

INVENTIS LIMITED
(ABN 40 084 068 673)

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10 AM

DATE: 15 December 2023

PLACE Level 8, 107
Pitt Street, Sydney
Sydney NSW 2000

HEAD OFFICE CONTACTS

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This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The AGM to which this Notice of Meeting relates will be held on:

- **Date:** Friday, 15 December 2023
- **Time:** 10:00am
- **Location:** Level 8 / 107 Pitt Street, Sydney NSW 2000

On behalf of the Board, I invite you to attend our 2023 AGM which will be held at the date, time and address referred to above, as well as online via ZOOM webcast. Our virtual meeting will provide you with the opportunity to join regardless of your location.

How to join the Meeting Online

To register in advance for the meeting, please click on the link below.

<https://us06web.zoom.us/meeting/register/tZYvceusqj0sG90mzFEb-15Ai2659XKgR8GP>

After you have registered, you will receive a confirmation email containing information about joining the meeting including the Meeting ID and Password.

Voting Is Important

The business of the AGM affects your Shareholding, and your vote is important.

Voting In Person

To vote in person, attend the AGM on the date and at the place set out above.

Voting In Proxy

Your completed Voting Form must be received by no later than 10AM (AEDT) on **Wednesday, 13 December 2023** in accordance with the instructions set out on the Proxy Form:

- post to Inventis Limited, Level 8, 107 Pitt Street, Sydney NSW 2000] (Attn: Michael Green); or
- send by email to Michael Green, Company Secretary at Michaelg@inventis.com.au

Proxy Forms received later than this time will be invalid.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5PM (AEDT) on **Thursday, 14 December 2023**.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Inventis Limited will be held on 10AM (AEDT) on **Friday 15 December 2023** at Level 8, 107 Pitt Street, Sydney NSW 2000.

The Explanatory Memorandum to this Notice of Meeting and attachments form part of the Notice and provides additional information on matters to be considered at the General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

A. TABLING OF ANNUAL FINANCIAL REPORT

Adoption of 2023 Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2023 which includes the Financial Report, the Directors Report and Auditor's Reports.

Note: There is no requirement for Shareholders to approve these reports

B. ORDINARY RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF THE 2023 REMUNERATION REPORT

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Remuneration Report for the Financial Year ended 30 June 2023.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) Directors of the Company and key management personnel during the 2023 Financial Year (“**KMP**”); and
- (b) a closely related party of that KMP including spouses, children or entities controlled by the KMP.

However, the Company need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or is cast by the person chairing the meeting (**Chair**) as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2 – RETIREMENT OF CHAIRMAN – DR TONY NOUN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That a vote of thankyou be expressed to Dr Tony Noun, who retires as a director of the Company by rotation in accordance with Articles 92/93 of the Constitution, and elected not to offer himself for re-election, as a Director and Chairman of the Company.”

RESOLUTION 3 - APPROVAL FOR ELECTION OF DIRECTOR - MR MICHAEL STAFFORD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Article 96 of the Constitution and for all other purposes, Mr Stafford, offers himself for election as a Director as described in the Explanatory Statement accompanying this Notice.”

RESOLUTION 4 – REMOVAL OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, subject to the passing of Resolution 4, for the purposes of section 329(1) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, be removed as auditor of the Company with effect on and from the close of the Annual General Meeting.”

3. SPECIAL RESOLUTIONS

RESOLUTION 5 - APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, subject to the passing of Resolution 3, for the purposes of section 327D(2) of the Corporations Act and for all other purposes, William Buck , having been nominated and having consented in writing to act as the auditor of the Company, be appointed as auditor of the Company with effect on and from the close of the Annual General Meeting.”

RESOLUTION 6 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a 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 Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 7- APPROVAL FOR THE COMPANY TO ISSUE NOTES TO INVESTORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing 7.1 and for all other purposes that Shareholders approve the issue to 117,647,059 of Notes with a face value of \$4,000,000, on terms and conditions described in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who is expected to participate in the proposed issue of the Notes and any other person who will obtain a material benefit as a result of the finance agreements (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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 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 to vote in that way.

RESOLUTION 8- APPROVAL FOR THE COMPANY TO ISSUE CONVERTIBLE NOTE OPTIONS TO INVESTORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing 7.1 and for all other purposes that Shareholders approve the issue to 58,823,529 of Note Options with a face value of 2,000,000, on terms and conditions described in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Any person who is expected to participate in the proposed issue of the Note Options and any other person who will obtain a material benefit as a result of the finance agreements (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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 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 to vote in that way.

