

intelliHR

intelliHR Limited Notice of Annual General Meeting

The Annual General Meeting of the Company will be hosted as a hybrid meeting (both virtually and in person) at:

Date: 24 November 2022

Time: 9:00am (Brisbane time)

Venue: Online at <https://meetings.linkgroup.com/IHR22>,

In person at the Company office at Level 28 345 Queen Street,
Brisbane

(the Meeting).

This notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com if you wish to discuss any matter concerning the Meeting.

IntelliHR Limited
ACN 600 548 516

Notice of Annual General Meeting

Given the significant and ongoing health concerns attributed to the COVID-19 pandemic, the Company considers it necessary to hold the Meeting as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting.

The Company will provide Shareholders with the opportunity to attend and participate in the virtual Meeting through an online meeting platform, where Shareholders will be able to watch, listen, submit written questions and vote online. Further instructions for attending via the online platform are set out in the Voting Notes below and in the Virtual Meeting Online Guide, which will be made available on the Company's website. All Shareholders and proxyholders will have an equal opportunity to participate in the Meeting regardless of their physical location.

Shareholders and proxyholders will also be able to participate in the Meeting, including asking questions either online if attending the Meeting through the online platform or via telephone if attending the Meeting through the teleconference facility. If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question. Please note that participants will not be able to vote using the teleconference facility.

To use the teleconference facility, please contact Link Market Services on 1800 990 363 or +61 1800 990 363 before 5:00pm (Brisbane time) on Wednesday, 23 November 2022 to obtain a personalised PIN number to ask a question via the teleconference facility. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

More information about online and phone participation in the Meeting (including asking questions via the virtual platform or phone) is available in the Virtual Meeting Online Guide, included as an annexure to this Notice.

Important: The resolutions set out in this Notice should be read together with the accompanying Explanatory Memorandum. The Explanatory Memorandum form part of this Notice of Meeting.

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors (**Directors' Report**) and Auditors for the financial year ended on 30 June 2022 (**Annual Report**).

RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

To consider, and if thought fit, to pass the following as a **non-binding resolution**:

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors’ Report for the financial year ended on 30 June 2021.”

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

A voting exclusion statement is set out below.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - DAVID SLOCOMB

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

“That for the purposes of ASX Listing Rules 14.4 and 14.5 and for all other purposes, David Slocomb, who retires as a Director and being eligible, is re-elected as a Director.”

RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

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

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

RESOLUTION 4 - APPROVAL TO ISSUE LTI PERFORMANCE RIGHTS TO A RELATED PARTY - MATTHEW DONOVAN

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 7,000,000 Performance Rights, and such further number of Performance Rights having a value of up to 100% of Mr Donovan's base salary, to Mr Matt Donovan or his nominee on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 5 - APPROVAL TO ISSUE STI PERFORMANCE RIGHTS TO A RELATED PARTY - MATTHEW DONOVAN

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant to Mr Matt Donovan or his nominee such further number of Performance Rights having a value of up to 75% of Mr Donovan's base salary, on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 6 - APPROVAL TO ISSUE STI PERFORMANCE RIGHTS TO A RELATED PARTY - MATTHEW DONOVAN

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 3,150,000 Performance Rights to Mr Matt Donovan or his nominee on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 7 - RATIFICATION OF ISSUE OF SHARES ISSUED TO MATTHEW DONOVAN

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 2,000,000 Shares to Matt Donovan on 7 December 2021 on the terms set out in the Explanatory Memorandum which accompanies this Notice.”

A voting exclusion statement is set out below.

RESOLUTION 8 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - ANTHONY BELLAS

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr Anthony Bellas or his nominee under the IntelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 9 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - DAVID SLOCOMB

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Mr David Slocomb or his nominee under the IntelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 10 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - BELINDA LAJOIE

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Ms Belinda Lajoie or her nominee under the IntelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 11 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - ILONA CHARLES

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of Shares to Ilona Charles or her nominee under the IntelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 12 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - MATTHEW DONOVAN

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 50,698 Shares to Mr Matthew Donovan or his nominee under the IntelliHR Option Incentive Plan and otherwise on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 13 - RE-APPROVAL OF PERFORMANCE RIGHTS INCENTIVE PLAN

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

“That for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the Performance Rights Incentive Plan and approve the issue of performance rights under the Performance Rights Incentive Plan, the terms and conditions of which are set out in the attached Explanatory Memorandum.”

A voting exclusion statement is set out below.

