WISR LIMITED
ACN 004 661 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Wisr Limited (**Company**) will be held at the offices of BDO East Coast Partnership, Level 11, 1 Margaret Street, Sydney NSW 2000 on Tuesday 26 November 2019 at 3.00pm (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2019.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2019."

Notes:

(i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.

(ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Re-election of Director

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

"That Mr John Nantes, being a Director who is retiring in accordance with Clause 59.1 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 4: Grant of Performance Rights to John Nantes

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 10,270,000 Performance Rights to Mr John Nantes or his nominee (and the

subsequent issue or transfer of Shares on the vesting of such Performance Rights) under the Plan as further detailed in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 5: Grant of Performance Rights to Craig Swanger

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 6,560,000 Performance Rights to Mr Craig Swanger or his nominee (and the subsequent issue or transfer of Shares on the vesting of such Performance Rights) under the Plan as further detailed in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 6: Grant of Performance Rights to Chris Whitehead

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant and issue of 5,700,000 Performance Rights to Mr Chris Whitehead or his nominee (and the subsequent issue or transfer of Shares on the vesting of such Performance Rights) under the Plan as further detailed in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 7: Additional 10% Placement Capacity

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

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

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEDT) on Sunday 24 November 2019 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's 2019 Annual Report may be accessed at our website https://wisr.com.au/ or from the Company.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Item 2 (Remuneration Report), Items 4, 5, 6 (Grant of Performance Rights to Directors), where the Chairman is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chairman is to vote on Items 2, 4, 5, 6, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Items 2, 4, 5, 6 are connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Items 2, 4, 5 and 6.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than** 3.00 p.m. (AEDT) on Sunday 24 November 2019 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

(i) By mail to Computershare Investor Services Pty Limited using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;

(ii) By fax to Computershare Investor Services Pty Limited on +1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);

(iii) Online via the Company's Share Registry website at www.investorvote.com.au. Please refer to the Proxy Form for more information; or

(iv) By hand delivery to Computershare Investor Services Pty Limited at Level 3, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

(i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
(ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Vanessa Chidrawi
Company Secretary
21 October 2019

Explanatory Notes

ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO East Coast Partnership (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2019, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00 p.m. (AEDT) on Tuesday 19 November 2019. A form to facilitate the submission of questions is attached to this Notice and it includes instructions for the return of this form to the Share Registry.

ITEM 2 – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. In order to align remuneration with shareholders' interests, the framework:

- has economic profit as a core component;
- focuses on sustained growth in shareholder wealth as well as focusing the executive on key non-financial drivers of value; and
- attracts and retains high calibre executives who receive a base salary which is based on factors such as length of service and experience, superannuation, and performance incentives.

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless:

(i) that person votes as a proxy appointed in writing (on behalf of a person who is entitled to vote on this Item 2) that specifies how the person is to vote on Item 2; or

(ii) the person is the Chair of the Meeting and votes as a proxy appointed in writing (on behalf of a person who is entitled to vote on this Item 2) that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

ITEM 3 - Re-election of Director

In accordance with the Company's Constitution and ASX Listing Rule 14.5 an election of Directors must be held at each annual general meeting. Clause 59 of the Constitution states that at each AGM, every Director who has been in office the longer of a period of three years as at the commencement of that meeting or a period since the conclusion of the earliest of the three annual general meetings immediately preceding that meeting must retire.

Mr John Nantes was last elected by Shareholders on 17 November 2016 and pursuant to Clause 59.1 of the Constitution and ASX Listing Rule 14.4, resigns by rotation and is eligible for re-election at this meeting. Details regarding Mr Nantes are set out below.

Mr Nantes was appointed as a non-executive director of the Company on 7 June 2016.