RESOLUTION 9- APPROVAL FOR THE COMPANY TO ISSUE NOTES AND OPTIONS TO MR ANTHONY MANKARIOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 10.11 and for all other purposes that Shareholders approve the issue up to 13,235,294 of Notes and up to 6,617,647 Options to Anthony Mankarios, on terms and conditions described in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mr Anthony Mankarios (or his nominee) who is expected to participate in the proposed issue of the Notes and Options and any other person who will obtain a material benefit as a result of the issue of the Notes and Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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 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 to vote in that way.

RESOLUTION 10- APPROVAL FOR THE COMPANY TO ISSUE NOTES AND OPTIONS TO BOBBIN ED PTY LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.11 and for all other purposes that Shareholders approve the issue up to **4,411,765** of Notes and up to **2,205,882** Options to Bobbin Ed Pty Limited, on terms and conditions described in the Explanatory Statement accompanying this Notice.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mr Bobbin, (or his nominee) who is expected to participate in the proposed issue of the Notes and Options and any other person who will obtain a material benefit as a result of the issue of the Notes and Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution 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 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 to vote in that way.

C. GENERAL BUSINESS

To consider any other business that may be brought forward in accordance with the Constitution or the Corporation Act.

By Order of the Board



Michael Green
Company Secretary
17 November 2023

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Inventis Limited (“**Company**”).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

RESOLUTION 1 - Adoption of the 2023 Remuneration Report

The Remuneration Report forms part of the Directors' Report and is included in the Company's Annual Report for the year ended 30 June 2023. The Remuneration Report is also available on the Company's website: <https://www.inventis.com.au/wp-content/uploads/2023/10/2616907-Inventis-Annual-Report-FY23.pdf>

The Remuneration Report contains the remuneration details of the Directors and the other key management personnel of the Company and explains the incentive arrangements in place of the Company's employees.

Approval sought

Shareholder approval for the adoption of the 2023 Remuneration Report is sought for the purposes of.

Directors' Recommendation

The Directors recommend that non-associated Shareholders vote in favour of Resolution 1.

RESOLUTION 2- Retirement of Chairman – Dr Tony Noun

Background

Dr Tony Noun was originally appointed as a director on 31 August 2005. Since then, Dr Noun has contributed greatly to the Company and continues to do so. Dr Noun is Chairman of the Company and of the Inventis Remuneration and Nomination Committee.

Dr Tony Noun has more than 30 years professional and commercial experience with a proven track record of success. Tony's commercial experience, from both an investor and manager perspective, enabled him to bring extensive financial and corporate experience to lead the Board and Management of Inventis Limited.

Tony is also an active director for a number of companies, public, private and not-for-profit, that cover a broad range of industries and professional disciplines.

Approval sought.

Shareholder approval and a vote of thank you be expressed to Dr Tony Noun, who retires as a director of the Company by rotation in accordance with Articles 92/93 of the Constitution, and elected not to offer himself for re-election, as a director and chairman of the Company.

Directors' Recommendation

The Directors (excluding Dr Noun) recommend that non-associated Shareholders vote in favour of Resolution 2.

RESOLUTION 3- Approval for Election of Director – Mr Michael Stafford

Background

Mr Stafford is a corporate lawyer with over 25 years in practice experienced in Mergers and Acquisitions, who has previous director experience in public Company and private companies.

Shareholder approval for the election of Mr Stafford as a Director is sought for the purposes of Article 96 of the Constitution.

Article 96 states that the Company may by ordinary resolution in General Meeting appoint any person to be a Director or remove any Director from office and confirm appointments of Directors.

Approval sought.

Shareholder approval for the election of Mr Stafford as Director is sought for the purposes of Article 96 of the Constitution.

Mr Stafford offers himself for election.

Directors' Recommendation

The Directors (excluding Mr Stafford) recommend that non-associated Shareholders vote in favour of Resolution 3.

RESOLUTION 4 - REMOVAL OF AUDITOR

On 22 September 2023 a notice of intention to remove the Company's auditor, BDO Pty Ltd, was served on the Company pursuant to section 329(1A) of the Corporations Act ("**Notice of Intention**"). In accordance with the requirements of section 329(2) of the Corporations Act, a copy of the Notice of Intention was sent to BDO and lodged with ASIC on **25 October 2023**. The Board supports the removal of BDO Pty Ltd.

