



XREF LIMITED

ABN 34 122 404 666

NOTICE OF 2020 ANNUAL GENERAL MEETING

TIME: 4:30pm (AEDT)

DATE: 25 November 2020

PLACE: Xref Limited's office
Suite 17, Level 3, 13 Hickson Road, Dawes Point, Sydney NSW

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (02) 8244 3099.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Xref Limited (Xref or the Company) 2020 Annual General Meeting (AGM or Meeting) will be held at 4:30pm (AEDT) on Wednesday, 25 November 2020 at:

Xref Limited's office

Suite 17, Level 3, 13 Hickson Road, Dawes Point, Sydney NSW

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined that, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the persons eligible to vote at the AGM are those who are registered Shareholders at 7:00pm (AEDT) on 23 November 2020.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of Xref; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two 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 half of the votes.

BUSINESS OF THE MEETING

AGENDA

1. TO CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

To consider the Reports of the Directors and the Auditor, and the Financial Statements of the Company for the year ended 30 June 2020.

Note: This item of business is for discussion purposes only and is not a Resolution. Shareholders will be given a reasonable opportunity during the AGM to ask questions about, or make comments in relation to, each of the reports during the consideration of this item.

2. RESOLUTION 1 – TO APPROVE THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding 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 Xref’s Annual Financial Report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – TO RE-ELECT A DIRECTOR – MR TIMOTHY GRIFFITHS

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

“That Mr Timothy Griffiths, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTORS

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

“That, pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be hereby given for the issue of fully paid ordinary shares to the Directors, as set out in the Explanatory Notes.”

Resolution 3.1	Mr Brad Rosser	43,607 Shares
Resolution 3.2	Mr Lee-Martin Seymour	73,077 Shares
Resolution 3.3	Mr Timothy Griffiths	73,077 Shares
Resolution 3.4	Mr Nigel Heap	14,103 Shares

Voting Exclusion Statement: Xref will disregard any votes cast in favour of each of Resolutions 3.1 to 3.4 inclusive (To Approve the Issue of Ordinary Shares to Directors) by or on behalf of the named Director (and any of their associates), being:

Mr Brad Rosser (in respect of Resolution 3.1);

Mr Lee-Martin Seymour (in respect of Resolution 3.2);

Mr Timothy Griffiths (in respect of Resolution 3.3); and

Mr Nigel Heap (in respect of Resolution 3.4).

However, the Company need not disregard a vote if: it is cast by a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the Meeting 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.

5. RESOLUTION 4 – TO APPROVE A 10% PLACEMENT FACILITY

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

“That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of Xref (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Facility and any person (and any associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if this Resolution is passed. However, Xref need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person who is chairing the AGM 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.

6. RESOLUTION 5 – TO RATIFY THE PRIOR ISSUE OF WARRANTS

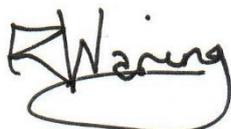
To consider and, if thought fit, to pass, the following Resolution as an ordinary resolution:

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 14,285,714 detached unlisted warrants to PURE Asset Management Pty Ltd (PURE) as announced to ASX on 31 July 2020 on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion Statement: Xref will disregard any votes cast on this Resolution by PURE (and its associates) who participated in the issue and a person (and their associates) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed. However, the Company need not disregard a vote if: it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the Meeting 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.

Dated: 23 October 2020

By order of the Board



Robert J Waring
Company Secretary

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions that are the subject of the business of the AGM.

1. TO CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include the receipt and consideration of the Annual Financial Report of Xref for the financial year ended 30 June 2020 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of Xref's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available in the Investor Hub section of its website at <https://www.xref.com/investor-centre>.

2. RESOLUTION 1 – TO APPROVE THE REMUNERATION REPORT

General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

Voting Consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against the adoption of the remuneration report and, at the first of those annual general meetings, a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous Voting Results

At Xref's previous AGM the votes cast against the remuneration report considered at that Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

Directors' Recommendation

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

3. RESOLUTION 2 – TO RE-ELECT A DIRECTOR – MR TIMOTHY GRIFFITHS

General

The Company's Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Clause 10.2(b) of Xref's Constitution provides that if the ASX Listing Rules require an election of Directors to be held at an annual general meeting, the Director to retire is:

- a) the Director who has held office as Director for the longest period of time since his or her last election or appointment to that office; or
- b) if two or more Directors have held office for the same period of time, the Director determined by lot, unless those Directors agree otherwise.

