the resolution to make the Director’s Report for the financial year ended 30 June 2021 was passed (other than the Managing Director), and who remain directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote of shareholders at the Spill Meeting.”*

Shareholders should read the notes set out in the Explanatory Statement accompanying this Notice regarding this Resolution 7. The Directors recommend shareholders vote AGAINST Resolution 7 for the reasons set out in the Explanatory Statement.

**Voting Exclusion – Resolution 7**

In accordance with the *Corporations Act 2001 (Cth)*, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such a member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- the person is the Chair of the Meeting at which the resolution is voted on and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

**OTHER BUSINESS**

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To transact any further business that may lawfully be brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Statement.

By order of the Board



Justin Nelson  
Company Secretary  
Date: 22 October 2021

## VOTING INFORMATION AND NOTES

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### 1. Voting entitlement on a poll

All votes will be conducted on a poll. On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

### 2. Proxies

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy will need to exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting, being 11:30am (AEDT) Sunday, 28th November 2021. A proxy form and authorities may be lodged:

- by post to Spacetalk Ltd, c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001; or
- by facsimile to Computershare on (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555; or
- electronically by casting votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and following the prompts. To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website. For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

***Chairman acting as proxy***

Shareholders may appoint the Chairman of the meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In respect of proxies where no voting direction has been given (undirected proxies), with the exception of resolution 7, the Chairman intends to vote all available proxies in favour of each resolution. In respect of resolution 7, the Chairman intends to vote all available proxies AGAINST the resolution.

In relation to resolutions 1, 3 and 7 if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of resolutions 1, 3 and 7 even though the resolutions are connected with the remuneration of members of the key management personnel of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

**3. Entitlement to vote at the meeting**

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 11.30am (AEDT) on Sunday, 28th November 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

**4. Quorum**

The Constitution of the Company provides that two shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for the general meeting of the Company.

**5. Appointment of a corporate representative**

Corporate representatives are requested to lodge appropriate evidence of appointments as a representative prior to the commencement of the meeting.

**6. Appointment of an attorney**

Attorneys are requested to lodge a power of attorney pursuant to which they are appointed prior to the commencement of the meeting.

## EXPLANATORY STATEMENT

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This Explanatory Statement accompanies, and forms part of the Notice of Annual General Meeting dated 22 October 2021 and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides shareholders with the information required to be provided to shareholders by the Corporations Act and the Listing Rules of the ASX.

The Explanatory Statement sets out an explanation of each of the resolutions to be put to shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

### 1. FINANCIAL REPORT

The Financial Report and the reports of the Directors and Auditor will be laid before the meeting in accordance with section 317 of the Corporations Act.

No resolution is required in respect of this agenda item. Shareholders will be given a reasonable opportunity to ask questions or make comments about the management of the Company and may also ask a representative of the Company's auditor questions relevant to the conduct of the audit and the accounting policies adopted by the Company.

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company has included in the 2021 Annual Report a detailed Remuneration Report which provides prescribed information relating to remuneration.

As required by the Corporations Act, the Remuneration Report is submitted for adoption by a non-binding vote.

The Remuneration Report is set out on pages 24 to 29 of the 2021 Annual Report and is available from the Company's website at <https://investors.spacetalkwatch.com>. The Remuneration Report sets out the Company's remuneration arrangements for its Directors, officers and senior management.

An opportunity for discussion of the Remuneration Report will be provided at the meeting.

At last year's Annual General Meeting, 39.94 per cent of the votes cast on the resolution to adopt the 2020 remuneration report were against the resolution. Accordingly, the Company received a "first strike" for the purposes of the *Corporations Act 2001 (Cth)*.