Mr Nantes has over 23 years' experience in financial services. Prior to being appointed the Chief Executive Officer of Adcock Private Equity, Mr Nantes was Group Head of Financial Services at Crowe Horwath, which held over $10 billion in funds under management and was Australia's largest SMSF provider with over 10,000 funds. Mr Nantes has also been the CEO of Prescott Securities, a Stockbroking and Financial Planning business managing over $2b in FUM, as well as the CEO of WHK Eastern Victoria, an accounting and specialist tax business. Mr Nantes has held various Chief Executive roles in financial services and Senior Executive roles in St George Bank and Colonial State Bank across retail, private banking and wealth management. Mr Nantes is also currently an Executive Chairman and Responsible Manager for Cashwerkz Limited (ASX:CWZ), a financial services company and Non-Executive Director of Thinkxtra, a non-listed IOT public company. Mr Nantes has bachelor's degrees in law, Commerce, and Arts and holds a Diploma in Financial Planning.

Having had regard to the ASX Principles, Mr Nantes is regarded as a non-independent director given his appointment as Executive Chairman of the Company commenced on 19 August 2016.

Directors' Recommendation

The Directors (other than Mr Nantes) unanimously support the re-election of Mr Nantes and recommend that Shareholders vote in favour of this resolution.

ITEMS 4, 5 and 6 - Grant of Performance Rights to Directors

ASX Listing Rule 10.14 provides that the Company must not permit any Director to acquire securities under an employee incentive scheme without the approval of Shareholders.

Accordingly, Items 4, 5 and 6 seek the approval of Shareholders pursuant to ASX Listing Rule 10.14 to grant Performance Rights (**Rights**) to Directors of the Company, in accordance with the terms of the Company's Performance Rights Plan (**Plan**), and to the issue or transfer of Shares on the vesting of the Rights, as outlined below.

As the Rights are to be issued under the Plan, the rules of the Plan govern the Rights to be issued to the Directors.

To ensure alignment of the interests of Shareholders and Directors, non-executive director remuneration is designed to attract and retain directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders. The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. The latest determination was adopted by a special resolution passed at the Annual General Meeting held on 24 November 2006 when shareholders approved an aggregate remuneration of up to a maximum of $500,000 per year.

The aggregate remuneration is reviewed annually. The remuneration for non-executive directors is comprised of cash, superannuation contributions and performance rights.

Details of Rights grant to Directors

It is proposed that the Directors be issued the following Rights:

Director	Position	Number of Rights
Mr John Nantes	Executive Chairman	10,270,000
Mr Craig Swanger	Non-Executive Director	6,560,000
Mr Chris Whitehead	Non-Executive Director	5,700,000

In determining the number of new Rights to be issued to Directors, the Board considered the:

(i) Company's remuneration strategy;

(ii) Company's situation;

(iii) role and contribution of each Director to the achievement of the Company's objectives; and

(iv) current market practice for remuneration of directors in positions of similar responsibility and within peer groups.

These Rights will vest in tranches if, the volume-weighted average price of the Company's shares traded on ASX over any 20-day period (**VWAP20**) exceeds the prices specified in the table below at any time between 1 September 2019 and 30 June 2022 (**Testing Period**), subject to the director remaining on the Company's Board.

VWAP	**14.5 cents**	**16.73 cents**	**19.24 cents**	**38 cents**
No. of Performance Rights that will vest:				
Mr Nantes	1,920,000	2,390,000	2,880,000	3,080,000
Mr Swanger	1,920,000	1,330,000	1,600,000	1,710,000
Mr Whitehead	1,060,000	1,330,000	1,600,000	1,710,000

Upon vesting of the relevant tranche or tranches of Rights, the equivalent number of Shares will be automatically issued to the Directors, subject to the Plan Rules.

Example vesting scenarios

Scenario 1: If at any time during the Testing Period, the VWAP20 exceeds 14.5 cents, 1,920,000 Rights will vest for each of Mr Nantes and Mr Swanger and they will automatically each be issued 1,920,000 Shares subject to the Plan Rules. For Mr Whitehead, 1,060,000 Rights will vest, and he will automatically be issued the equivalent number of Shares subject to the Plan Rules.

Scenario 2: If at any time during the Testing Period, the VWAP20 exceeds 16.73 cents, an additional 2,390,000 Rights will vest for Mr Nantes and he will automatically be issued 2,390,000 Shares subject to the Plan Rules. For the Non-Executive Directors, 1,330,000 Rights will vest for each of Mr Whitehead and Mr Swanger. This is in addition to the Rights issued under Scenario 1.