Under section 329(3) of the Corporations Act, BDO Pty Ltd is entitled within 7 days of the receipt of the Notice of Intention, to make representations in writing to the Company and to request those representations be sent to Shareholders prior to the meeting. BDO did not make any representations pursuant to section 329(3) of the Corporations Act and has advised the Company that it does not oppose its removal.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPOINTMENT OF AUDITOR

Section 327D of the Corporations Act states that when an auditor is removed from a company, the Company may appoint a new auditor at a general meeting by special resolution. Resolution 5 is required to fill the vacancy created by the removal of BDO Pty Ltd as the Company's auditor, if Resolution 4 is passed.

In accordance with 328B(1) of the Corporations Act, Starball, a shareholder holding at least 5% equity in the Company, has nominated that, William Buck be appointed auditors of the Company. A copy of that nomination is attached to the Meeting ("**Annexure A**").

Pursuant to 328B(3) of the Corporations Act, a copy of the nomination has also been sent to William Buck.

William Buck has consented in writing to act as the Company's auditor.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6- APPROVAL FOR 10% PLACEMENT CAPACITY

6. RESOLUTION - APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital ("**10% Placement Capacity**") without using that entity's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ AS X 300 Index and has a current market capitalisation of **\$2,581,429** (based on the number of Shares on issue and the closing price of Shares on the ASX on **6 November 2023** and excluding any restricted securities that may be on issue).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class (1) of quoted Equity Securities on issue, being Ordinary Shares (ASX Code: IVT).

If Shareholders approve Resolution 6, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

If Resolution 6 is not approved then, the Company will not be able to issue shares pursuant to LR 7.1A then the Company will not be able to issue shares which may have a negative impact on the Company's business, including those matters described paragraph 6.2(d) below.

6.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A. The information below is provided in relation to this Resolution 6:

(a) Minimum Price

Any equity securities issued under LR 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and issued for cash consideration per security, the minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 6.2(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting; and
- (ii) the time and date of the Company's next annual general meeting; and

- (iii) approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1 A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at **15 December 2023**.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)		Shares issued - 10% voting dilution	Dilution		
			Issue Price		
			\$0.017	\$0.034	\$0.051
			50% decrease	Current Issue Price	50% increase
		Funds Raised			
Current	75,924,386 Shares	7,592,438 Shares	\$193,607.18	\$258,142.89	\$387,214.37
50% increase	113,886,579 Shares	11,388,657 Shares	\$193,607.17	\$387,214.37	\$580,821.55
100% increase	151,848,772 Shares	15,184,877 Shares	\$258,142.91	\$516,285.82	\$774,428.74

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently **75,924,386** Shares on issue as at the date of this Notice of Meeting;
2. The issue price set out above is the closing price of the Shares on the ASX on **6 November 2023**.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approval under ASX Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) the acquisition of new resources, assets and investments including expenses associated with such an acquisition;
- (b) continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);
- (c) the development of the Company's current business; or
- (d) general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1 A(4) and 3.10.3 upon issue of any Equity Securities.

(e) Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues any equity securities under rule 7.1A, the entity must:

- (i) state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the securities under rule 2.7 that the securities are being issued under rule 7.1A; and
- (ii) give to the ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

(f) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and

- (vi) advice from corporate, financial and broking advisers (if applicable).

6.3 Board recommendation

The Board believes that Resolution 6 is in the best interest of the Company and recommends that Shareholders vote in favour of Resolution 6.

RESOLUTION 7- APPROVAL FOR THE COMPANY ISSUE NOTES

1. Background

As announced on 15 December 2023, the Company proposes to issue Convertible Notes and Options to Investors who fall within the exemptions under section 708 of the Corporations Act to raise \$4M.

The purpose for the fundraising is to:

- (i) retire Company short to medium-term debt in the sum up to of \$1,000,000.00;
- (ii) pursue business opportunities in the United States of America in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, estimated at \$1,000,000.00; and
- (iii) for working capital and to extinguish trade supplier payments to the sum of \$2,000,000.00

A summary of Convertible Note Agreement is as follows:

- (a) Interest on the Note is RBA Rate +6.5 %=10.85% pa payable each 6 months;
- (b) Each Note shall have a face value of \$0.034;
- (c) Each Note is secured;
- (d) Each Convertible Note will rank the same as other Noteholders who have subscribed for the Notes;
- (e) The Company acknowledges that on and from the commencement date and at all times until either the Note is Converted into Shares in full or repaid in full (as the case may be), it will be indebted to the Investor to the extent of the Subscription Sum plus any accrued interest.
- (f) The Company does not intend to list the Convertible Note for quotation on the ASX and it is not obliged to do so;
- (h) The Notes shall not provide for any voting rights at Shareholder meetings of the Company;
- (j) The Investor shall be permitted to transfer all or any part of the Convertible Note on the condition that the Investor procures that the assignee of the Note agrees to be bound by the terms and conditions of this Agreement;
- (k) If the Investor converts its Notes between first 6 months and 13 months, the Company will grant one free share option for every two notes converted in accordance with the terms and conditions of the Note Agreement, and
- (l) Each Convertible Note may convert at the Holders discretion at the end of 3 years from time of issue.