As explained in the remuneration report, in response to the first strike, the Board has consulted with shareholders and obtained independent external advice. As a result, the Board has taken the following action in respect of the 2021 financial year:

- There has been no change to the fixed remuneration of the Chief Executive Officer since 2019. (The Chief Executive Officer took a voluntary Covid related 20% pay reduction in 2020. This reduction was restored in 2021).
- There will be no new award of performance rights to Directors under the Company's LTIP, and as such there is no LTIP resolution to be voted on by shareholders at the 2021 Annual General Meeting.
- There has been no change to the Directors' fees of the non-executive Directors.
- Additionally, corporate governance resourcing is in the process of being enhanced by expanding the current three Director Board to five Directors. The Board also intends to transition to an Independent Chair.

If the votes cast against this year's resolution to adopt the 2021 remuneration report are again at least 25% of the total votes cast, the Company will receive a "second strike" (Second Strike). If a company receives two strikes, it is required to put a resolution to the meeting to determine whether the Company's directors (who were directors of the Company when the resolution to make the director's report considered at the later AGM was passed) will need to stand for re-election at a special meeting.

As a result, this Notice of Meeting includes a 'conditional' resolution (Resolution 7). This conditional resolution will be put to the Annual General Meeting irrespective of whether there is a Second Strike however the result of the vote will be of no force and effect and will not be disclosed if the Company does not receive a Second Strike on its remuneration report. Further detail is included in the explanatory notes to Resolution 7.

### **Board recommendation**

*The Directors recommend shareholders vote in favour of non-binding ordinary Resolution 1.*

### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR (MR MARTIN PRETTY)**

Under the Company's constitution, one third of the Directors (excluding the Managing Director) must retire at the Annual General Meeting. The Director will be eligible for re-election.

Mr Martin Pretty retires under clause 13.2 of the Company's constitution and, being eligible, has offered himself for re-election as a Director.

A summary of the qualifications and experience of Mr Martin Pretty follows:

#### **Martin Pretty**

Mr Pretty, who was appointed as a director of Spacetalk Ltd. on 18 May 2020, has over 20 years of experience in the investment and finance industry and has had deep involvement over that time investing in and supporting growing Australian technology businesses.

He was previously an investment manager with Thorney Investment Group and held management roles at ASX-listed companies Hub24, Bell Financial Group and IWL Limited. He has worked as a finance journalist with The Australian Financial Review and is currently the managing director of boutique investment firm, Equitable Investors.

A non-executive director of ASX-listed financial services group Centrepoint Alliance (ASX: CAF) and Scout Security (ASX:SCT), where he has also chaired key committees of the board, Mr Pretty holds a Bachelor of Arts (Honours) from The University of Melbourne and a Graduate Diploma of Applied Finance from Finsia. Mr Pretty is a CFA charter holder and a Graduate of the Australian Institute of Company Directors.

The Board considers Mr Pretty to be an independent Director.

### **Board recommendation**

*The Directors (with Mr Pretty abstaining) recommend shareholders vote in favour of Resolution 2.*

#### **4. RESOLUTION 3 – INCREASE IN TOTAL AGGREGATE AMOUNT OF DIRECTORS' FEES PAYABLE TO ALL NON-EXECUTIVE DIRECTORS**

ASX Listing Rule 10.17 provides that a company must not increase the total aggregate amount of Directors' fees payable to all of its Non-Executive Directors without the approval of its shareholders. This rule does not apply to remuneration paid to executive Directors.

As explained in the 2021 remuneration report, corporate governance resourcing is in the process of being enhanced by expanding the Company's current three director Board to five directors. The Board also intends to transition to an independent chair. The Board is seeking to expand the skills and experience of directors to support the Company through its next exciting phase of growth.

As a result of the decision to expand the Company's current Board and prepare for transition to the appointment of a non-executive Chairman of the Board, resolution 3 proposes approval in accordance with ASX Listing Rule 10.17 and for all other purposes for an increase in the total aggregate amount of Directors' fees payable to all of the Company's non-executive directors of \$400,000 from \$100,000 to \$500,000 for each financial year (total fee pool). The total fee pool has not been adjusted since the Company listed on ASX in July 2001. The current total fee pool of \$100,000 was determined by a general meeting of shareholders on 19 July 2000. The total fee pool may not necessarily be fully utilized in the short term (or at all) as this will depend on various factors including, amongst other things, fluctuations in the size of the Board over time and remuneration market benchmarks.