The Managing Director is not subject to the requirement to retire pursuant to clause 10.2 of the Company's Constitution.

Qualifications and Other Material Directorships

Timothy Griffiths is a co-founder of Xref. He is an MBA-qualified technologist, with 23 years' experience advising companies, including Virgin and SkyTV. Mr Griffiths worked for Benchmark Capital providing technical diligence for high tech start-up investment and was co-founder of media company a2a plc, which floated on the UK stock market. More recently he was CIO for Jcurve Solutions, an Australian cloud NetSuite ERP provider.

Independence

If re-elected, the Board continues to consider Mr Griffiths to be a non-independent Director.

Directors' Recommendation

The Board (except Mr Griffiths) supports the re-election of Mr Griffiths and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTORS

General

It is proposed to issue Shares to the Directors as payment for the 20% reduction in their salaries (for the two Executive Directors) and fees (for the two Non-Executive Directors) for the three months to 30 June 2020 to make up for the cash forgone in the midst of the COVID-19 pandemic, as follows:

Resolution 3.1	Mr Brad Rosser	43,607 Shares	Non-Executive Chairman
Resolution 3.2	Mr Lee-Martin Seymour	73,077 Shares	Managing Director
Resolution 3.3	Mr Timothy Griffiths	73,077 Shares	Executive Director
Resolution 3.4	Mr Nigel Heap	14,103 Shares	Non-Executive Director

ASX Listing Rule 10.11 excludes a Related Party, such as Messrs Rosser, Seymour, Griffiths and Heap, or their Associates, from acquiring securities in the Company except in certain circumstances. One of these circumstances is where Shareholders approve the proposed issue of securities. ASX Listing Rule 10.13 sets out the notice of meeting requirements that apply in order for Shareholders to provide such an approval. Shareholders are hereby advised of the following details concerning the proposed issue of Shares to Messrs Rosser, Seymour, Griffiths and Heap for which approval is sought. In accordance with ASX Listing Rule 10.13 Xref advises that:

1. the Shares are proposed to be issued to Messrs Rosser, Seymour, Griffiths and Heap, or their nominees;
2. the maximum number of Shares proposed to be issued to Mr Rosser is 43,607 Shares, to Mr Seymour is 73,077 Shares, to Mr Griffiths is 73,077 Shares and to Mr Heap is 14,103 Shares;
3. the date by which the Company intends to issue the Shares will be not more than one month after the date of the Meeting, i.e. prior to 25 December 2020;
4. these Shares are proposed to be issued based on the price of the seven-day volume-weighted average price (VWAP) prevailing prior to the announcement to ASX of the proposed issue of the Shares on 8 July 2020, being \$0.18 per Share; and

5. there will be no funds raised, as the Shares are being issued in payment of a proportion of salaries or Directors' Fees for the 20% reduction in their salaries (for the two Executive Directors) and fees (for the two Non-Executive Directors) for the three months to 30 June 2020 to make up for the cash forgone. The Shares will be issued for nil cash consideration.

Other Information

The Share price at the date of this Notice of AGM is \$0.195, and this compares to a high of \$0.20 per Share and a low of \$0.145 per Share in the month leading up to the Notice of Meeting.

Any Shares issued as payment of Directors' Fees and/or salaries in accordance with Resolution 3 will rank equally with Xref's existing Shares.

With regard to Resolution 3, and in accordance with ASX Listing Rule 7.2, exception 14, if approval is given under ASX Listing Rule 10.11 approval is not required under ASX Listing Rule 7.1.

Directors' Recommendation

All of the Directors (other than the Directors whose Resolution involves them) recommend to Shareholders that they support Resolutions 3.1 to 3.4 inclusive regarding the issue of Shares to the Directors as they consider the grant of these Shares to be an appropriate way to pay Directors' Fees and/or salaries to conserve the Company's cash, while managing Xref's working capital position. The Directors (other than the Directors whose Resolution involves them) do not have any interest in the outcome of Resolutions 3.1 to 3.4 inclusive. Messrs Rosser, Seymour, Griffiths and Heap do not make any recommendation to Shareholders on Resolution 3 where it involves them because of their personal interests in the subject matter of these Resolutions.

5. RESOLUTION 4 – TO APPROVE A 10% PLACEMENT FACILITY

Resolution 4 seeks Shareholder approval for a 10% placement facility. ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12-month period after its annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity, for the purpose of ASX Listing Rule 7.1A, is an entity that is not included in the S&P / ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. Xref is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 'Formula for Calculating 10% Placement Facility' below).