A copy of the Note Agreement can be viewed at <https://www.inventis.com.au/investors/>

2. ASX Listing Rules - 7.1

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 shares it had on issue at the start of that period.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain the approval of shareholders under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

3.1. ASX Listing Rule Requirements

The proposed issue of Notes to the Investors under Resolutions 7 does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

3.2. Effect of Resolution

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Notes to Investors and will be able to apply the proceeds from the issue to the purposes so described within this explanatory memorandum. In addition, the issue of the Notes (including underlying Shares that may be issued on conversion) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue which may result in a negative impact on the Company's Business including the purposes so described within this explanatory memorandum.

To this end, resolution 7 seeks shareholder approval for the issue of the Notes to the Investors under and for the purposes of ASX Listing Rule 7.1.

3.3. Required Information for ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7.

(a) Persons Issued To

The Company will be issuing the Notes to unrelated sophisticated, professional and other Investors who fall within the exemptions under section 708 of the Corporations Act. The Company will work with reputable firms within the Financial Services Industry that specialize in the placement of Equity Securities to a wide range of sophisticated, professional investors, and once confirmed will announce to the market and its members.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:

- (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (b) issued more than 1% of the issued capital of the Company.

(b) Maximum Number of Equity Securities

The maximum number of Notes to be issued in accordance with Resolution 7 is 117,647,059.

Each Note (face value plus accrued but unpaid interest) will be convertible into Shares at a conversion price as defined in the Notes Agreement.

(c) Terms of Securities

The Notes will be issued on the terms and conditions set out in The Convertible Notes Agreement.

The Shares issued on conversion of the Notes will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

(d) Date of Issue

The Notes will be issued to Investors no later than 3 months after the date of the Meeting and it is intended that issue of the Notes will occur on the same date.

(e) Price

The Company will not receive any other consideration for the issue of the Notes to Investors, other than the subscription amount paid on subscription for the Notes, in accordance with the Note Documents.

(f) Purpose of Issue/ Use of Funds

The purpose of the issue of the Notes to the Investors is to raise up to \$4,000,000 (before costs), which will assist in funding the Company's working capital requirements including:

- (i) retire Company short to medium-term debt in the sum up to \$1,000,000.00.
- (ii) pursue business opportunities in the United States of America, in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, estimated at \$1,000,000.00; and
- (iii) For working capital and to extinguish trade supplier payments to the sum of \$2,000,000.00.

The Notes (and Shares on conversion of the Notes) are not being issued under, or to fund, a reverse takeover.

(g) Material Terms of Agreement

The Notes are being issued pursuant to the Note and Option Agreement, which are summarized above.

(h) Voting Exclusion

A voting exclusion applies to Resolution 7 and is included in the Notice.

6.3 Board recommendation

The Board believes that Resolution 7 is in the best interest of the Company and recommends that Shareholders vote in favour of Resolution 7.

RESOLUTION 8- APPROVAL FOR THE COMPANY ISSUE CONVERTIBLE NOTE OPTIONS

1. Background

As stated in Resolution 7, the Company proposes to issue Convertible Notes and Options to Investors who fall within the exemptions under section 708 of the Corporations Act to raise \$4M.

The purpose for the fundraising is to:

- (i) retire Company short to medium-term debt in the sum up to \$1,000,000.00
- (ii) pursue business opportunities in the United States of America, in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, estimated at \$1,000,000.00; and
- (iii) For working capital and to extinguish trade supplier payments to the sum of \$2,000,000.00.

In addition to issuing Convertible Notes, the Company has agreed to issue free-attaching unquoted Options to the Investors (**Convertible Note Options**), subject to the Company obtaining Shareholder approval. The Convertible Note Options are exercisable at \$0.034 each expiring on 15 December 2026.

The Convertible Note Options will be issued to the Investors who subscribe for Notes under the Note Agreement.

Resolution 8 seeks Shareholder approval for the issue of up to 58,823,529 Convertible Note Options to the

Investors under and for the purposes of ASX Listing Rule 7.1.

