



Pointerra Limited

ABN 39 078 388 155

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Wednesday, 25 November 2020

Time of Meeting

3.00 pm (WST)

Place of Meeting

Ground Floor, London House
216 St Georges Terrace
Perth WA 6000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Pointerra Limited (**Pointerra** or the **Company**) will be held on Wednesday, 25 November 2020, commencing at 3.00 pm (WST) at Ground Floor, London House, 216 St Georges Terrace, Perth, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2020, together with the reports by directors and auditors thereon.

Resolution 1: Adoption of 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, the Remuneration Report set out in the Company's 2020 Annual Report for the financial year ended 30 June 2020 be adopted.

Note: *The vote on this resolution is advisory only and does not bind the directors of the Company.*

Voting Prohibition 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.

Resolution 2: Re-election of Director Mr Neville Bassett

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

That for the purpose of clause 13.2 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, Mr Neville Bassett, a Director, retires by rotation, being eligible, offers himself for re-election, is re-elected as a Director.

SPECIAL BUSINESS

Resolution 3: Ratification of Prior Issue of Shares (14 July 2020)

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

That, for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue by the Company of 50,000,000 Shares to Bevan Andrew Slattery ATF Capital (b) Trust on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of Bevan Andrew Slattery and any of his associates.

However, the Company need not disregard a vote cast in favour of these Resolution if it cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 23 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD



N J Bassett
Company Secretary
15 October 2020

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Pointerra Limited (“the Company”) in connection with the business to be conducted at the annual general meeting of Shareholders to be held at Ground Floor, London House, 216 St Georges Terrace, Perth, Western Australia on Wednesday, 25 November 2020 at 3.00pm (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. 2020 ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2020 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company’s auditors, Bentleys Audit & Corporate (WA) Pty Ltd, will be present to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company’s website at www.pointerra.com

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

3.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors’ Report for the year ended 30 June 2020 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company’s previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4. RE-ELECTION OF DIRECTOR – Resolution 2

Resolution 2 relates to the re-election of Mr Neville Bassett as a Director.

ASX Listing Rule 14.4 and clause 13.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Neville Bassett, who has served as a Director since 30 June 2016 and was last re-elected on 28 November 2019, retires by rotation and seek re-election.

A summary of the qualifications and experience of Mr Bassett is provided in the Annual Report.

All the Directors, except for Mr Bassett, recommend that Shareholders vote in favour of Resolution 2.

5. RATIFICATION OF PRIOR ISSUE OF SHARES (14 July 2020) – Resolution 3

5.1 General

As announced on 14 July 2020, the Company issued 50,000,000 Shares to Bevan Andrew Slattery ATF Capital (b) Trust at an issue price of \$0.05 per Share to raise \$2,500,000.

Capital (b) Trust is the early stage investment vehicle of technology entrepreneur, Mr Bevan Slattery and the Slattery family. The investment secures Mr Slattery's corporate and commercial involvement with the Company as a strategic investor.

At the time of the investment Mr Slattery commented "When you understand the exponential growth in geospatial data that is being captured by third party systems that in turn create these massive data lakes worldwide, combined with the enormous growth of cloud compute and machine learning, you realise that the geospatial analytics platforms that have been built from the ground up in the "new world" will quickly surpass traditional methods of 3D geospatial analysis."

"After speaking with the management team and understanding our aligned vision, I am excited that Pointerra has the potential to be a world leader in this field and ultimately to help feed the geospatial systems behind industries including telecommunications, renewable energy and autonomous vehicles. I am tremendously excited that an Australian team is building this global capability."

The Company issued the Shares utilising its 15% share issue capacity (see Section 5.2 for more information on Listing Rule 7.1 and the 15% share issue capacity). By doing so, the Company's capacity to issue further equity securities without Shareholder approval within those limits was accordingly reduced.

Resolution 3 seeks Shareholder approval for the prior issue of the Shares to Bevan Andrew Slattery ATF Capital (b) Trust. It is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolution.

5.2 Listing Rules 7.1 and 7.4

Subject to a number of exceptions, in general terms, Listing Rule 7.1 limits the number of Equity Securities (for example, shares, options and convertible notes) that a listed company may issue or agree to issue without shareholder approval in any 12 month period to 15% of its issued ordinary shares (15% share issue capacity).

Listing Rule 7.4 provides that where an entity in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval under Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1.

By ratifying this previous issue, the Company will retain the flexibility to issue equity securities in the future within the limits of Listing Rules 7.1 up to its 15% capacity, without needing to seek further Shareholder approval. If Resolution 3 is not passed, the Company's ability to issue new securities

without shareholder approval will be restricted until the previous issue is ratified at a subsequent meeting or 12 months from the date of issue of the Shares.

Accordingly, Resolution 3 seeks shareholder approval to allow the Company to refresh its 15% share issue capacity.

5.3 Specific Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) 50,000,000 Shares were issued under the Company's Listing Rule 7.1 (15%) capacity on 14 July 2020.
- (b) The Shares were issued at \$0.05 per Share.
- (c) The Shares rank equally with all other Shares on issue in the Company.
- (d) The Shares were issued to Bevan Andrew Slattery ATF Capital (b) Trust. Bevan Andrew Slattery is not a related party of the Company.
- (e) Funds raised from the capital raising will primarily be applied to accelerate the appointment of additional cloud platform development (\$0.75m), sales resources in key Australian and US marketplaces (\$1.5m) and for general working capital purposes (\$0.25m).

A voting exclusion statement is included in the Notice.

5.4 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

6. DEFINITIONS

ASX means ASX Limited ABN 98 008 624 691.

ASIC means the Australian Securities & Investments Commission.

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

- (a) a spouse or child of the member;
- (a) a child of the member's spouse;
- (b) a dependent of the member or the member's spouse;
- (c) 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;
- (d) a company the member controls; or
- (e) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means this Explanatory Statement.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the official listing rules of ASX.

Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting means the notice of annual general meeting which forms part of this Explanatory Statement.

Pointerra or the Company means Pointerra Limited ABN 39 078 388 155.

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 2020.

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

Shareholder means a holder of a Share.

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

10% Placement Capacity has the meaning given in Section 6.1 of this Notice.