

STONE AND CHALK LIMITED
ACN 603 489 229

NOTICE OF ANNUAL GENERAL MEETING

Stone and Chalk Limited (“Company”) gives notice that the Annual General Meeting (“AGM”) of members will be held on **Friday, 26 November 2021 commencing at 02:00pm** Sydney time.

This is a virtual Annual General Meeting. Members can participate in the Annual General Meeting via Zoom platform, the login details will be provided to each member individually by email.

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

Business

Item 1 – Consideration of Reports

To receive and consider the Financial Report, the Directors’ Report and the Independent Auditor’s Report of the Company for the financial year ended 30 June 2021.

All members can view the Annual Report which contains the Financial Report for the year ended 30 June 2021 on the Company’s website at <https://www.stoneandchalk.com.au/>

Item 2 – Questions and Comments

Following consideration of the Reports, the Chair will give members a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give members a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor’s Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by members that are relevant to the content of the Independent Auditor’s Report or the conduct of the audit. A list of relevant written questions submitted by members will be made available at the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

Item 3 – Election of Director

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

“That Ms Debra Taylor, 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 Directors, with Ms Taylor abstaining, recommend that members vote **“FOR”** the election.

Item 4 – Election of Director

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

“That Mr Douglas Elix, who was appointed as a Director of the Company on 23 February 2021 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 Directors, with Mr Elix abstaining, recommend that members vote **“FOR”** the election.

Item 5 – Election of Director

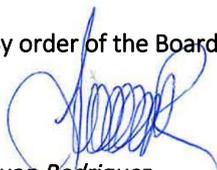
To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Ms Janine Stewart, who was appointed as a Director of the Company on 1 January 2021 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 Directors, with Ms Stewart abstaining, recommend that members vote **“FOR”** the election.

Dated 2 November 2021

By order of the Board



Juan Rodriguez
Company Secretary

Chair

The Chair of the meeting will be Ms Leona Murphy.

Eligibility to vote

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company if that person is registered as a member at 2:00pm on **Wednesday, 24 November 2021**.

The Chair has decided that each resolution will be decided on a poll.

Physical attendance to the AGM is **not** available due to health and safety concerns related to the COVID-19 pandemic. Members may attend the AGM via the online facility and vote online using the facility during the meeting.

On a poll, each member present online or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote.

Voting on resolutions

Each of the resolutions set out in this Notice of Meeting will be decided by poll.

Online platform

Due to the COVID-19 situation, this year, members (or their proxies) have the ability to attend the meeting and vote and ask questions in real-time using the online platform. The meeting can be attended using a phone or through your audio/video device. The Company recommends you log in to the online platform at least 15 minutes prior to the scheduled start time for the AGM, the **login details will be provided to each member individually by email**.

Online voting will be open between the commencement of the AGM at 2:00pm on Friday, 26 November 2021 and the time at which the Chair of the meeting announces the poll is closed.

Bodies Corporate – Member Corporate Representative

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act 2001 (Cth). The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative must provide the Company a "Certificate of Appointment of Corporate Representative" form to the Company Secretary by emailing proxies@stoneandchalk.com.au by **2:00pm on Wednesday, 24 November 2021**. The Certificate of Appointment of Corporate Representative form can be obtained by contacting proxies@stoneandchalk.com.au

Proxy

If you are a member entitled to attend and vote, you may appoint one proxy which may be an individual or a body corporate. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) to exercise its powers as proxy at the AGM.

A proxy need not be a member of the Company.

IMPORTANT: For an appointment of a proxy for the meeting to be effective the Company **must receive:**

- the proxy's appointment (see Annexure 1);
- if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed (e.g., a power of attorney) or a certified copy of it; and
- the above documents at least 48 hours before the meeting, which is by **2:00pm on Wednesday, 24 November 2021**.

Proxies must be received before that time by one of the following methods:

By email: proxies@stoneandchalk.com.au

A proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where a proxy form provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form.

A proxy has the authority to vote on the member's behalf as they think fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary.

IMPORTANT: If you appoint the Chair of the meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolutions, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution.

Technical difficulties

Technical difficulties may arise during the course of the AGM. If there is a technical difficulty affecting any online participants, the meeting Chair has discretion as to whether and how the meeting should proceed. In exercising this discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a proxy vote by **2:00pm on Wednesday, 24 November 2021** even if they plan to participate online.

Asking Questions

Members attending the meeting via the online facility will note that the facility offers a mechanism for putting questions to the Chair who can direct the question to the appropriate person. However, members are highly encouraged to submit their questions before the meeting. If you have a specific question that you would like to submit to the Chair, please send your question to: proxies@stoneandchalk.com.au

EXPLANATORY MEMORANDUM
To the 2021 Notice of Annual General Meeting

This Explanatory Memorandum has been prepared for the information of members of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday, 26 November 2021.

The purpose of this Explanatory Memorandum is to provide members with information that is reasonably required by members to decide how to vote upon the resolutions.

The directors of the Company ("**Directors**") recommend that members read this Explanatory Memorandum in full, in conjunction with the accompanying Notice of Annual General Meeting of members of which this Explanatory Memorandum forms a part.

Subject to the abstentions noted below, the Directors unanimously recommend members vote in favour of all Resolutions. The Chair of the meeting intends to vote all available undirected proxies in favour of each resolution.