A summary of Convertible Note Agreement set out in the background in Resolution 7:

A copy of the Note Agreement can be viewed at <https://www.inventis.com.au/investors/>

2. ASX Listing Rules - 7.1

A summary of LR 7.1 is set out in Resolution 7 in paragraph 2.

3 ASX Listing Rule Requirements

The proposed issue of Note Options to the Investors under Resolution 8 does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. They therefore require the approval of Shareholders under ASX Listing Rule 7.1.

4. Effect of Resolution

If Resolution 8 is passed, the Company can proceed with the issue of the Convertible Note Options to the Investors. In addition, the issue of the Convertible Note Options (including underlying Shares) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company may not be able to proceed with the issue of the Convertible Note Options to the Investors. This may have a negative impact to the Company's business which includes the purposes so described in this explanatory memorandum.

To this end resolution 8 seeks Shareholder approval for the issue of the Notes to the Investors under and for the purposes of ASX Listing Rule 7.1.

5. Required Information for ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8.

(a) Persons Issued To

Company will be issuing the Note Options to unrelated sophisticated, professional and other Investors who fall within the exemptions under section 708 of the Corporations Act. The Company will work with reputable firms within the Financial Services Industry that specialize in the placement of Equity Securities to a wide range of sophisticated, professional investors, and once confirmed will announce to the market and its members.

In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:

- (a) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (b) issued more than 1% of the issued capital of the Company.

(b) Maximum Number of Equity Securities

The maximum number of Options to be issued in accordance with Resolution 8 is 58,823,529.

(c) Terms of Securities

The Options will be issued on the terms and conditions set out in the Convertible Note Agreement. A summary of this Convertible Note Agreement is stated in Resolution 7.

The Shares issued on conversion of the Notes will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

(d) Date of Issue

The Notes will be issued to Investors no later than 3 months after the date of the Meeting and it is intended that issue of the Notes will occur on the same date.

(e) Price

Should an Investor exercise the free attaching Note Options in accordance with the terms and conditions of the Notes Agreement, then the Company may receive consideration of up to \$2,000,000.

(f) Purpose of Issue/ Use of Funds

The purpose of the issue of the Note Options to the Investors is to raise up to an additional \$2,000,000 (before costs), which will assist in contributing towards the objectives of the Notes Issue, being:

- (i) retire Company short to medium-term debt.
- (ii) pursue business opportunities in the United States of America, in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, and
- (iii) For working capital and to extinguish trade supplier payments.

The Notes (and Shares on conversion of the Notes) are not being issued under, or to fund, a reverse takeover.

(g) Material Terms of Agreement

The Notes are being issued pursuant to the Note and Option Agreement, which are summarized in the Background to Resolution 7.

(h) Voting Exclusion

A voting exclusion applies to Resolution 8 and is included in the Notice.

6. Board recommendation

The Board believes that Resolution 8 is in the best interest of the Company and recommends that Shareholders vote in favour of Resolution 8.

RESOLUTION 9 AND 10 - APPROVAL FOR THE COMPANY ISSUE CONVERTIBLE NOTE AND OPTIONS TO RELATED PARTIES

1. Background

Mr Anthony Mankarios and Bobbin Ed Pty Ltd ("**Related Parties**") wish to participate in the Issue of Convertible Notes and Note Options on the same terms as unrelated participants in the Note Facility subject to the granting of a Waiver to L.R. 10.1 by the ASX. If such a waiver is not granted, then the related Parties will participate in the Issue of Convertible Notes and Note Options on an unsecured basis. ("**Participation**").

The Related Parties are proposing to subscribe for securities in the following proportions:

- (a) up to 13,235,294 Notes and 6,617,647 free attaching Convertible Note Options to Anthony Mankarios, the subject of Resolution 9.
- (b) up to 4,411,765 Notes, and 2,205,882 free-attaching Convertible Note Options to Bobbin Ed Pty Ltd, the subject of Resolution 10 ("**RP Securities**").

Accordingly, Resolutions 9 and 10 seek Shareholder approval for the issue of the RP Securities.

2. Corporations Act Requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must obtain approval of shareholders in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of the RP Securities which constitutes giving a financial benefit and:

- (a) Anthony Mankarios is a related party of the Company by virtue of being a Director.
- (b) Bobbin Ed Pty Limited is a related party of the Company by virtue of being controlled by Peter Bobbin, who is Director.