Description of ASX Listing Rule 7.1A

Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a Special Resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of the Company's Equity Securities. Xref, as at the date of this Notice of AGM, has on issue the following classes of Equity Securities:

- 182,030,383 fully paid ordinary shares, quoted on ASX;
- 16,666,666 C Class Performance Rights, not quoted on ASX, with an expiry date of 20 January 2021;
- 5,400,000 options, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 25 November 2021;
- 2,500,000 options, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 25 November 2022;
- 906,870 options issued under the Company's Employee Option Plan (EOP), not quoted on ASX, with an exercise price of \$0.585 and an expiry date of 3 July 2021;
- 194,331 options issued under the EOP, not quoted on ASX, with an exercise price of \$0.66 and an expiry date of 5 February 2022;

- 2,500,000 options issued under the EOP, not quoted on ASX, with an exercise price of \$0.70 (with 1,000,000 options expiring if not exercised by 12 February 2021, with 750,000 options expiring if not exercised by 12 February 2022, and with 750,000 options expiring if not exercised by 12 February 2023);
- 315,664 options issued under the EOP, not quoted on ASX, with an exercise price of \$0.66 and an expiry date of 1 August 2022;
- 2,500,000 options issued under the EOP, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 29 November 2022;
- 300,000 Options issued under the EOP, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 3 September 2021;
- 300,000 Options issued under the EOP, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 3 September 2022;
- 300,000 Options issued under the EOP, not quoted on ASX, with an exercise price of \$0.70 and an expiry date of 3 September 2023;
- 4,000,000 Options issued under the EOP, not quoted on ASX, with an exercise price of \$0.18 and an expiry date of 15 January 2024; and
- 14,285,714 detached warrants, not quoted on ASX, with an exercise price of \$0.35 and an expiry date of 31 July 2024.

Formula for Calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue, or agree to issue, during the 10% Placement Period (refer to section '10% Placement Period' below), a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid ordinary shares that became fully paid ordinary shares in the 12 months;
 - plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rules 7.1 and 7.4; and
 - less the number of fully paid ordinary shares cancelled in the 12 months.

(Note that A has the same meaning as in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.)

D is 10%

E is the number of Equity Securities issued, or agreed to be issued, under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue, or agreement to issue, that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

ASX Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, Xref has on issue 182,030,383 fully paid ordinary shares and therefore has a capacity to issue:

- 27,304,557 Equity Securities under ASX Listing Rule 7.1; and
- subject to Shareholder approval being obtained under Resolution 4, 18,203,038 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 'Formula for Calculating the 10% Placement Facility' above).

Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- b) if the Equity Securities are not issued within five Trading Days of the date referred to in section 'Minimum Issue Price' (a) above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- a) the date that is 12 months after the date of the Meeting at which the approval is obtained; or
- b) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by ASX (10% Placement Period).

ASX Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period in addition to using Xref's 15% placement capacity under ASX Listing Rule 7.1. Resolution 4 is a Special Resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

Specific Information Required by ASX Listing Rule 7.3A

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows, to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class over the 15 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; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in section 'Specific Information Required by ASX Listing Rule 7.3A' (a)(i) above, the date on which the Equity Securities are issued.
- b) There is a risk that:
 - (i) the market price for Xref's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the risk of voting dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Meeting. The table also shows:

- two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary shares Xref has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro-rata entitlement issue) or future-specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.09 50% decrease in Issue Price	\$0.18 Issue Price	\$0.36 100% increase in Issue Price
Current Variable A: 182,030,383 Shares	10% Voting Dilution	18,203,038 shares	18,203,038 shares	18,203,038 shares
	Funds Raised	\$1,638,273	\$3,276,547	\$6,553,094
50% increase in current Variable A: 273,045,575 Shares	10% Voting Dilution	27,304,557 shares	27,304,557 shares	27,304,557 shares
	Funds Raised	\$2,457,410	\$4,914,820	\$9,829,641
100% increase in current Variable A: 364,060,766 Shares	10% Voting Dilution	36,406,077 shares	36,406,077 shares	36,406,077 shares
	Funds Raised	\$3,276,547	\$6,553,094	\$13,106,188