VOTING EXCLUSIONS:

Resolution 1

The Company will disregard any votes cast on Resolution 1 by a Director or on behalf of “Key Management Personnel” (as defined in the Accounting Standards as published by the Australian Accounting Standards Board) and their “closely related parties”.

Key Management Personnel (**KMP**) are the Company’s Directors and Executives identified in the Company’s Remuneration Report. A closely related party of a KMP means a spouse or child of the KMP, a child of the KMP’s spouse, a dependent of the KMP or the KMP’s spouse and anyone else who is one of the KMP’s family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP’s dealings with the Company or a company the KMP controls (**Closely Related Party**).

However, the Company need not disregard a vote 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 the resolution; or (b) the voter is the Chairman and the appointment of the Chairman expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 4 to 6

The Company will disregard any votes cast on Resolutions 4 to 6 by a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, or any of their associates

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

The Company will disregard any votes cast on Resolutions 4-6 by a Director or on behalf of KMP and their “closely related parties”.

However, the Company need not disregard a vote 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 the resolution; or (b) the voter is the Chairman and the appointment of the Chairman expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP

Resolution 7

The Company will disregard any votes cast on Resolution 7 by any person who participated in the issue or is a counterparty to the agreement being approved.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

Resolutions 8 - 12

The Company will disregard any votes cast on Resolutions 8 - 12 by a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, or any of their associates.

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

- (d) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- For personal use only
- (e) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
 - (f) 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.

The Company will disregard any votes cast on Resolutions 8 - 12 by a Director or on behalf of KMP and their “closely related parties”.

However, the Company need not disregard a vote 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 the resolution; or (b) the voter is the Chairman and the appointment of the Chairman expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 13

The Company will disregard any votes cast on Resolution 13 by any person who is eligible to participate in the employee incentive scheme, or any of their associates.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (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.

By order of the Board of Directors



Suzanne Yeates

Company Secretary

25 October 2022

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Explanatory Statement

1 INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 9:00am (AEST) on 24 November 2022. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of this Explanatory Statement.

ASX takes no responsibility for the contents of the Notice or Explanatory Statement.

Please contact the Company Secretary on Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

2.1 Voting by Proxy

An eligible Shareholder can vote at the Meeting or appoint a proxy or, where a Shareholder is entitled to two or more votes, two proxies. Where two proxies are appointed, a Shareholder may specify the number or proportion of votes to be exercised by each proxy appointed. If no number or proportion of votes is specified, each proxy appointed will be taken to exercise half of that Shareholder's votes (disregarding fractions).

An appointed proxy need not themselves be a Shareholder.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 48 hours before the commencement of the Meeting (i.e. 10:00am on 8 November 2022).

Proxy Forms can be submitted in four ways

- **Online** by visiting the Company's registry's website (<https://investorcentre.linkgroup.com>). Please follow the prompts and have your SRN or HIN available.
- **By mail to:**
intelliHR Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- **By facsimile** to +61 2 9287 0309
- **By hand to:**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6
10 Darcy Street, Parramatta NSW 2150

The Chair intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

2.3 Eligibility to vote

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 at 7:00pm (AEDT) on 22 November 2022.

2.4 Voting by Shareholders at the Meeting

All Resolutions will be determined by a poll at the Meeting.

The Company encourages Shareholders who submit proxies to direct their proxy on how to vote on the Resolutions. As at the date of this Notice the Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.

2.5 Attendance and Voting via the Online Platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.linkgroup.com/IHR22> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Online voting will be open between 15 minutes before the commencement of the Meeting at 9:00am (Brisbane time) on 24 November 2022 and the time that is five minutes after the Chair closes the Meeting.

More information about online participation in the Meeting (including asking questions via the virtual platform or via telephone) is available in the Virtual Meeting Online Guide, included as an annexure to this Notice.

3 ANNUAL REPORT

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended on 30 June 2022 which is available on the ASX platform at www.asx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and

- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4 RESOLUTION 1 - REMUNERATION REPORT

4.1 Introduction

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended on 30 June 2022.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

4.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

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 directors of the company when the resolution to make the directors' report considered at the second annual general meeting was passed, 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.

Shareholders approved the Company's Remuneration Report for financial year ended on 30 June 2021, and as a result there is no requirement to vote on a Spill Resolution if 25% or more of the votes cast vote against Resolution 1.

Voting on Resolution 1 will be determined by a poll at the Meeting.

5 RESOLUTION 2 - RE-ELECTION OF DIRECTOR

5.1 Introduction

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer, and that a director appointed to fill a casual vacancy must also not hold office (without re-election) past the company's next annual general meeting.