Scenario 3: If at any time during the Testing Period, the VWAP20 exceeds 19.24 cents, 2,880,000 Rights will vest for Mr Nantes and he will automatically be issued 2,880,000 Shares subject to the Plan Rules. For the Non-Executive Directors, 1,600,000 Rights will vest for each of Mr Whitehead and Mr Swanger. This is in addition to the Rights issued under Scenarios 1 and 2.

Scenario 4: If at any time during the Testing Period, the VWAP20 exceeds 38 cents, 3,080,000 Rights will vest for Mr Nantes and he will automatically be issued with 3,080,000 Shares subject to the Plan Rules. For the Non-Executive Directors, 1,710,000 Rights will vest for each of Mr Whitehead and Mr Swanger. This is in addition to the Rights issued under Scenarios 1, 2 and 3.

Total Remuneration

Each Director has entered into a Director Service Agreement with the Company, which outlines his remuneration. Mr Nantes as Executive Chairman receives $100,000.00 per annum (plus superannuation) and the Rights outlined above if approved by Shareholders.

Non-Executive Directors, Mr Whitehead and Mr Swanger, each receive $60,000 per annum (plus superannuation) and the Rights outlined above if approved by Shareholders.

The Performance Rights Plan

The Plan only contemplates the grant of Rights over Shares. There is no ability for the Company to

provide any cash equivalent on vesting.

Subject to the terms of the Plan, all Rights which have not vested will automatically lapse and be forfeited without consideration upon cessation of a director's role.

The terms of the Plan were last approved by Shareholders at the AGM held on 27 November 2018.

Shareholder approval

Listing Rule 10.11 provides a general restriction against issuing equity securities to a related party of a listed entity without Shareholder approval, unless an exception applies. Exception 4 of Listing Rule 10.12 permits the issue of securities to a related party of a listed entity under an employee incentive scheme if the issue has been approved by shareholders pursuant to the requirements of Listing Rule 10.14.

Under Items 4, 5 and 6, the Company seeks approval from Shareholders for the issue of Rights to Mr Nantes, Mr Whitehead and Mr Swanger, being Directors who are related parties of the Company. Approval is sought in relation to the grant of the Rights to these Directors under the Plan in respect of the period commencing on and from the date of this Meeting, with the Rights to be granted no later than 12 months after the date of this Meeting.

Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the Rights proposed to be granted under the Plan:

(i) Number and price of securities

The maximum number of Rights that may be acquired by each Director is as follows:

Director	Maximum Number of Rights
Mr John Nantes	10,270,000
Mr Craig Swanger	6,560,000
Mr Chris Whitehead	5,700,000

No consideration is payable by the Directors at the time of the grant of the Rights or upon the issue of Shares to which they may become entitled on the vesting of some or all the Rights.

(ii) Persons who received securities under the Plan since last approval

54,016,371 Rights were granted to various employees since the last AGM, following shareholder approval, at a nil acquisition price. In addition to the above grant, 22,896,172 Rights have lapsed since the last AGM.

Total Rights to Directors currently on issue are:

Director	Number of Rights
Mr J Nantes	4,000,000
Mr C Swanger	333,334
Mr C Whitehead	1,500,000

(iii) Persons who are entitled to participate in the Plan

Participation in the Plan and the number of Rights offered to each individual participant is determined by the Board. Those eligible to participate in the Plan include full-time, part-time or casual employees or contractors of the Company (including executive Directors, and non-executive Directors of the Company). The following Directors are current participants in the Plan:

- John Nantes;
- Craig Swanger; and
- Christopher Whitehead.

(iv) Terms of any related loan

There is no loan provided in relation to the acquisition of Rights by any of the Directors.

(v) Issue date of Rights

The Rights will be granted to the Directors no earlier than immediately following this Meeting and no later than 12 months after the date of the Meeting, on the conditions described in this Explanatory Note.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Rights to a Director under Items 4, 5 and 6 constitutes the provision of a financial benefit to related parties.

