

Minutes of a General Meeting of Members of the Company



held on **Wednesday November 10th 2021** as a virtual meeting online.

- 1. Present:**
- | | |
|------------------------|--------------------------|
| Nicolas Frances Gilley | (Director & Chairperson) |
| Andrew Laing | (Director) |
| Kirsten Gabel | (Director) |
| Christopher Tierney | (Company Secretary) |
| Members - online | |

2. Chairperson

It was resolved: "That Nicolas Frances Gilley be appointed chairperson of the meeting."

3. Special resolution for voluntary liquidation of Company

A verbal report on the Company's financial position was given by the Chairperson, and a copy of the Declaration of Solvency and a Statement of Assets and Liabilities was tabled, it being proved to the meeting's satisfaction that the Company should be wound up.

It was resolved as a special resolution:

"That the Company be wound up voluntarily."

The motion was declared carried. (Refer to the table at the end of this document)

4. Ordinary resolution for the appointment of the Liquidators

The Chairperson tabled the consent to act from the nominated Liquidators.

It was resolved as an ordinary resolution:

"That George Georges of KPMG be appointed Liquidator of the Company for the purpose of such winding up."

The motion was declared carried.

5. Special resolution for distribution in specie

It was resolved as a special resolution:

"That the Liquidator be and is hereby authorised to divide amongst the members in specie, the whole or any part of the property of the Company and may for that purpose set such value as the Liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members".

The motion was declared carried.

6. Ordinary resolution for remuneration of the Liquidators

The Chairperson tabled the Remuneration Approval Request Report dated 20th day of August 2021 prepared pursuant to Schedule 2 to the Corporations Act 2001, Section 70-50 and Insolvency Practice Rules (Corporations) 2016, Section 70-45.

It was resolved as an ordinary resolution:

"That the remuneration of the Liquidator, as set out in the Remuneration Approval Request dated 20th day of August, for the period from date of liquidation to completion be fixed up to a maximum amount of \$23,000, plus any applicable GST, but subject to upward revision by resolution of members, and that the Liquidator be authorised to make periodic payments on account of such accruing remuneration as incurred."

The motion was declared carried.

7. Ordinary resolution for disposal of books and records

It was resolved as an ordinary resolution:

"That subject to obtaining the approval from the Australian Securities and Investments Commission pursuant to Section 70-35(3) of Schedule 2 of the Corporations Act 2001, the books and records of the Company and of the Liquidator be disposed of by the Liquidator six months after the deregistration of the Company or earlier at the discretion of the ASIC."

The motion was declared carried.

There being no further business, the meeting was declared closed.

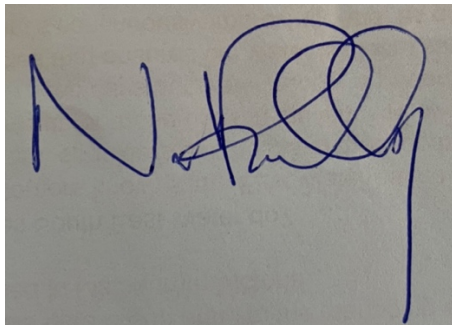
As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
1	SPECIAL RESOLUTION FOR VOLUNTARY LIQUIDATION OF COMPANY	NA	24,046,797 99.26%	6,958 0.03%	173,275 0.72%	12,726	24,266,862 99.97%	6,958 0.03%	14,828	Carried
2	ORDINARY RESOLUTION FOR APPOINTMENT OF LIQUIDATORS	NA	22,995,960 94.93%	18,641 0.08%	1,209,546 4.99%	15,534	24,252,096 99.92%	18,641 0.08%	17,634	Carried
3	SPECIAL RESOLUTION FOR DISTRIBUTION IN SPECIE	NA	22,964,900 94.78%	9,977 0.04%	1,254,641 5.18%	10,163	24,268,231 99.96%	9,977 0.04%	10,163	Carried
4	ORDINARY RESOLUTION FOR REMUNERATION OF THE LIQUIDATORS	NA	22,971,102 94.84%	26,544 0.11%	1,223,975 5.05%	18,060	24,241,567 99.89%	26,544 0.11%	20,260	Carried
5	ORDINARY RESOLUTION FOR DISPOSAL OF BOOKS AND RECORDS	NA	22,964,514 94.77%	48,746 0.19%	1,220,326 5.04%	8,250	24,231,330 99.80%	48,946 0.20%	8,250	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

Confirmed as a true and correct record

Dated this 10th day of November 2021.



Nicolas Frances Gilley
Chairperson

ANNEXURES:

1. Declaration of Solvency and Statement of Assets and Liabilities
2. Notice of members meeting
3. Consent to act