The following is provided for the information of shareholders and in accordance with ASX Listing Rule 10.17.

The total annual directors' fees (including compulsory superannuation contributions) paid to the current non-executive directors for the year ended 30 June 2021, was \$59,578. (In addition to the annual directors' fees paid to the current non-executive

directors, \$10,761 was paid during the year ended 30 June 2001 to former director Leila Henderson who ceased on 31 October 2020). In addition to the annual directors' fees noted above, non-executive directors may also be remunerated for special duties and services. Further detail regarding the remuneration of non-executive directors for the year ended 30 June 2021 is set out on pages 27-29 and 66 of the 2021 Annual Report.

The current Non-Executive Directors (with the approval of shareholders) have also been issued Performance Rights within the last 3 years (in FY2021).

At the Annual General Meeting held on 12 November 2020, the Company obtained shareholder approval under ASX Listing Rule 10.14 for the grant of Performance Rights under the Company's Long Term Incentive Plan (LTIP) to Mr Martin Pretty (500,000 Performance Rights) and Dr Brandon Gien (500,000 Performance Rights) pursuant to the following vesting conditions and weightings applied to each vesting condition:

<b>Vesting Condition</b>	<b>Weighting</b>
The Company must have a 30-day volume weighted average share price of A\$0.30 or higher on or before the third anniversary of the date of grant	25%
The Company must have a 30-day volume weighted average share price of A\$0.45 or higher on or before the third anniversary of the date of grant	25%
The Company's ALLMYTRIBE/SPACETALK Application must be generating monthly revenue equivalent to \$3 million when calculated on an annual recurring revenue basis	25%
The Company must have opened a sales channel for SPACETALK in the United States and achieved a cumulative gross profit in the US of A\$1 million over the 3 year period from the date of grant	25%

As at the date of this Notice of Meeting, none of the Performance Rights granted to Mr Pretty and Dr Gien have vested, as the vesting conditions have not been met. The Performance Rights have a vesting period of 3 years from the date of grant, which was 2 December 2020.

### **Board recommendation**

*The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 3.*

#### **5. RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF A WARRANT TO PURE ASSET MANAGEMENT PTY LTD**

On 19 March 2021, the Company announced an agreement with Pure Asset Management Pty Ltd (“PURE”) to provide the Company access to a loan facility of up to \$5 million.

The \$5 million loan facility is split into a:

- \$3 million term loan facility; and
- \$2 million bridging facility.

In consideration of PURE entering into the loan facility agreement, the Company agreed to issue PURE a warrant (option) requiring the Company to issue to PURE 11,000,000 shares exercisable at the lower of

- \$0.30; and
- An Adjusted Price insofar as there are future issue(s) of equity securities exceeding 15% of the number of shares on issue in the Company (on a diluted basis) immediately prior to the new issue(s), in any 12-month period.

Further details regarding the Adjusted Price are set out in Schedule 1 to this Notice of Meeting.

The warrant was issued on 22 March 2021. As at the date of this Notice of Meeting, PURE has not exercised the warrant. The exercise period in respect of the warrant is the period commencing on 18 March 2021 and expiring on the date that is 7 days prior to the date 48 calendar months after the First Utilisation Date.

Broadly speaking, and subject to a number of exceptions, ASX 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 the period.

The issue of the warrant does not fit within any of these exceptions and, as it had not been approved by the Company’s shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue date, which as noted above, was 22 March 2021.

ASX 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 ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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 ASX Listing Rule 7.1. To this end resolution 4 seeks shareholder approval to the issue under and for the purposes of ASX Listing Rule 7.4.

If resolution 4 is passed, the issue of the warrant will be excluded in calculating the Company's 15 per cent limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If resolution 4 is not passed, the issue of the warrant will be included in calculating the Company's 15 per cent limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

A voting exclusion statement is included in the Notice.