The Board (with Mr Mankarios, abstaining from the deliberations) is of the view that the Participation is on arms' length terms, as the RP Securities will be issued on the same terms as the Notes and Convertible Note Options issued to non-related party participants in the Note Facility, and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

The Board (with Mr Bobbin abstaining from the deliberations) is of the view that the Participation is on arms' length terms, as the RP Securities will be issued on the same terms as the Notes and Convertible Note Options issued to non-related party participants in the Note Facility, and therefore, there is no requirement for additional shareholder approval under Chapter 2E of the Corporations Act.

3. ASX Listing Rule Requirements 10.1 and 10.11

ASX Listing Rule 10.1 provides that a listed company must not acquire or agree to acquire a substantial asset from, or dispose of or agree to dispose of a substantial asset to:

- 10.1.1 a related party;
- 10.1.2 a child entity;
- 10.1.3 a person who is, or was at any time in the 6 months before the transaction, a substantial (10%+) holder in the Company;
- 10.1.4 an associate of a person referred to in Listing Rules 10.1.1 to 10.1.3; or
- 10.1.5 a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

The transaction falls within ASX Listing Rule 10.1.1 and involves the disposal of a substantial asset.

For the purposes of Listing Rule 10.1, a disposal is also considered to be offering security over the company's assets.

It therefore requires the approval of the company's shareholders under Listing Rule 10.1, or in the absence of this an approved ASX L.R. 10.1 waiver which the company will be seeking from the ASX.

If the waiver is not granted, then the Convertible Notes will be issued on an unsecured basis.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial

(10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in ASX Listing Rule 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 9 and 10 seek the required Shareholder approval for the issue of the RP Securities under and for the purposes of ASX Listing Rule 10.11.

Pursuant to ASX Listing Rule 7.2 exception 14, where approval under ASX Listing Rule 10.11 is obtained, approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the company's 15% limit.

4. Effect of Resolutions

If Resolutions 9 and 10 are both passed by Shareholders, then the Company will be able to proceed with the issue of the RP Securities either on a secured or an unsecured basis depending upon the outcome of the ASX L.R. 10.1 Waiver application and will raise additional funds which will be used towards the objectives of the Notes and Notes Options Issue described in the explanatory memorandum to resolutions 7 and 8.

If any of Resolutions 9 and 10 are not passed by Shareholders, the Company will not be able to proceed with the issue of the relevant RP Securities and any subscription amounts paid by the relevant Related Party will be treated as an unsecured loan, repayable in cash by the Company to the Related Party. The Company may consider sourcing alternate funding to replace and repay those loans where any of Resolutions 9 or 10 are not passed, but there is no guarantee that these funds will be available from other investors.

These Resolutions are not interdependent in that any of Resolution 9 or 10 can be passed without all of Resolutions 9 and 10 passing.

5. Required Information ASX Listing Rule 10.11

In accordance with ASX Listing Rule 10.13 the following information is provided in relation to Resolutions 9 and 10:

(1) Persons Issued To

The RP Securities will be issued to:

- (a) pursuant to Resolution 9, Anthony Mankarios who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a Director; and
- (b) pursuant Resolution 10, Bobbin Ed Pty Limited who falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being a company controlled by Mr Peter Bobbin.

(2) Maximum Number of Equity Securities

The maximum number of RP Securities to be issued:

- (a) to Anthony Mankarios under Resolution 9 is 13,235,294 Notes (with a face value of \$450,000 and 6,617,647 Convertible Note Options; and
- (b) to Bobbin Ed Pty Limited under Resolution 10 is 4,411,765 Notes (with a face value of \$150,000 and 2,205,882 Convertible Note Options.

Each Note (face value plus accrued but unpaid interest) will be convertible into Shares at a conversion price of the **higher** of:

- (a) a 7.5 % discount to the 20 trading day VWAP of the Company's Shares up to, but not including, the conversion date; and
- (b) the **Floor Price**, being the lower of:
 - (i) \$0.065; and
 - (ii) the lowest price at which the Company has issued Shares to raise capital pursuant to a placement to sophisticated or professional investors (including a Qualifying Capital Raising), and which is agreed and announced by the Company on the ASX after the Issue Date and before the conversion date. For the purposes of this paragraph (ii), if the Company issues Shares together with options, warrants or any other securities that are convertible into Shares on payment of an exercise price, the issue price for such combination of securities will be treated as the issue price of the Shares only.

By way of illustration, the table below shows three hypothetical examples of the maximum number of Shares that would be issued if all 17,647,059 Notes under Resolutions 9 and 10 are converted at various assumed conversion prices.

