

TOMIZONE LIMITED

ABN 99 000 094 995

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Tomizone Limited (ACN 000 094 995) ("**Company**") will be held at Level 36, Gateway, 1 Macquarie Place, Sydney NSW 2000 on Thursday 28th November 2019 commencing at 11am.

ORDINARY BUSINESS

1. Resolution 1 – Re-election of a Director – Mr Max Carling

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

"That, for all purposes, Mr Max Carling, who retires by rotation and, being eligible, offers himself for re-election, is re-elected as a Director."

Mr Carling is principal of Carling Capital Partners and has significant experience in merchant banking and financial advisory services including capital and debt raising for ASX listed entities, as well as extensive experience in mergers and acquisitions. Mr Carling's corporate career includes being a Director/Senior Partner at Standard Chartered Bank, Ramsay Health Care and Prime Media, whilst serving as Finance Director of Paul Ramsay Group, Deloitte Touche Tohmatsu, Asian Capital Partners Australia, ANZ Investment Bank and Terrain Capital.

More recently Mr Carling founded Carling Capital Partners in 2003 which holds an Australian Financial Services Licence and has acted as a principal and advisor to many junior ASX listed companies and private companies. Mr Carling also served as a director and CEO on the boards of two ASX listed companies and assisted in their capital raisings and corporate development.

His qualifications include a Bachelor of Commerce (Economics) from university of NSW, Bachelor of Arts (Accountancy) from University of Wollongong and a past associate of the Australian Society of Certified Practising Accountants.

Mr Carling is an independent non-executive Director of the Company. He does not have a direct or indirect interest in the Company's shares. He does not hold any other ASX listed directorships.

The Board (excluding Mr Carling) recommends that Shareholders vote in favour of Resolution 1.

2. Resolution 2 – Re-election of a Director – Mr John Seton

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

"That, Mr John Seton, having been appointed as a Director of the Company since the last annual general meeting and who retires as required under the Company's constitution and ASX Listing Rule 14.4, and being eligible, is elected as a Director of the Company."

Mr. Seton is an Auckland based lawyer with extensive experience in technology, mining, wine and investment companies. He has held both private and public directorships and chairmanships, including ASX, NZX and TSX listed entities. Mr Seton is currently a director

and CEO of Besra Gold Inc and a director of Manhattan Corporation Limited (ASX:MHC) and was previously Chairman of ASX and NZX listed Smartpay Holdings Ltd and ASX listed Wolfstrike Rentals Limited (now FE Investments Group).

He holds a LLM (Hons) degree from the University of Auckland and has been admitted to the Bars of New Zealand, California and England & Wales. He is also a Chartered Fellow of the New Zealand Institute of Directors and is involved in Not for Profit organisations. His skill set includes IPO's, mergers and acquisitions, transaction negotiations, asset acquisitions and divestment including fund raising and steering companies through significant change and growth.

Mr Seton is an independent non-executive Director. He does not have a direct or indirect interest in the Company's shares.

The Board (excluding Mr Seton) recommends that Shareholders vote in favour of Resolution 2.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7pm (AEST) on 26th November 2019. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

By Order of the Board of Directors



Mark Ohlsson
Company Secretary
25th October 2019