Rule 19.3 of the Company's Constitution provides that no Director who is not a managing director may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. Rule 19.2 of the Company's Constitution provides that the Board may appoint a Director to fill casual vacancies, who hold office until the conclusion of the next annual general meeting following the appointment. Rule 19.3 of the Company's Constitution provides that the Company may by resolution at an annual general meeting fill an office vacated by a director under rules 19.2 or 19.3 by electing or re-electing an eligible person to that office.

5.2 David Slocomb

Details of the qualifications and experience of David Slocomb are set out in the Company's 2022 Annual Report.

5.3 Directors' recommendations

The Board (excluding David Slocomb) recommends that Shareholders vote in favour of Resolution 2.

6 RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval (**10% Placement Facility**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(a) below).

Any funds raised will be used to accelerate the Company's global expansion, for ongoing R&D, product enhancement and towards general working capital.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval pursuant to Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has three classes of quoted Equity Securities on issue, being Shares (ASX Code: IHR), performance rights (ASX: IHRAE) and options (ASX:IHRAD).

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.2 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue quoted Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval by way of a special resolution. The 10% Placement Facility is subject to conditions and is addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

(a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$\text{Number of Equity Securities} = (A \times D) - E$

“A” the number of fully paid ordinary shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid ordinary shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of any other fully paid ordinary shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (E) plus the number of partly paid shares that became fully paid in the Relevant Period;
- (F) less the number of fully paid ordinary shares cancelled in the Relevant Period.

“D” is 10%.

“E” is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

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

As the date of this Notice, the Company has:

- (i) the following securities on issue:
 - (A) 339,546,380 fully paid ordinary shares;
 - (B) 4,439,000 unlisted options; and
 - (C) 3,077,216 unlisted performance rights.
- (ii) assuming Resolution 3 is passed but no other Resolutions are passed, the capacity to issue:
 - (A) 48,931,957 Equity Securities under Listing Rule 7.1; and
 - (B) 33,954,638 Equity Securities under Listing Rule 7.1A.

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per security which is 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:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

6.3 Specific information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (a) The approval will be valid for the period commencing on the date of the Meeting and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.
- (b) The Equity Securities will be issued for a cash consideration per security which is not less than 75% of the VWAP for the Company's Equity Securities

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 by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The issue under Listing Rule 7.1A can only be made for cash consideration. The Company intends to use any funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), the Company's global expansion, ongoing R&D, product enhancement and general working capital.
- (d) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than when Shareholders approve the 10% Placement Facility; 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 on the issue date.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable "A" in Listing Rule 7.1A.2		10% Voting Dilution		
		\$0.028 50% decrease in Issue Price	\$0.056 Issue Price	\$0.084 50% increase in Issue Price
Current Variable A (339,546,380 Shares)	Shares issued	33,954,638	33,954,638	33,954,638
	Funds Raised	\$950,730	\$1,901,460	\$2,852,190
50% increase in current Variable A (509,319,570 Shares)	Shares issued	50,931,957	50,931,957	50,931,957
	Funds Raised	\$1,426,095	\$2,852,190	\$4,278,284
100% increase in current Variable A (679,092,760 Shares)	Shares issued	67,909,276	67,909,276	67,909,276
	Funds Raised	\$1,901,460	\$3,802,919	\$5,704,379

The table has been prepared on the following assumptions:

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- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options have been exercised before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (v) The issue price is \$0.056 being the closing price of the Shares on ASX on 28 September 2022.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

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

- (e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:
 - (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
 - (ii) The effect of the issue of the Equity Securities on the control of the Company.
 - (iii) The financial situation and solvency of the Company.
 - (iv) Advice from corporate, financial and broking advisers (if applicable).

The subscribers may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) No shares have been issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. The Company has not agreed to issue any Equity securities under Listing Rule 7.1A.2 that, as at the date of the Meeting, are not yet issued.

- (g) As at the date of the Notice the Company is not proposing to make any issue of Equity Securities under Listing Rule 7.1A.2, no voting exclusion statement is required for the Notice.

6.4 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

7 RESOLUTIONS 4 TO 6 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY - MATTHEW DONOVAN

7.1 Introduction

The Company proposes to issue performance rights (**Performance Rights**) to Mr Matthew Donovan (or his nominee) for:

- (a) long term (Resolution 4) and short term (Resolution 5) incentives for the period in which Mr Donovan holds the position of CEO; and
- (b) short term incentives (Resolution 6) for the period in which Mr Donovan holds the position of Executive Chairman,

(collectively, the **Issue**). Mr Donovan is a director and related party of the Company (**Related Party**).