#### **Board recommendation**

*The Directors recommend shareholders vote in favour of Resolution 4.*

#### **6. RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY OVER A 12 MONTH PERIOD**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities (as defined in the ASX Listing Rules) (**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.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. A special resolution must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A in the 12-month period after the date of the AGM without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in ASX Listing Rule 7.1.

Securities issued with approval under ASX Listing Rule 7.1A must belong to a class of Equity Securities already quoted. ASX Listing Rule 7.1A cannot be used for placements of securities in a class that has not yet been quoted.

### **Information required by ASX Listing Rule 7.3A**

ASX Listing Rule 7.3A prescribes the information that must be included in the Notice in relation to a resolution under ASX Listing Rule 7.1A. This information is as follows.

The issue price of securities issued under ASX Listing Rule 7.1A must be no less than 75% of the volume weighted average market price for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the date in the paragraph above, the date on which the securities are issued.

If Resolution 5 is approved by shareholders and the Company issues additional Equity Securities, there is a risk of economic and voting dilution of the existing shareholders including the risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

The table below provides details of the quoted and unquoted classes of Equity Securities the Company has on issue at the date of the Notice.

<b>Equity Security</b>	<b>Number on issue</b>
Quoted fully paid ordinary shares	165,723,945
Unquoted options	13,700,000
Unquoted employee incentive rights	7,687,500

Equity Security	Number on issue
Unquoted warrant (option) requiring the Company to issue 11,000,000 shares	1

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary securities for variable 'A' as at the date of this notice ("current variable A") and where variable "A" is 50% and 100% greater than the current variable A:

	Current variable "A"	50% increase in current variable "A"	100% increase in current variable "A"
	165,723,945	248,585,918	331,447,890
10% voting dilution	16,572,395	24,858,592	33,144,789
Total shares on issue following rule 7.1A placements	182,296,340	273,444,510	364,592,679

Assumptions relevant to the table describing the potential dilution of existing shareholders:

- an additional 10% of the Company's ordinary shares are issued under ASX Listing Rule 7.1A;
- the issue under ASX Listing Rule 7.1A consists only of shares.

The following table illustrates the funds raised from the issue of an additional 10% of ordinary securities under ASX Listing Rule 7.1A, based on:

- the current variable "A" and where variable "A" has increased by 50% and 100%; and
- the share price at 18 October 2021 (\$0.21) and where the share price has fallen by 50% and increased by 50% and 100%.

Rule 7.1A placement details	\$0.105 (50% decrease in share price)	\$0.21 (current share price)	\$0.315 (50% increase in share price)	\$0.42 (100% increase in share price)
16,572,395 (10% voting dilution based on current variable "A")	\$1,740,101	\$3,480,203	\$5,220,304	\$6,960,406

<b>Rule 7.1A placement details</b>	<b>\$0.105 (50% decrease in share price)</b>	<b>\$0.21 (current share price)</b>	<b>\$0.315 (50% increase in share price)</b>	<b>\$0.42 (100% increase in share price)</b>
24,858,592 (10% voting dilution based on a 50% increase in current variable "A")	\$2,610,152	\$5,220,304	\$7,830,456	\$10,440,609
33,144,789 (10% voting dilution based on a 100% increase in current variable "A")	\$3,480,203	\$6,960,406	\$10,440,609	\$13,920,811

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which shareholders approve a transaction under listing rule 11.1.2(a) significant change to the nature or scale of activities or 11.2 (disposal of main undertaking).

The Company may issue the Equity Securities to raise funds for the purpose of building up inventory, increasing marketing investment, funding the Company's research and development projects, acquiring new assets or investments and/or for general working capital.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

As at the date of this Notice, the Company has not formed any specific intentions regarding precisely who may be offered securities under a placement pursuant to ASX

Listing Rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who have not previously been shareholders, or a combination of both, who are not related parties or associates of a related party of the Company.

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the AGM held on 12 November 2020.

There were no Equity Securities issued or agreed to be issued by the Company under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this Notice.

A voting exclusion statement is included in the Notice. As at the date of this Notice the proposed allottees of the securities are not known and identified. Therefore, no existing shareholders votes will be excluded under the voting exclusion in this Notice.