It is the Board's view that the proposed issue of Rights pursuant to the resolutions in Items 4, 5 and 6 falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the director.

In particular, the Board considers that the proposed issue of Rights to the directors is reasonable remuneration given the circumstances of the Company.

Accordingly, the Board has determined not to seek Shareholder approval under section 208 of the Corporations Act for the issue of Performance Rights to Messrs Nantes, Swanger and Whitehead.

Voting exclusion

The Company will disregard any votes cast in favour of the proposed Items 4, 5, and 6 by or on behalf of all Directors (as all Directors of the Company are eligible to participate in the Plan) or any associates of those persons. However, the Company need not disregard a vote if:

a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on the proposed Items 4, 5 and 6 unless:

a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Items 4, 5 and 6 ; or

b) the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the proposed Items 4, 5 and 6 even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

Director's Recommendation

Item 4: The directors (other than Mr Nantes) unanimously recommend that Shareholders vote in favour of this resolution.

Item 5: The directors (other than Mr Swanger) unanimously recommend that Shareholders vote in favour of this resolution.

Item 6: The directors (other than Mr Whitehead) unanimously recommend that Shareholders vote in favour of this resolution.

ITEM 7 – Additional 10% Placement Capacity

General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its AGM to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**). If Shareholders approve the resolution in Item 7, 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 (as set out below).

The effect of the resolution in Item 7 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The resolution in Item 7 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 this resolution for it to be passed.

10% Placement Capacity

An eligible entity under ASX Listing Rule 7.1A is one which (at the date of the relevant annual general meeting) has a market capitalisation of $300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of Equity Securities on issue, being quoted ordinary shares, unquoted options and unquoted performance rights.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

(A x D) – E

Where:

A is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue:

(a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

(b) plus the number of partly paid Shares that became fully paid in the previous 12 months;

(c) plus the number of Shares issued in the previous 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue of Shares under the Company's 15% placement capacity without Shareholder approval; and

(d) less the number of Shares cancelled in the previous 12 months.

Note that **A** has the same meaning in the 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 Rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: WZR).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A:

(a) give to ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and

(b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

Required information

The following information is provided to Shareholders to allow them to assess the resolution in Item 7, including for the purposes of ASX Listing Rule 7.3A.

Minimum price

Any equity securities issued by the Company under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that 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 securities are to be issued is agreed; or

b. the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

Dilution to existing Shareholders

If the resolution in Item 7 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by ASX Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 30 September 2019.

Number of Shares on Issue at 30 September 2019 Variable "A"	Dilution			
	Additional 10% Dilution - Shares issued & funds raised	$0.0725 Issue price at half current market price	$0.145 Issue price at current market price	$0.29 Issue price at double current market price
826,435,852 Current Variable A **(see below assumptions)**	**Shares issued**	82,643,585	82,643,585	82,643,585
	Funds raised	$5,991,660	$11,983,320	$23,966,640
1,239,653,778 50% increase in Variable A	**Shares issued**	123,965,378	123,965,378	123,965,378
	Funds raised	$8,987,490	$17,974,980	$35,949,960
1,652,871,704 100% increase in Variable A	**Shares issued**	165,287,170	165,287,170	165,287,170
	Funds raised	$11,983,320	$23,966,640	$47,933,279

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

1. Variable A is 826,535,852, which is the current number of shares on issue (less the shares issued under the Company's placement capacity of ASX Listing Rule 7.1 and 7.1A without Shareholder approval - 41,778,050 as at 14 October 2019).
2. The "issue price at current market price" is the closing price of the Shares on the ASX on 30 September 2019.
3. The Company issues the maximum number of shares under the additional 10% placement Capacity.
4. The table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
5. No options are exercised into shares, or performance rights vest, before the date of issue of equity securities.
6. 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%.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting.

8. Funds raised are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

(a) 12 months after the Annual General Meeting; or

(b) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% placement capacity for the following purposes:

(a) as cash consideration in which case the Company intends to use funds raised for working capital purposes or potential acquisitions; or
(b) as non-cash consideration for services, equipment or product. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3. The minimum issue price limitation as set out in Listing Rule 7.1A .3 applies to issues for non-cash consideration.