Information regarding Mr Donovan's remuneration is detailed in the Company announcements:

- (a) dated 6 October 2022 in relation to the position of CEO; and
- (b) dated 14 March 2022 in relation to the position of Executive Chairman.

The Issue is to remunerate Mr Donovan while preserving the Company's cash and further, to align Mr Donovan's interests with the interests of the Shareholders.

Resolutions 4 to 6 are conditional on the passing of Resolution 13. If Resolution 13 is not passed the Company will not be able to proceed with the issue of the Performance Rights to the Related Party the subject of the Resolution not passed and the Company will negotiate with the Related Party concerning alternative remuneration arrangements, seeking further Shareholder approval if required.

Resolution 4 - Mr Donovan's LTI Performance Rights

The 7,000,000 Performances Rights will vest as follows:

Vesting date	Vesting conditions	Number	Expiry
31 December 2023	Continued employment	350,000	30 June 2026

31 December 2024	Continued employment	350,000	30 June 2026
31 December 2025	Continued employment	350,000	30 June 2026
31 December 2025	IHR share price at 31 December 2025 (based on a 30 day VWAP) being: a) in respect of 1,050,000 of the Rights, 2x; b) in respect of 1,400,000 of the Rights, 3x; c) in respect of 1,750,000 of the Rights, 4x; and d) in respect of 1,050,000 of the Rights, 5x, the IHR share price at the date of execution of CEO contract (based on a 30 day VWAP).	5,950,000	30 June 2026

Mr Donovan will also be granted a further number of Performance Rights (**Annual LTI**), determined by the following formula:

$$P = \frac{100\% \text{ of base salary}}{\text{Deemed Issue Price}}$$

Where:

P is the number of performance rights

Deemed Issue Price is the 30 trading day VWAP of IHR shares 15 trading days after 15 December 2022 (being the date Mr Donovan commences as CEO of the Company).

Illustratively, based on a 30 trading day VWAP of \$0.07, Mr Donovan's Performance Rights would be 2,531,311.

The Annual LTI will vest based on relative total shareholder return measured at or above the 3-year average of the S&P ASX small ordinaries Ex A-REIT Franking Credit Adjusted Annual Total Return Index Cap Index and granted in accordance with the terms of the intelliHR Performance Rights Plan.

Resolution 5 - Mr Donovan's STI Performance Rights

Resolution 5 seeks approval for the grant of such number of Performance Rights having a value of up to 75% of Mr Donovan's base salary. The short-term incentive is payable in either cash or performance rights in accordance with the terms of the existing intelliHR Performance Rights Plan (at the Board's election).

The maximum number of Performance Rights granted to Mr Donovan under the CEO STI is to be determined by the following formula:

$$P = \frac{75\% \text{ of base salary}}{\text{Deemed Issue Price}}$$

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Deemed Issue
Price

Where:

P is the number of performance rights

Deemed Issue Price is the 30 trading day VWAP of IHR shares 15 trading days after 15 December 2022 (being the date Mr Donovan commences as CEO of the Company).

Illustratively, based on a 30 trading day VWAP of \$0.07, Mr Donovan's Performance Rights under the CEO STI would be 1,898,483.

The Performance Rights subject to Resolution 5 will vest subject to achieving the following performance hurdles (with vesting to occur after 30 June 2023):

- (a) \$6.25 million new contracted annual recurring revenue; and
- (b) key performance measures linked to earnings-based performance hurdles over the 2023 financial year. The performance hurdles will be set by the Board. Specific targets have not been disclosed due to their commercial sensitivity, however the hurdles will consist of four components as follows:
 - (i) financial performance (50% weighted)
 - (ii) customer and brand advocacy (15% weighted)
 - (iii) people (15% weighted)
 - (i) individual goals (20% weighted)

Resolution 6 - Mr Donovan's STI Performance Rights

The 3,150,000 Performance Rights will vest in two tranches, subject to achieving the following performance hurdles.

- (a) 25% of the Performance Rights will vest on 31 December 2022 if the performance hurdle of delivering a board approved cash budget at 31 December 2022, is achieved. The specific target has not been disclosed due to its commercial sensitivity; and
- (b) 75% of the Performance Rights will vest on 30 June 2023 if the performance hurdle of delivering \$12.0 million contracted annual recurring revenue by 30 June 2023, is achieved.