### **Board recommendation**

*The Directors recommend shareholders vote in favour of Resolution 5.*

## **7. RESOLUTION 6 – APPROVAL OF AMENDMENTS TO SPACETALK LTD. CONSTITUTION**

This resolution proposes modifications to the Company's constitution to create a mechanism for the Company to provide meetings-related documents electronically and use technology to hold meetings, including hybrid meetings.

It is proposed the Company also take this opportunity to update and amend the Company's constitution to insert provisions that apply to entities that issue restricted securities, to align the constitution with the requirements set out in ASX Listing Rule 15.12 and replace references to the Corporations Law with references to the Corporations Act.

During the COVID-19 pandemic the Government has provided temporary relief to allow meetings of companies to be held virtually using virtual meeting technology. The current temporary relief will expire on 1 April 2022.

The effect of the proposed modifications to the Company's constitution is to make that temporary relief permanent, so the Company will have the benefit of that relief even if it is not extended by the Government to beyond 1 April 2022.

The Company will be permitted to hold physical, hybrid and wholly virtual meetings of its shareholders.

All meetings, regardless of how they are held, must give members a reasonable opportunity to participate. This includes holding the meeting at a reasonable time and place, using technology to conduct a virtual meeting or connect different physical locations together, and giving members the opportunity to exercise their existing rights to speak or ask questions orally or in writing.

Documents relating to meetings may be given using electronic means, regardless of whether the meeting is a virtual, physical or hybrid meeting.

The specific modifications are to:

- include new clauses 11.5 (virtual meetings) and 11.6 (direct voting);

The amended constitution provides the Company with the power to use virtual meeting technology in holding a general meeting (including an annual general meeting) provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place. These changes allow the Company to hold hybrid meetings, where the meeting would be conducted in both a physical location and using virtual meeting technology and permits the Company to hold purely virtual meetings, where the meeting would be conducted solely online. These changes will assist the Company to hold a general meeting irrespective of whether restrictions on gatherings are in force at the relevant time.

The amended constitution also permits the Directors to implement a direct voting system, enabling shareholders to cast their vote on meeting resolutions without having to attend in person and without appointing a proxy to vote on behalf of the shareholder on those resolutions.

- replace the existing clause 26 (notices) with a new clause 26 (notices);

The notices provisions in the amended constitution have been updated to clarify the procedure for giving notices to shareholders and to permit the Company to provide notices by electronic means, including the ability to notify shareholders that the notice is available by electronic means and how shareholders may access the notice.

- insert new clause 32 (restricted securities); and

Provisions relating to restricted securities have been included in the amended constitution to reflect new ASX Listing Rule requirements that apply to companies which issue restricted securities.

- replace references to the “Corporations Law”, with references to the “Corporations Act”.

References to the “Corporations Law” have been updated in the amended constitution to reflect changes to legislation.

The proposed modifications are set out in full in Schedule 2 to this Explanatory Statement.

A copy of the constitution incorporating the proposed modifications may be obtained by contacting the Company and will also be available on the Company’s website <https://investors.spacetalkwatch.com/>.

If shareholder approval for the proposed modifications is not obtained, the Company's ability to use technology to hold shareholder meetings, including hybrid meetings, will be dependent on whether the temporary Government relief is extended or made permanent.

**Board recommendation**

*The Directors recommend shareholders vote in favour of Resolution 6.*

8. **RESOLUTION 7 – CONDITIONAL SPILL RESOLUTION**

This resolution is a conditional resolution. It will be put to the Annual General Meeting irrespective of whether the Company receives a Second Strike however the result of the vote will be of no force and effect and will not be disclosed if the Company does not receive a Second Strike on its remuneration report.

This resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes cast by or on behalf of the shareholders entitled to vote on the matter.

If the resolution is passed, then the Company is required to hold a further general meeting (Spill Meeting) within 90 days after the Annual General Meeting to consider the composition of the Board and all Board positions held at the time that the remuneration report was submitted (other than the Managing Director) are considered vacant.