All resolutions this year are ordinary resolutions, for these resolutions to pass in accordance with rule 5.6(b) of the Constitution it requires 67% of votes cast by members entitled to vote on the resolution.

ITEM 3

Ms Debra Taylor was appointed on 2 November 2018. In accordance with rule 7.2(g) of the Company's Constitution, and being eligible, Debra has put herself forward for re-election as a Director of the Company. Debra has provided her consent to act and the Directors have nominated her for election.

Debra Taylor is Co-founder and COO of Fintech scale-up OpenSparkz, board member of Stone & Chalk and serial entrepreneur with over 10 start-ups and 30 years of experience within the industry. She has received multiple awards including Distinguished Payments Professional, a lifetime achievement award given by the Global Association of Women in Payments

The Directors, with Ms Taylor abstaining, recommend that members vote in favour of the election.

ITEM 4

Mr Douglas Elix was appointed on 23 February 2021. In accordance with rule 7.2(g) of the Company's Constitution, and being eligible, Doug has put himself forward for re-election as a Director of the Company. Doug has provided his consent to act and the Directors have nominated him for election.

Doug has over 40 years of experience in the computing and digital industry. Prior to retiring in July 2008 he was Senior Vice President and Group Executive for IBM's worldwide sales and distribution operations, after having served as Senior Vice President and Group Executive for IBM Global Services.

He has served on the boards of the Australian Information Industries Association and the Australian Institute of Management, was a member of the Business Council of Australia, and a member of the Prime Minister's National Information Services Council (NISC). He was a member of the board of directors of the Royal Bank of Canada and Chairman of the Data61 Advisory Board.

He is Chair of the Government's Cyber Security Growth Centre Initiative (AustCyber, now a part of Stone & Chalk) and a member of the Advisory Committee of The Australian Centre of Excellence for Quantum Computation & Communication Technology.

The Directors, with Mr Elix abstaining, recommend that members vote in favour of the election.

ITEM 5

Ms Janine Stewart was appointed on 1 January 2021. In accordance with rule 7.2(g) of the Company's Constitution, and being eligible, Janine has put herself forward for re-election as a Director of the Company. Janine has provided her consent to act and the Directors have nominated her for election.

Janine is an ASX10 C-suite executive with international and domestic experience. Her roles have spanned a diverse range of industry sectors including financial services, media and aviation. Janine's former directorships include non-executive Director at TAFE NSW Commission (2014) and Executive Director at Career One, News Corp Australia's digital Board, a joint venture with Monster (2014).

She has served a member on the Group Executive at Perpetual and at News Corp Australia. As an executive at CBA across retail banking services, digital, Bankwest, and group industrial relations she oversaw significant gains in the workforce future readiness and diversity capabilities of the bank. She also led the digital talent strategy to make CBA the largest digital employer and number one banking app in Australia.

Janine's reputation comes from her strategic focus on creating value for shareholders through driving culture and delivering for customers through digital transformation.

Janine is an MBA graduate from the University of Melbourne and is a graduate of the Australian Institute of Company Directors. Janine's contributions have seen her recognised as a finalist in FINSIA most outstanding woman in financial services award, and as a finalist as EOWA Australian diversity leader. She is a member of Chief Executive Women (CEW).

The Directors, with Ms Stewart abstaining, recommend that members vote in favour of the election.

ANNEXURE 1
PROXY FORM

Appointment of Proxy & Voting Form

Appointment of Proxy

I/we, _____ of _____
being a member of Stone & Chalk Limited (the **Company**) and entitled to attend and vote appoint:

the **Chair** of the meeting ¹ **OR** ²
(mark with an 'X')

(Name of the person/body corporate you are appointing as your proxy)

or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting as my/our proxy to act on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) in respect of all of my votes at the Annual General Meeting of the Company to be held on 26 November 2021 at 2:00pm (AEDT) via the ZOOM online platform, the login details will be provided to each member individually by email.

Proxies will only be accepted by the Company if they are received no later than 48 hours before the meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution.

Voting Directions

I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an **x** below. If no direction is given, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

Resolutions

Ordinary Resolution Item 3 – Election of Debra Taylor	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Ordinary Resolution Item 4 – Election of Douglas Elix	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Ordinary Resolution Item 5 – Election of Janine Stewart	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

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

3 Signature of member — *This section must be completed*

Member or Director or Company Secretary

Director

How To Complete This Proxy Form

For your vote to be effective, the Proxy Form must be received by 2:00pm on 24 November 2021.

Appointment of Proxy

If you wish to appoint the Chair of the meeting as your proxy, please mark box **1**. If you wish to nominate someone other than the Chair, please write the name of that person in box **2**. If you leave this section blank, or your proxy does not attend the meeting, the Chair will be your proxy.

Voting

You can direct your proxy how to vote by marking one box associated with each resolution. If you mark more than one box for one item, your vote will be invalid for that item.

Signing Instructions

You must sign the form in the space provided, box **3**.

Companies: Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company does not have a secretary, the sole director can sign. Otherwise, the form must be signed by a director with another director or with a company secretary.

Power of Attorney: To sign under Power of Attorney, you must lodge a certified copy of the Power with the registered office of the Company.

How to Lodge this Proxy/Voting Form

This Proxy/Voting Form (and any Power of Attorney under which it is signed) may be lodged electronically by email to the following email address: proxies@stoneandchalk.com.au