Performance Right Period

The Performance Rights:

- (a) the subject of resolutions 5 and 6 will automatically lapse if the above performance hurdles are not achieved by the dates stipulated above,; and
- (b) the subject of resolution 4, lapse in accordance with the above table.

Resolutions 4 to 6 seek Shareholder approval under Listing Rule 10.14 for the above proposed issues to Mr Donovan.

7.2 Regulatory requirements

Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed grant of Performance Rights to Mr Donovan constitutes giving a financial benefit and Mr Donovan is related parties of the Company by virtue of each being a Director.

The Directors, other than Mr Donovan (owing to his material personal interest in Resolutions 4 to 6), consider the Performance Rights to be reasonable remuneration, having regard to the circumstances of the Company and Mr Donovan.

As reasonable remuneration is one of the exceptions contemplated in paragraph (a) above, the approval of Shareholders contemplated in the explanation above is not required.

ASX Listing Rules

Listing Rule 10.14 provides that a company must not permit certain persons, including directors, from acquiring securities under an employee incentive scheme without prior shareholder approval. Resolutions 4 to 6 seek Shareholder approval under Listing Rule 10.14 for Shares to be issued to Mr Donovan under the Plan.

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of Performance Rights to the Related Party the subject to the Resolution passed, within 2 months after the date of the Meeting. In this event, by operation of Listing Rule 7.2 Exception 14, the Issue to the Related Parties will not be included in the 15% calculation of the Company's Equity Security issue capacity.

If Resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Related Party the subject of the Resolution not passed and the Company will negotiate with the Related Party concerning alternative remuneration arrangements, seeking further Shareholder approval if required.

7.3 Information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15 in respect of Resolutions 4 to 6:

- (a) The related party is Mr Mathew Donovan (or his nominee), a Director of the Company, by virtue of being a Director of the Company, Listing Rule 10.14.1 applies.
- (b) The number and class of securities proposed to be issued to:
 - Resolution 4: Mr Donovan (or his nominee) for which approval is being sought is 7,000,000 Performance Rights, plus such number of Performance Rights calculated in accordance with paragraph 7.1.
 - Resolution 5: Mr Donovan (or his nominee) for which approval is being sought is such number of Performance Rights calculated in accordance with paragraph 7.1; and
 - Resolution 6: Mr Donovan (or his nominee) for which approval is being sought is 3,150,000 Performance Rights.
- (c) the terms and conditions of the Performance Rights are set out in Section 7.1 and SCHEDULE 2. Fully paid ordinary shares will be issued upon satisfaction of the performance hurdles;
- (d) no securities have previously been issued to Mr Donovan under the scheme;
- (e) the Performance Rights will be granted to Mr Donovan or his nominee no later than two (2) months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (f) the issue is made to remunerate Mr Donovan respectively for nil cash consideration, no funds will be raised from the issues and hence, no use of funds is included in this Notice;
- (g) the current annual remuneration package of Mr Donovan is as follows:
 - (i) cash salary of \$100,000;
 - (ii) superannuation of \$10,500; and
 - (iii) the grant of the short term incentive, the subject of Resolution 6.
- (h) the annual remuneration package of Mr Donovan from 15 December 2022 is as follows:
 - (i) cash salary of \$325,000 per annum plus super; and
 - (ii) the grant of the short term incentive, the subject of Resolution 5; and
 - (iii) the grant of the long term incentive, the subject of Resolution 4.
- (i) other than those set out in this section 7 and SCHEDULE 2. There are no other material terms in relation to the proposed issue.

- (a) A summary of the material terms of the scheme are set out in SCHEDULE 4.
- (b) No loans will be made available under the scheme.
- (c) Details of any securities issued under the scheme will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (d) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after Resolutions 4 to 6 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- (j) a voting exclusion statement is included in the Notice.

7.4 Directors Recommendations

The Board (other than Mr Donovan, as he has a material personal interest in the outcome of Resolutions 4 to 6) recommends that Shareholders vote in favour of Resolutions 4 to 6 for the reasons set out in section 7.1.

8 RESOLUTION 7 - RATIFICATION OF SHARES ISSUED TO MR MATTHEW DONOVAN ON 7 DECEMBER 2021

8.1 Introduction

On 17 December 2021 the Company announced a placement to raise \$400,000 through the issue of Shares at an issue price of \$0.20 per Share (**Placement**). The funds raised would be applied to support the Company's global growth plans.

