
10M LIMITED

ACN 646 401 425

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm (WST)

DATE: Wednesday, 14 December 2022

PLACE: Redtail Board Room
Level 12, 197 St Georges Terrace, Perth

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2:00pm on Monday, 12 December 2022.

BUSINESS OF THE MEETING – AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period ended 30 June 2022 together with the declaration of the directors, the directors' report and the auditor's report (available at <https://www.corpbervices.com/clients/10m/>).

2. RESOLUTION 1 – APPOINTMENT OF HALL CHADWICK AS AUDITORS

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

"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Hall Chadwick, having been nominated by a Shareholder, the Company appoint Hall Chadwick (having consented in writing to act as auditors of the Company) to act as auditor of the Company with effect from the close of the Meeting."

3. RESOLUTION 2 – CHANGE OF COMPANY STATUS

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

"That, for the purposes of section 162(1) of the Corporations Act and for all other purposes, approval is given to change the status of the Company from a proprietary company limited by shares to a public company limited by shares resulting in the Company's name being altered from 10M Limited to 10M Pty Ltd."

4. RESOLUTION 3 – REPLACEMENT CONSTITUTION

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

"That, subject to the passing of Resolution 3 and the change of company status becoming effective in the manner set out in section 164(5) of the Corporations Act, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

Dated: 21 November 2022

By order of the Board



Mindy Ku
Company Secretary

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- › each Shareholder has a right to appoint a proxy;
- › the proxy need not be a Shareholder of the Company; and
- › a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- › if proxy holders vote, they must cast all directed proxies as directed; and
- › any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but the Company will need to verify your identity. You can register from [insert time] on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on mku@corpbservices.com.

GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means 10M Limited (ACN 646 401 425)

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2022 Annual General Meeting.

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.corpbusiness.com/clients/10m/>.

2. RESOLUTION 1 – APPOINTMENT OF HALL CHADWICK AS AUDITORS

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at the Company's first annual general meeting and at a subsequent annual general meeting thereafter where there is a vacancy.

The Directors appointed Hall Chadwick as the Company's auditor following registration of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Hall Chadwick to be appointed as the Company's auditor. A copy of the nomination of Hall Chadwick as Auditor of the Company is set out at Schedule 1. Hall Chadwick has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this Resolution.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

3. RESOLUTION 2 – CHANGE OF COMPANY STATUS

Resolution 2 seeks Shareholder approval for the Company to change its status from a public company limited by shares to a proprietary company limited by shares. Section 162(1) of the Corporations Act provides that a public company limited by shares may change its status to a proprietary company limited by shares by the members of the company passing a special resolution to that effect.

The Company had initially converted a public company limited by shares to enable it to apply for admission on the Australian Securities Exchange (**ASX**). The Company is no longer seeking admission to the ASX and is therefore seeking to simplify its compliance requirements and costs of managing the Company.

This change of company status is necessary for the Company to minimise costs and ongoing reporting obligations more suitable for an entity of its size and operations. The Company will no longer be required to prepare audited financial statements and hold Annual General Meetings.

The change of company status will result in the Company's name being altered from 10M Limited to 10M Pty Ltd and the adoption of a replacement constitution of the type required for a proprietary company limited by shares.

The Directors of the Company believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 – REPLACEMENT OF CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 3 is a special resolution which will enable the Company to adopt a new constitution more suitable to that of a proprietary company limited by shares (**Proposed Constitution**).

It is not practicable to list all the material changes in this Explanatory Statement when comparing the Company's current Constitution to the Proposed Constitution. Shareholders are invited to contact the Company if they have any queries or concerns. For this purpose, Shareholders wishing to obtain a copy of the Proposed Constitution should contact the Company.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

SCHEDULE 1 – NOMINATION LETTER OF HALL CHADWICK

29 October 2022

The Directors
10M Limited
101 Turnbull Street
HARVEY WA 6220

Dear Sirs,

I, Roesner 1900 Pty Ltd, being a member of 10M Limited (ACN 646 401 425) (**Company**), nominate Hall Chadwick in accordance with Section 328B (1) of the *Corporations Act 2001* (Cth) (**Corporation Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by Section 328B(3) of the Corporation Act.

Signed



Mark Roesner
Sole Director of Roesner 1900 Pty Ltd

10M LIMITED (ACN 646 401 425)

PROXY FORM 2022 ANNUAL GENERAL MEETING

**RETURN YOUR PROXY FORM
by 2:00pm on 12 Dec 2022**

Email to mku@corpbservices.com; or
Mail to Company Secretary, 10M
PO Box 1227, West Perth WA 6872

Shareholder name and address

Change of address. If incorrect, mark this box and make the correction in the space below. Ensure the form is signed.

Appoint a Proxy to Vote on Your Behalf

I/We being a Member of 10M Limited entitled to attend and vote at the Meeting, 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 person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting of Shareholders will be held at 2:00pm (WST) on Wednesday, 14 December 2022 at Redtail Board Room, Level 12, 197 St Georges Terrace, Perth and at any adjournment thereof.

Voting on Business of the Annual General Meeting

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.

		FOR	AGAINST	ABSTAIN
Resolution 1	Appointment of Hall Chadwick s as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Change of Company Status	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Replacement Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is %.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Signature of Shareholder(s)

NOTE: This section must be completed.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact
name

Contact
number

Date

INSTRUCTIONS FOR COMPLETING PROXY FORM

- (Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
- (Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
- (Signing instructions):**
 - > **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - > **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - > **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
- (Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
- (Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return to the Company so that it is received not less than 48 hours prior to commencement of the Meeting. Proxy Forms received later than this time will be invalid.