If a Spill Meeting is held, Mr Martin Pretty (if he is re-elected at this Annual General Meeting) and Dr Brandon Gien will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting.

The explanatory statement relevant to resolution 1 contains further information relevant to resolution 7.

If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

**Board recommendation**

*The Directors recommend shareholders vote AGAINST Resolution 7.*

## Schedule 1 – Adjusted Price

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Adjusted Price means the price calculated in accordance with the following formula:

$$\frac{A+B}{C}$$

where:

A = Market Capitalisation of the Company on the trading day prior to the announcement of the issue of Equity Securities;

B = the number of Equity Securities the subject of the issue multiplied by their issue price; and

C =

- (i) the number of Shares on issue immediately before the announcement of the issue of Equity Securities; plus
- (ii) the number of Shares the subject of the issue; plus
- (iii) if the issued equity Securities include Convertible Securities, the Diluted Amount of those Convertible Securities.

If a Share is issued pursuant to the exercise of an Option, its issue price for the purposes of parameter B above will be the exercise price of the Option. For the avoidance of doubt, Shares issued upon vesting of incentive rights or the exercise of Options listed immediately below (at the end of this Schedule 1) are not Equity Securities for the purposes of parameter B but will be included in parameter C(i) if on issue immediately before the announcement of the issue of the relevant Equity Securities.

### Options

2,100,000 options exercisable at \$0.60, expiring 30 April 2022

1,500,000 options exercisable at \$0.80, expiring 30 April 2022

1,500,000 options exercisable at \$1.00, expiring 30 April 2022

3,000,000 options exercisable at \$0.55, expiring 30 June 2022

3,000,000 options exercisable at \$0.65, expiring 30 June 2022

1,300,000 options exercisable at \$0.70, expiring 30 April 2023

1,300,000 options exercisable at \$0.90, expiring 30 April 2023

## **Schedule 2 – Amendments to the Company’s constitution**

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### **Restricted Securities**

New clause 32 of the constitution is inserted as follows:

#### **32. RESTRICTED SECURITIES**

- 32.1 If the Company is admitted to the Official List of ASX, the following clauses apply:
- (a) A holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the listing rules or ASX.
  - (b) If the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company’s issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities.
  - (c) The entity will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the listing rules or ASX.
  - (d) A holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the listing rules or ASX.
  - (e) If a holder of restricted securities breaches a restriction deed or a provision of the entity’s constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

### **References to the Corporations Law**

The definition of “Corporations Law” in clause 1.2 of the constitution is deleted and replaced with the following:

“Corporations Law” means the *Corporations Act 2001* (Cth) and “Corporations Regulations” means *Corporations Regulations 2001* (Cth);

All references to “Corporations Law” are deleted and replaced with references to “Corporations Act”.

### **New clauses 11.5 and 11.6**

New clauses 11.5 and 11.6 are inserted as follows:

## 11.5 Virtual meetings

- (a) Virtual meeting technology may be used in holding a general meeting (including an annual general meeting), provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place.
- (b) To avoid doubt:
  - (i) a reasonable opportunity to participate includes a reasonable opportunity to exercise a right to speak; and
  - (ii) a person may elect to exercise a right to speak (including a right to ask questions) orally rather than in writing.
- (c) All persons so participating in the meeting are taken for all purposes to be present in person at the meeting while so participating.
- (d) All persons so participating in the meeting who are entitled to vote at the meeting:
  - (i) must be given the opportunity to participate in the vote in real time; and
  - (ii) may be given the opportunity to record a vote in advance of the meeting at the election of the voter.
- (e) If the technology used in accordance with clause 11.5(a) encounters a technical difficulty, whether before or during the meeting, which results in a Shareholder not being able to participate in the meeting, the Chairman may, subject to the Corporations Act and this Constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the Chairman deems appropriate.
- (f) If:
  - (i) virtual meeting technology is used in holding a general meeting (including an annual general meeting); and
  - (ii) a document is required or permitted to be tabled at the meeting;
 the document is taken to have been tabled at the meeting if the document is:
  - (iii) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
  - (iv) made accessible to the persons attending the meeting (whether physically or using virtual meeting technology) during the meeting.
- (g) If any of the persons entitled to attend the meeting is entitled to physically attend the meeting:
  - (i) the place for the meeting is taken to be:
    - (A) if there are 2 or more locations at which persons who are entitled to physically attend the meeting may do so

