

STONE AND CHALK LIMITED
(ACN 603 489 229)
("Company")

MINUTES OF ANNUAL GENERAL MEETING

Held at 3:00pm (AEDT) on Wednesday 25 November 2020
Via Zoom online meeting

Directors Present	Leona Murphy Anthony Eisen Debra Taylor Aris Allegos	<i>Chair</i>	Ian Pollari Caroline Trotman Richard Kimber
Apologies	Ron Arnold		
In Attendance	As detailed in the schedule		
Notice, Quorum, Technology	<p>The Chair noted that due to the COVID-19 pandemic this Annual General Meeting ("AGM") was being held online, also referred to as a virtual AGM. The Chair welcomed everyone joining the meeting.</p> <p>The Chair tabled a notice of annual general meeting of the Company and noted that due notice of the meeting had been given in accordance with the Company's constitution.</p> <p>The Chair advised that a quorum was present and declared the AGM open and then declared the online voting poll open.</p>		
Welcome and Introduction	<p>The Chair provided an acknowledgement of the traditional owners of the land.</p> <p>The Chair welcomed members and guests and introduced the Directors of the Board.</p> <p>The Chair advised that the Chief Executive Officer ("CEO") was unable to attend the meeting due to a personal accident and that the General Manager for the Sydney hub would be presenting the CEO report and attending to relevant questions.</p> <p>The Chair introduced the Company's audit partner from audit firm BDO.</p> <p>The Chair provided an overview of the proceedings during the meeting.</p> <p>The Chair explained the voting procedures and how to use the technology for voting.</p>		
Minutes of Previous Meeting	<p>The Chair referred to the signed minutes of the previous annual general meeting posted online and invited questions from members.</p>		
Chair Report	<p>The Chair provided her report in reference to the highlights of the 2019-2020 financial year.</p>		
CEO Report and Financial Statements	<p>The General Manager for the Sydney hub presented the CEO report for the 2019-2020 financial year and highlighted the following major initiatives throughout the financial year: raising awareness within Government in relation to Fintech start-up; implementation of the 5 pillars value to residents; enhancing the corporate partnerships; and highlighting the successes of residents across the three (3) states.</p> <p>The General Manager for the Sydney hub provided a verbal report on the financial performance for the financial year ended 30 June 2020. The Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020 were received and considered.</p> <p>Members were given a reasonable opportunity to ask questions about or comment on the Annual Report and the management of the Company.</p> <p>Members were also given a reasonable opportunity to ask management questions relating to the management of the Company, and also to ask the Auditor questions relevant to:</p> <ul style="list-style-type: none">• The conduct of the audit;• The preparation and conduct of the independent audit report;		

- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the Auditor in relation to the conduct of the audit.

**Resolution 1
Amendments to
the Constitution**

The Chairperson introduced Resolution 1 and members were given a reasonable opportunity to ask questions.

Passed on a poll as a Special Resolution:

“That the Constitution of the Company be amended in the manner set out in the Explanatory Memorandum, with effect from the conclusion of the Annual General Meeting.”

The following proxy information is provided for the purposes of section 251AA(1) of the Corporations Act:

Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)				Resolution Result
For	Against	Proxy's Discretion	Abstain	For	Against	Proxy's Discretion	Abstain	Carried/ Not Carried
1	0	0	0	6	0	0	0	Carried

**Resolution 2
Election of
Anthony Eisen**

The Chair introduced Resolution 2 and members were given a reasonable opportunity to ask questions.

Passed on a poll as an Ordinary Resolution:

“That Mr Anthony Eisen, who was appointed as a Director of the Company on 2 November 2018 and who is standing for re-election in accordance with Rule 7.2(g) of the Constitution, being eligible, be elected as a Director of the Company for a three-year term from the conclusion of the Annual General Meeting.”