The Company will comply with the disclosure obligations under Listing Rules 7.1A4 and 3.10.5A upon the issue of any securities under ASX Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% placement. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

(a) the methods of raising funds that are then available to the Company;
(b) the effect of the issue of the equity securities on the control of the Company;
(c) the financial situation and solvency of the Company; and
(d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% placement have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Information provided for compliance with ASX Listing Rule 7.3A.6

The Company previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 27 November 2018. The Company issued 52,608,389 Shares under ASX Listing Rule 7.1A on 28 March 2019 since the approval was obtained.

The Company issued, in the 12 months preceding the date of the Meeting, a total of 350,000,549 equity securities, representing 65% of the total number of equity securities on issue at the commencement of that 12-month period.

Details of the equity securities the Company has issued in the 12-month period preceding the date of the Meeting are set out in the table below:

Date of issue	7 Dec 18
Number issued	4,944,784
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Various
Price	$0.05/share
Discount to market price	No discount
Total cash consideration received	$247,239.20
Amount of cash consideration spent	$247,239.20
Use of consideration	To fund strategic growth products, working capital and general corporate purposes.
Current value of that non-cash consideration	Not applicable

Date of issue	7 Dec 18
Number issued	2,000,000
Class/Type of equity security	Options
Summary of terms	Issued at $nil cost Exercise price of $0.08 Expiry date of 3 September 2021 One option converts into one fully paid ordinary share
Names of persons who received securities or basis on which persons was determined	Sophisticated investors
Price	Not applicable
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	19 Feb 19
Number issued	5,833,333
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	John Nantes, Craig Swanger and Chris Whitehead
Price	Nil
Discount to market price	100%
Total cash consideration received	Nil
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration (as at 30 September 2019)	$845,833

Date of issue	26 Mar 19
Number issued	13,636,722
Class/Type of equity security	Performance rights
Summary of terms	Each performance right entitles the holder to one fully paid ordinary share for nil consideration, subject to the satisfaction of applicable performance conditions and compliance with the rules of the Performance Rights Plan.
Names of persons who received securities or basis on which persons was determined	Employees
Price	Nil
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable

Use of consideration	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	28 Mar 19
Number issued	134,767,857
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Professional and sophisticated investors
Price	$0.068
Discount to market price	15%
Total cash consideration received	$9,164,214.276
Amount of cash consideration spent (as at 14 October 2019)	$3,600,000.00
Use of consideration	To fund working capital and business development funding requirements.
Current value of that non-cash consideration	Not applicable

Date of issue	13 May 19
Number issued	93,173,320
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Professional and sophisticated investors
Price	$0.068
Discount to market price	46%
Total cash consideration received	$6,335,785.76
Amount of cash consideration spent (as at 14 October 2019)	Nil
Use of consideration	To fund working capital and business development funding requirements.
Current value of that non-cash consideration	Not applicable

Date of issue	13 May 19
Number issued	1,988,120
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Macquarie Bank
Price	Nil
Discount to market price	100%
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration (as at 30 September 2019)	$288,277

Date of issue	31 May 19
Number issued	4,461,652
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Chief Executive Officer
Price	Nil
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	$115,713

Date of issue	31 May 19
Number issued	5,833,333
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	John Nantes, Craig Swanger and Chris Whitehead
Price	Nil
Discount to market price	100%
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration (as at 30 September 2019)	$845,833

Date of issue	31 May 19
Number issued	500,000
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Sophisticated investors
Price	$0.08/share
Discount to market price	47%
Total cash consideration received	$40,000
Amount of cash consideration spent (as at 14 October 2019)	Nil
Use of consideration	General working capital
Current value of that non-cash consideration	Not applicable

Date of issue	31 May 19
Number issued	1,704,079
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Chief Financial Officer
Price	Nil
Discount to market price	100%
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	$81,114.1604