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - No current Options are exercised into Shares before the date of the issue of the Equity Securities;
 - 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%;
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of a placement under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - The table shows only the effect of the issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 and no other issues of Equity Securities;
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
 - The issue price is \$0.18, being the closing price of the Shares on ASX on 19 October 2020.
- c) Xref will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- d) The Company may seek to issue the Equity Securities for the following purpose:
- (i) cash consideration. In such circumstances, Xref intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), for continued development of the Company's business in Australia, the UK, Canada and the USA, and for ongoing future working capital purposes.
- e) Xref will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Equity Securities.
- f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each allottee will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds that are available to Xref, including, but not limited to, a rights issue or other issue in which the existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of Xref; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Meeting, but may include existing substantial Shareholders and / or new shareholders who are not related parties or associates of a related party of the Company. Further, if Xref is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments, or the nominee of such vendors.

- g) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 29 November 2019 annual general meeting, and issued 10,593,939 Shares under that approval in the subsequent period to the date of this Notice of AGM. The percentage that these 10,593,939 Shares represent of the total number of equity securities, being 199,345,343, on issue at the commencement of the period since 29 November 2019 is 5.31%.
- h) The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 32,854,285, made up of 14,568,571 fully paid ordinary shares, 14,285,714 warrants and 4,000,000 Options. The issue of Shares represents approximately 8.7% of the total fully paid ordinary shares and 7.3% of the fully diluted Equity Securities on issue at the commencement of the 12-month period prior to the date of the Notice of AGM.

The following information is provided pursuant to ASX Listing Rule 7.3A.6(b):

Date of Issue: 19 December 2019

Number Issued: 10,593,939

Class: Fully paid ordinary shares

Recipients: Various persons and entities introduced by TMT Partners, who acted as corporate adviser and lead manager to the placement. None of the entities were Related Parties of Xref.

Price / Discount: \$0.33 per Share representing a discount of 9.59% to the last closing price prior to the trading halt for the announcement of the placement.

Consideration and Use of Funds: Total funds raised from the Shares issued under ASX Listing Rule 7.1A2 were \$3,496,000, which have been used to support the further growth of the Company, including additional sales and marketing capability, technology development and working capital requirements, and other general corporate purposes.

A Voting Exclusion Statement for this Resolution is included in the Notice of Meeting. At the date of the Notice of AGM, Xref had not approached any particular existing Shareholder or security holder, or an identifiable class of existing security holder, to participate in the issue of the Equity Securities. No existing Shareholders' votes will therefore be excluded under the Voting Exclusion Statement in the Notice of Meeting.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote any undirected proxies in favour of Resolution 4.

6. RESOLUTION 5 – TO RATIFY THE PRIOR ISSUE OF WARRANTS

The Company and PURE are parties to a four-year secured A\$5 million debt facility announced to ASX on 31 July 2020 under which Xref has issued 14,285,714 detached unlisted warrants to PURE. Each warrant is exercisable in whole or in part at any time during the period commencing on the date of issue and expiring on the date that is seven days before the termination date of the four-year PURE debt facility. The warrants were issued under ASX Listing Rule 7.1.

The purpose of Resolution 5 is to seek Shareholder approval under ASX Listing Rule 7.4 to approve and ratify the issue of the 14,285,714 detached unlisted warrants issued to PURE under ASX Listing Rule 7.1.

ASX Listing Rules

ASX Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of its shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves, or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it. Issues made under ASX Listing Rule 7.1A can also be ratified under ASX Listing Rule 7.4.

The effect of Shareholders passing Resolution 5 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months and increase the base figure (i.e. variable 'A') in which Xref's 15% annual placement capacity is calculated, which in turn will allow a proportionately higher number of securities to be issued without Shareholder approval.

The following information is provided regarding the issue of the warrants under ASX Listing Rule 7.5:

- The Company issued 14,285,714 warrants to PURE.
- The warrants were not issued for cash consideration, but as part of the consideration for PURE for providing the secured A\$5 million debt facility.
- The warrants were issued to PURE.
- Full terms of the warrants are set out in Annexure A (below).
- No funds were raised from the issue of the warrants.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chairman intends to vote undirected proxies in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

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

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

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Xref.

Chair means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of a 'closely related party' in the Corporations Act.

Company means Xref Limited (ACN 122 404 666).

Corporations Act means the Corporations Act 2001 (Cth).

Director/s means the current director/s of the Company.

Explanatory Notes means the explanatory notes accompanying this Notice of AGM.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board, and means those persons having authority and responsibility for planning, directing and controlling the activities of Xref, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of Xref, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting convened by this Notice of Meeting.