The following proxy information is provided for the purposes of section 251AA(1) of the Corporations Act:

Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)				Resolution Result
For	Against	Proxy's Discretion	Abstain	For	Against	Proxy's Discretion	Abstain	Carried/ Not Carried
1	0	0	0	5	0	0	0	Carried

**Resolution 3
Election of Aris
Allegos**

The Chair introduced Resolution 3 and members were given a reasonable opportunity to ask questions.

Passed on a poll as an Ordinary Resolution:

“That Mr Aris Allegos, who was appointed as a Director of the Company on 2 November 2018 and who is standing for re-election in accordance with Rule 7.2(g) of the Constitution, being eligible, be elected as a Director of the Company for a three-year term from the conclusion of the Annual General Meeting.”

The following proxy information is provided for the purposes of section 251AA(1) of the Corporations Act:

Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)				Resolution Result
For	Against	Proxy's Discretion	Abstain	For	Against	Proxy's Discretion	Abstain	Carried/ Not Carried
1	0	0	0	5	0	0	1	Carried

**Resolution 4
Election of
Caroline Trotman**

The Chair introduced Resolution 4 and members were given a reasonable opportunity to ask questions.

Passed on a poll as an Ordinary Resolution:

“That Ms Caroline Trotman, who was appointed as a Director of the Company on 2 November 2018 and who is standing for re-election in accordance with Rule 7.2(g) of the Constitution, being eligible, be elected as a Director of the Company for a three-year term from the conclusion of the Annual General Meeting.”

The following proxy information is provided for the purposes of section 251AA(1) of the Corporations Act:

Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)				Resolution Result
For	Against	Proxy's Discretion	Abstain	For	Against	Proxy's Discretion	Abstain	Carried/ Not Carried
1	0	0	0	4	0	0	1	Carried

**Resolution 5
Change of Auditor**

The Chair introduced Resolution 5 and members were given a reasonable opportunity to ask questions.

Passed on a poll as an Ordinary Resolution:

“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd, having been nominated by a member and consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company and that the Directors be authorised to fix the remuneration of the auditor.”

The following proxy information is provided for the purposes of section 251AA(1) of the Corporations Act:

Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)				Resolution Result
For	Against	Proxy's Discretion	Abstain	For	Against	Proxy's Discretion	Abstain	Carried/ Not Carried
1	0	0	0	6	0	0	0	Carried

**Chair Final
Comments**

The Chair announced and explained the upcoming changes to the Board composition.

The Chair noted that Mr Arnold would be resigning as a Director at the end of 2020 but would continue to provide consultancy services to the Company as needed. The Chair introduced two (2) candidates namely, Janine Stewart and Richard Umbers, who had been selected through a comprehensive search process and would join the Board at the start of 2021.

The Chair thanked her fellow Directors for their time, effort, and energy contributed throughout the year and who do so on a voluntary basis for no remuneration.

The Chair also thanked the CEO and the management team for their ongoing support to residents and partners and for their strong performance throughout a challenging year.

Close of Polls

The Chair thanked members and declared the voting poll closed. The Chair advised that the results of the meeting would be communicated as soon as possible after the meeting.

Closure

There being no further business, the Chair declared the meeting closed at 3:34pm.

**Signed for Entry
Into
Minute Book**



Chair

Date:

09 / 03 / 2021

SCHEDULE

Annie Le Cavalier
Stone & Chalk Adelaide Team
Cheryl (S&C)
Debra Taylor
Aris Allegos (member)
Robin Sands
Max Lanning
Amanda (S&C)
Mike (S&C)
Aaron Links
Michael O'Mara
Andrew Lowe (member)
Noah Hildreth
Gemma Cosgriff
Richard Umbers
Ian Pollari
Hugh Potter
Richard Kimber (member)
Tony Harris (member)
Alastair Smart (member)
Anthony Eisen
Caroline Trotman (member)
Michael Lukman (member)
Kristina Singh
Mary Kelly
Francoise Gelbard (member)
Chris Kirk
Guil Cunha
Janine Stewart
John Rodriguez

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