Assumed conversion price	Number of Shares issued on conversion of Notes ²
\$0.065	9,230,769*
\$0.034	17,647,059
\$0.017	35,294,118

*does not include take up of Options for early conversion.

Notes:

1. Assumes that there is no accrued but unpaid interest. Any accrued but unpaid interest as at the conversion date will also be converted into Shares.
2. Subject to fractional rounding.

(3) Terms of Securities

Where the ASX L.R. 10.1 Waiver is granted the Notes will be issued on the terms and conditions as set out in the Convertible Note Agreement.

Where the ASX L.R. 10.1 Waiver is not granted then the Notes will be issued on an unsecured basis.

The Shares issued on conversion of the Notes will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue.

The Convertible Note Options will be issued on the following terms and conditions:

- (a) exercise price is \$0.034 per Convertible Note Option;
- (b) the expiry date is 15 December 2026; and
- (c) otherwise as per the Convertible Note Agreement.

(4) Date of Issue

The RP Securities will be issued no later than 1 month after the date of the meeting, and it is intended that the RP Securities will occur on the same date, either on;

- a) the terms and conditions as set out in the Convertible Note Agreement; or
- b) an unsecured basis

Depending on the outcome of the ASX L.R. 10.1 Waiver application.

(5) Price

The Company will not receive any other consideration for the issue of the RP Placement Securities (other than the subscription sum paid on subscription for the Notes in accordance with the Note Documents, or in respect of funds received on exercise of the Convertible Note Options).

(6) Purpose of Issue/Use of Funds

The purpose of the issue of the RP Securities is to raise up to an additional funds required by the Company as stated under the Note Facility including:

- (i) retire Company short to medium-term debt in the sum up to \$1,000,000.00;
- (ii) pursue business opportunities in the United States of America, in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, estimated at \$1,000,000.00; and
- (iii) For working capital and to extinguish trade supplier payments to the sum of \$2,000,000.00.

The RP Securities to be issued under the Participation are not intended to remunerate or incentivise the Directors.

(7) Material Terms of Agreement

The RP Securities are being issued to the Related Parties under the terms and conditions of the Notes Agreement subject to the outcome of the ASX L.R. 10.1 waiver application, which are summarised in Resolution 7.

(8) Voting Exclusion

A voting exclusion applies to each of Resolutions 9 and 10 and is included in the Notice.

4.2. Director Recommendation

The Directors (other than Mr Anthony Mankarios who have an interest in Resolution 9) recommend that Shareholders vote in favour of Resolution 9.

The Directors (other than Mr Peter Bobbin who has an interest in Resolution 10) recommend that Shareholders vote in favour of Resolution 10.

ANNEXURE A

NOMINATION NOTICE

In accordance with 328B(1) of the Corporations Act, Starball Pty Ltd (ACN 004 001 638) ("**Starball**"), a shareholder holding at least 5% equity in the Company, has nominated that William Buck to be appointed the auditors of the Company.

A handwritten signature in black ink, appearing to read 'A Mankarios', written in a cursive style.

Mr Anthony Mankarios
Director
Starball

Dated: 17 November 2023

GLOSSARY

\$ means Australian dollars

AGM, Annual General Meeting or Meeting means the Annual General Meeting of the Company's Shareholders to be held on **15 December 2023** for the 2023 Financial Year as convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASX means ASX Limited (ABN 98 008 624 691) or Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Inventis Limited (ABN 40 084 068 673).

Constitution means the Constitution of the Company as at the date of the Notice.

Corporations Act means the Corporations Act 2001 (Cth).

Director means all the Directors of the Company from time to time.

Equity Securities have the same meaning to them in Chapter 19 of the ASX Listing Rules

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Holder has the same meaning as Investor.

Investor means a person who signs Convertible Note Agreement and who is a person who falls within one of the exemptions under section 708 of the Corporations Act.

Investor Agreement means the draft Investor Agreement with the Company,

Financial Year means 30 June.

Notice or **Notice of Meeting** means this Notice of the Annual General Meeting giving notice to Shareholders of the AGM accompanying this Explanatory Memorandum.

Note has the same meaning as given to this term in the draft Convertible Note Agreement

Option means an option to acquire a Share.

Ordinary Resolution means a resolution requiring more than 50% of votes to be passed

Related Party has the meaning in section 228 of the Corporations Act.

Relevant Interest has the meaning given to that term in section 9 of the Corporations Act.

Resolution means the resolution set out in the Notice of the AGM.

Share means a fully paid ordinary share in the capital of the Company and having all rights attached to such share.