- the main location for the meeting as set out in the notice of the meeting; and
- (B) otherwise – the location where the persons may physically attend the meeting; and
- (ii) the time for the meeting is taken to be the time at the place for the meeting.
- (h) If none of the persons entitled to attend the meeting is entitled to physically attend the meeting:
  - (i) the place for the meeting is taken to be the address of the registered office of the Company; and
  - (ii) the time for the meeting is taken to be the time at the registered office of the Company.

#### 11.6 Direct voting

- (a) Despite anything to the contrary in this Constitution, the Directors may decide that, at any general meeting (including an annual general meeting), a Shareholder who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A “direct vote” includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors.
- (b) The Directors may prescribe regulations, rules and procedures in relation to direct voting, including the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid and any such regulations, rules and procedures will have effect as if they were set out in this Constitution.
- (c) A direct vote on a resolution at a meeting is of no effect and will be disregarded if the direct vote is or was cast otherwise than in accordance with any regulations, rules and procedures prescribed by the Directors under clause 11.6(b).
- (d) Subject to any regulations, rules and procedures prescribed by the Directors, if the Company receives a valid direct vote on a resolution in accordance with any such regulations, rules and procedures and, prior to, after or at the same time as receipt of the direct vote, the Company receives an instrument appointing a proxy, attorney or Representative to vote on behalf of the same Shareholder on that resolution, the Company may regard the direct vote as effective in respect of that resolution and disregard any vote cast by the proxy, attorney or representative on the resolution at the meeting.

#### **New clause 26**

Clause 26 of the Constitution is deleted and replaced with the following:

#### 26. NOTICES

##### 26.1 Notices by the Company to Shareholders

- (a) A notice may be given by the Company to a Shareholder:
  - (i) personally; or
  - (ii) by sending it by post in a prepaid envelope to the

- Shareholder's address as shown in the register of Shareholders or any other address; or
- (iii) by fax to such fax number as the Shareholder has supplied to the Company for the giving of notices; or
  - (iv) by electronic mail to such electronic address as the Shareholder has supplied to the Company for the giving of notices; or
  - (v) by other electronic means (if any) nominated by the Shareholder to the Company for the giving of notices; or
  - (vi) if the Shareholder nominates:
    - (A) an electronic means (the nominated notification means) by which the Shareholder may be notified that notices are available; and
    - (B) an electronic means (the nominated access means) that the Shareholder may use to access notices, then by notifying the Shareholder using the nominated notification means:
    - (C) that the notice is available; and
    - (D) how the Shareholder may use the nominated access means to access the notice; or
  - (vii) if the Shareholder does not have a registered address and has not supplied another address to the Company for the giving of notices, by exhibiting it at the registered office of the Company.
- (b) A notice may be given by the Company to the joint holders of a Share by giving the notice in the manner authorised by clause 26.1(a) to the joint holder first named in the register of Shareholders in respect of the Share.
  - (c) A notice may be given by the Company to a person entitled to a Share as a result of the death or bankruptcy of a Shareholder by serving it or sending it in the manner authorised by clause 26.1(a)(i) to (vi) addressed to the name or title of the person, at or to the address or fax number or electronic address supplied to the Company for the giving of notices to that person, or if no address, fax number or electronic address has been supplied, at or to the address, fax number or electronic address to which the notice might have been sent if the death or bankruptcy of the relevant Shareholder had not occurred.
  - (d) The fact that a person has supplied a fax number or electronic address for the giving of notices does not require the Company to give any notice to that person by fax or electronic mail.
  - (e) A notice may be given by the Company to a person entitled to a Share in consequence of the death or bankruptcy of a Shareholder by serving it on him or by sending it to him by name or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, in accordance with clauses 26.1(a) or 26.1(b), and such service will be sufficient service on the Shareholder in whose name the Share is registered.