Date of issue	24 Jun 19
Number issued	50,000
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Sophisticated investors
Price	$0.08/share
Discount to market price	41%
Total cash consideration received	$4,000
Amount of cash consideration spent (as at 14 October 2019)	Nil
Use of consideration	General working capital
Current value of that non-cash consideration	Not applicable

Date of issue	27 Aug 19
Number issued	27,699,633
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Chief Executive Officer and Chief Financial Officer
Price	Nil
Discount to market price	100%
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	$2,168,812.44

Date of issue	27 Aug 19
Number issued	26,419,649
Class/Type of equity security	Performance rights
Summary of terms	Each performance right entitles the holder to one fully paid ordinary share for nil consideration, subject to the satisfaction of applicable performance conditions and compliance with the rules of the Performance Rights Plan.
Names of persons who received securities or basis on which persons was determined	Employees
Price	Nil
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	16 Sep 19
Number issued	100,000
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Sophisticated investors
Price	$0.08/share
Discount to market price	43%
Total cash consideration received	$8,000
Amount of cash consideration spent (as at 14 October 2019)	Nil
Use of consideration	General working capital requirements
Current value of that non-cash consideration	Not applicable

Date of issue	20 Sep 19
Number issued	8,428,067
Class/Type of equity security	Ordinary shares
Summary of terms	The shares have the same terms as existing quoted shares.
Names of persons who received securities or basis on which persons was determined	Employee
Price	Nil
Discount to market price	100%
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	$770,474

Date of issue	20 Sep 19
Number issued	4,500,000
Class/Type of equity security	Options
Summary of terms	Exercise price of $0.102 Expiry date of 20 September 2022 One option converts into one fully paid ordinary share
Names of persons who received securities or basis on which persons was determined	Blue Ocean Equities
Price	Not applicable
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	Not applicable

Date of issue	20 Sep 19
Number issued	13,960,000
Class/Type of equity security	Share Rights
Summary of terms	Each right entitles the holder to one fully paid ordinary share subject to the satisfaction of applicable performance conditions and compliance with the Company's Performance Rights Plan.
Names of persons who received securities or basis on which persons was determined	Executives
Price	Not applicable
Discount to market price	Not applicable
Total cash consideration received	Not applicable
Amount of cash consideration spent	Not applicable
Use of consideration	Not applicable
Current value of that non-cash consideration	Not applicable

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give to ASX:

a. a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
b. the information required by ASX Listing Rule 3.10.5A for release to the market.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 7 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 of securities, except a benefit solely by reason of being a holder of ordinary securities in the entity or any associates of the aforementioned persons.

However, the Company need not disregard any vote if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

At the date of the Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Item 7.

Director's Recommendation

The directors unanimously recommend that Shareholders vote in favour of the resolution in Item 7.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

GLOSSARY

10% Placement Capacity has the meaning given in Item 7 of the Notice.

$ means Australian Dollars.

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

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

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Wisr Limited (ACN 004 661 205)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that at the relevant date:

(a) Is not included in the A&P/ASX 300 Index; and
(b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

Entitlement Time means 7:00pm (AEDT) on Sunday 24 November 2019.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Plan means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share, under a binding contract made by the company and an eligible participant in the manner set out in the Wisr Limited Performance Rights Plan.

Proxy Deadline means 3.00 p.m. (AEDT) on Sunday, 24 November 2019.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2019.

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

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.

ABN 80 004 661 205

Need assistance?

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

Online:
www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Sunday, 24 November 2019.**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

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: I9999999999
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 N D

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 Wisr 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 Wisr Limited to be held at the offices of BDO East Coast Partnership, Level 11, 1 Margaret Street, Sydney NSW 2000 on Tuesday, 26 November 2019 at 3:00pm (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 Items 2, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member 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 Items 2, 4, 5 and 6 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
2	Remuneration Report	☐	☐	☐
3	Re-election of Mr John Nantes as Director	☐	☐	☐
4	Grant of Performance Rights to John Nantes	☐	☐	☐
5	Grant of Performance Rights to Craig Swanger	☐	☐	☐
6	Grant of Performance Rights to Chris Whitehead	☐	☐	☐
7	Additional 10% Placement Capacity	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	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

Computershare