Notice of Meeting / AGM means this notice of meeting, including the Explanatory Notes and the Proxy Form.

Proxy Form means the proxy form accompanying this Notice of AGM.

Resolution means a resolution set out in this Notice of Meeting.

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

Shareholder means a holder of a Share.

Xref means Xref Limited (ACN 122 404 666).

ANNEXURE A

TERMS AND CONDITIONS OF WARRANTS (IN CONNECTION WITH RESOLUTION 5 – TO RATIFY THE PRIOR ISSUE OF WARRANTS)

1. Each warrant entitles the holder to one fully paid ordinary share in the Company.
2. Each of the warrants will be exercisable at A\$0.35.
3. Each warrant is exercisable in whole or in part at any time during the period commencing on the date of issue and expiring on up to the date that is seven days before the termination date of the four-year PURE debt facility (**Exercise Period**). Warrants not exercised before the expiry of the Exercise Period will lapse.
4. Warrants are exercisable by notice in writing to the Board delivered to the registered office of Xref and payment of the exercise price in cleared funds.
5. The Company will not apply to ASX for official quotation of the warrants.
6. Xref will make application for official quotation on ASX of new shares allotted on exercise of the warrants. Those shares will participate equally in all respects with existing issued ordinary shares and in particular new shares allotted on exercise of the warrants will qualify for dividends declared after the date of their allotment.
7. Warrants can only be transferred with Board approval, except that, if at any time before expiry of the Exercise Period the warrant holder dies, the legal personal representative of the deceased warrant holder may:
 - (i) elect to be registered as the new holder of the warrants;
 - (ii) whether or not he or she becomes so registered, exercise those warrants in accordance with the terms and conditions on which they were granted; and
 - (iii) if the deceased has already exercised warrants, pay the exercise price in respect of those warrants.
8. A warrant holder may only participate in new issues of securities to holders of ordinary shares in the Company if the warrant has been exercised and shares have been allotted in respect of the warrant before the record date for determining entitlements to the issue. Xref must give prior notice to the warrant holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
9. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the warrant is exercisable will be increased by the number of ordinary shares that the holder of the warrant would have received if the warrant had been exercised before the record date for the bonus issue.
10. If Xref makes a rights issue (other than a bonus issue), the exercise price of warrants on issue will be reduced according to the following formula:

$$A = O - \frac{E [P - (S + D)]}{(N + 1)}$$

Where:

- | | | |
|---|---|---|
| A | = | the new exercise price of the warrant; |
| O | = | the old exercise price of the warrant; |
| E | = | the number of underlying ordinary shares into which one warrant is exercisable; |
| P | = | the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex-rights date or ex-entitlements date (excluding special crossings and overnight sales and exchange traded option exercises); |
| S | = | the subscription price for a security under the pro-rata issue; |

- D = the dividend due, but not yet paid, on existing underlying securities (except those to be issued under the pro-rata issue); and
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

11. If, during the currency of the warrants, the issued capital of the Company is reorganised, those warrants will be reorganised to the extent necessary to comply with the ASX Listing Rules.
12. The warrant holder acknowledges that the warrants, and any shares issued upon exercise of the warrants, will be the subject of escrow restrictions in accordance with the ASX Listing Rules.



ABN 34 122 404 666



XF1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:30 pm (AEDT) on Monday, 23 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Xref Limited 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 individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Xref Limited to be held at Xref Limited's office, Suite 17, Level 3, 13 Hickson Road, Dawes Point, Sydney NSW on Wednesday, 25 November 2020 at 4:30 pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration-related Resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3.1, 3.2, 3.3 and 3.4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3.1, 3.2, 3.3 and 3.4 are connected directly or indirectly with the remuneration of members of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3.1, 3.2, 3.3 and 3.4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE 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
1	TO APPROVE THE REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	TO RE-ELECT A DIRECTOR – MR TIMOTHY GRIFFITHS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1	TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTOR - MR BRAD ROSSER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2	TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTOR - MR LEE-MARTIN SEYMOUR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3	TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTOR - MR TIMOTHY GRIFFITHS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.4	TO APPROVE THE ISSUE OF ORDINARY SHARES TO DIRECTOR - MR NIGEL HEAP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	TO APPROVE A 10% PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	TO RATIFY THE PRIOR ISSUE OF WARRANTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

XF 1

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