Shareholder means a holder of a Share.

Special Resolution means a resolution requiring more than 75% of votes to be passed

Subscription Sum means the amount paid by an Investor to the Company for the Convertible Note.

Voting Power has the meaning given by section 610 of the Corporations Act.

NOTES AGREEMENT SUMMARY – KEY FEATURES

As announced on 15 December 2023, the Company proposes to issue Convertible Notes and Options to Investors who fall within the exemptions under section 708 of the Corporations Act to raise \$4M.

The purpose for the fundraising is to:

- (i) retire Company short to medium-term debt in the sum up to of \$1,000,000.00;
- (ii) pursue business opportunities in the United States of America in order to further develop and grow the international sales of the Hazavoid EAS as well as leverage the advantages of the Hazavoid US Patent, estimated at \$1,000,000.00; and
- (iii) for working capital and to extinguish trade supplier payments to the sum of \$2,000,000.00

A summary of Convertible Note Agreement is as follows:

- (a) Interest on the Note is RBA Rate +6.5 %=10.85% pa payable each 6 months;
- (b) Each Note shall have a face value of \$0.034;
- (c) Each Note is secured;
- (d) Each Convertible Note will rank the same as other Noteholders who have subscribed for the Notes;
- (e) The Company acknowledges that on and from the commencement date and at all times until either the Note is Converted into Shares in full or repaid in full (as the case may be), it will be indebted to the Investor to the extent of the Subscription Sum plus any accrued interest.
- (f) The Company does not intend to list the Convertible Note for quotation on the ASX and it is not obliged to do so;
- (h) The Notes shall not provide for any voting rights at Shareholder meetings of the Company;
- (j) The Investor shall be permitted to transfer all or any part of the Convertible Note on the condition that the Investor procures that the assignee of the Note agrees to be bound by the terms and conditions of this Agreement;
- (k) If the Investor converts its Notes between first 6 months and 13 months, the Company will **grant one free share option for every two notes converted in accordance with the terms and conditions of the Note Agreement, and**
- (l) Each Convertible Note may convert at the Holders discretion at the end of 3 years from time of issue.

A copy of the Note Agreement can be viewed at <https://www.inventis.com.au/investors/>

Key Features of the Free Attaching Options are as follows:

In addition to issuing Convertible Notes, the Company has agreed to issue free-attaching unquoted Options to the Investors (**Convertible Note Options**), subject to the Company obtaining Shareholder approval. The Convertible Note Options are exercisable at \$0.034 each expiring on 15 December 2026.

The Convertible Note Options will be issued to the Investors who subscribe for Notes under the Note Agreement.

In order for an Investor to exercise the free attached options at the exercise price of \$0.034, the following conditions apply:


- i. They must convert their notes between 6 months and 13 months from the date of the issuance of the Notes to the Investor, and
- ii. The Company's Share Price must reach its target value of \$0.065 during that period.

If the Investor does not convert their notes during this time, then the options will lapse after the 13th month from the date of the issuance of the notes to the Investor.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>


 **EMAIL**
vote@linkmarketservices.com.au

 **BY MAIL**
Inventis Limited,
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND***
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

*During business hours Monday to Friday

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Wednesday, 13 December 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

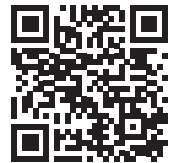
 **ONLINE**
<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

 **BY MOBILE DEVICE**
Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Inventis Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 15 December 2023** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Level 8 / 107 Pitt Street, Sydney NSW 2000** or registering online at <https://us06web.zoom.us/meeting/register/tZYvceusqj0sG90mzFEb-15Ai2659XKgR8GP>. You can access the Notice of Meeting via the Inventis Limited Investor Centre: <https://www.inventis.com.au/investors/>

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 ADOPTION OF THE 2023 REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 APPROVAL FOR THE COMPANY TO ISSUE NOTES AND OPTIONS TO MR ANTHONY MANKARIOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RETIREMENT OF CHAIRMAN – DR TONY NOUN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 APPROVAL FOR THE COMPANY TO ISSUE NOTES AND OPTIONS TO BOBBIN ED PTY LIMITED	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL FOR ELECTION OF DIRECTOR - MR MICHAEL STAFFORD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 REMOVAL OF AUDITOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 APPOINTMENT OF AUDITOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 APPROVAL FOR THE COMPANY TO ISSUE NOTES TO INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 APPROVAL FOR THE COMPANY TO ISSUE CONVERTIBLE NOTE OPTIONS TO INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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