- (f) Any person who, because of a transfer of Shares, becomes entitled to Shares registered in the name of a Shareholder is bound by every notice which, before that person's name and address is entered in the register of Shareholders in respect of those Shares, is given to the Shareholder in accordance with this clause 26.1.
- (g) Without limiting clause 26.1(a), subject to the provisions of the Corporations Act, any document that is required or permitted to be given to a person (the **recipient**) that relates to a general meeting (including an annual general meeting) may be given to the recipient by means of an electronic communication. The document may be given by giving the recipient (by means of an electronic communication or otherwise) sufficient information to allow the recipient to access the information electronically. However, an electronic communication or electronic access may only be used if, at the time the electronic communication is used or information about electronic access is given:
  - (i) it is reasonable to expect that the document would be readily accessible so as to be usable for subsequent reference; and
  - (ii) an election by the recipient to receive documents in hard copy only is not in force in relation to the document under the Corporations Act.
- (h) A certificate signed by a Director or Secretary of the Company to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

#### 26.2 Notices by the Company to Directors

Subject to this Constitution, a notice may be given by the Company to any Director or alternate Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's or alternate Director's usual residential or business address, or such other address, or by fax or electronic mail to such fax number or electronic address as the Director or alternate Director has supplied to the Company for the giving of notices.

#### 26.3 Notices by Shareholders or Directors to the Company

Subject to this Constitution, a notice may be given by a Shareholder, Director or alternate Director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by fax or electronic mail to the principal fax number or a nominated electronic address at the registered office of the Company.

#### 26.4 Notices to Shareholders outside Australia

- (a) A notice to be sent to a Shareholder outside Australia and its external territories must be sent by airmail, fax or electronic mail, or in another way that ensures it will be received quickly.
- (b) To the extent that the Company does not have the address, fax or electronic address of a Shareholder, notice under this clause 26.4 will be given in accordance with clause 26.1(a)(vii).

#### 26.5 Time of service

- (a) Where a notice is served personally, service of the notice is taken to be effected when delivered.
- (b) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (i) in the case of a notice of a general meeting (including an annual general meeting), on the day after the date of its posting; or
  - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by fax, electronic mail or other electronic means, service is taken:
  - (i) to be effected by correctly sending a fax or electronic version of the notice; and
  - (ii) to have been effected at the time it is sent.
- (d) Where a notice is sent by notification under clause 26.1(a)(vi), service of the notice is taken:
  - (i) to be effected by correctly sending the notification; and
  - (ii) to have been effected at the time that the Company gave the notification that the notice is available.
- (e) Where the Company gives a notice under clause 26.1(a)(vii) by exhibiting it at the registered office of the Company, service of the notice is to be taken to be effected when the notice was first so exhibited.

## 26.6 Other communications and documents

Clauses 26.1 (Notices by the Company to Shareholders) to 26.5 (Time of service) (inclusive) apply, so far as they can and with necessary changes, to the service of any communication or document.

## 26.7 Notices in writing

A reference in this Constitution to a notice in writing includes a notice given by fax or another form of written communication.

## 26.8 Certificate of Director or Secretary

If a Director or Secretary signs a certificate that a notice was given in the manner set out in the certificate, that certificate is conclusive evidence of the accuracy of the matters set out in it.

## Need assistance?

 **Phone:**  
1300 556 161 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AEDT) on Sunday, 28 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 185810**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Spacetalk Ltd. hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Spacetalk Ltd. to be held as a virtual meeting on Tuesday, 30 November 2021 at 11:30am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 3 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 7 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 3 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of the following items of business:

### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director (Mr Martin Pretty)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

3 Increase in total aggregate amount of Directors' fees payable to all Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of previous issue of a Warrant to Pure Asset Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of additional 10% Placement Capacity over a 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of amendments to Spacetalk Ltd. Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies **AGAINST** the following item of business:

7 Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 7 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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