A total of 2,000,000 Shares were issued under the Placement using the Company's capacity under Listing Rule 7.1 and 7.1A and without Shareholder approval.

Existing Shareholders were diluted by 0.6% as a result of the Placement

Resolution 7 seeks Shareholder approval to ratify the issue.

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities a company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid up ordinary securities it had on issue at the start of that period.

Listing Rule 7.1A allows eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting at which approval was obtained. The 10% placement capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows shareholders to ratify issues of equity securities after it has been made or agreed to be made. If they do, the issues are taken to have been

approved under Listing Rule 7.1 and 7.1A, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

Resolution 7 seeks shareholder approval under Listing Rule 7.4 to ratify the issues. If Resolution 7 is passed, the issue will be excluded in calculating the Company's 15% and 10% limits under Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issue. If Resolution 7 is not passed, the issues will be included in calculating the Company's limits under Listing Rule 7.1 and 7.1A, effectively limiting the number of equity securities it can issue without Shareholder approval over the 12 months following the issues.

8.2 Resolution 6 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the Placement:

- (a) The Shares were issued to Mr Matt Donovan, who was not a related party to the Company or otherwise a person to whom Listing Rule 10.11 applies, at the time of the placement.
- (b) The number of securities issued by the Company was 2,000,000 Shares.
- (c) The securities issued were fully paid ordinary shares that rank equally with existing Shares on issue.
- (d) The price of the securities issued was \$0.20 per Share.
- (e) The issue was made on 7 December 2021.
- (f) The issue was made to raise- funds, a total of \$400,000 was raised from the issue. The use of funds raised from the issue is set out in section 8.1.
- (g) Other than those set out this section, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

8.3 Directors' recommendation

The Board (other than Mr Donovan) unanimously recommends that Shareholders vote in favour of Resolution 7. These will restore the Company's 15% and 10% annual limit permitted by Listing Rule 7.1 and 7.1A, and allow the Company to issue further securities as permitted by these Listing Rules without Shareholder approval.

9 RESOLUTIONS 8 TO 11 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN

9.1 Introduction

On 15 November 2019 and for the purposes of Listing Rule 7.2 exception 13, Shareholders approved the IntelliHR Option Incentive Plan (Plan). Shareholders approved a variation to the Plan on 30 November 2021. The purpose of the Plan is to reward and better align interests with the Company's by providing an appropriate letter of incentive to add value to the Company.

The Plan allowed the Company to incentivise full time and part time employees, executives, Directors and consultants without, other than issues to related parties (including Directors) - that required Shareholder approval - reducing the Company's 15% placement capacity under Listing Rule 7.1. The terms of the Plan are set out in SCHEDULE 3.

Directors have proposed, subject to Shareholder approval and under the Plan, to be paid half their monthly Directors' fees in Shares, at an issue price equal to the 14 day VWAP for Shares immediately prior to the relevant issue. This will reward and incentivise Directors whilst also conserving cash.

Details of Directors' fees for which Shareholder approval is being sought to have satisfied through the issue of Shares is as follows:

Director	Period October 2022 to September 2023 ³	
	Share component of annual Directors fees (\$) ²	Shares ¹
Anthony Bellas	30,000	535,714
Belinda Lajoie	30,000	535,714
Ilona Charles	30,000	535,714
David Slocomb	30,000	535,714
Total	120,000	2,142,856

- 1 This assumes an issue price of \$0.056 per Share. The actual issue price will equal the 14 day VWAP of Shares immediately prior to the issue date.
- 2 This is 50% of Directors' annual fee remuneration, and for which the Board is proposing will be paid in Shares. The other 50% will be paid in cash. Fees are paid monthly.
- 3 In accordance with Listing Rule 10.17, Directors' fees satisfied through the issue of Shares are included in the total amount of Directors' fees approved by Shareholders under Listing Rule 10.17.

Based upon the above assumptions and no other Shares are issued, the issues will dilute existing Shareholders by 0.63%.

9.2 Regulatory requirements

Listing Rule 7.2 exception 13 provides an exception to the 15% limit in Listing Rule 7.1 where securities have been issued under an incentive scheme approved by shareholders in the previous 3 years.

Listing Rule 10.14 provides that a company must not permit certain persons, including directors, from acquiring securities under an employee incentive scheme without prior shareholder approval. Resolutions 8 to 11 seek Shareholder approval under Listing Rule 10.14 for Shares to be issued to the Directors under the Plan.

If Resolutions 8 to 11 are approved then Shares can be issued under the Plan to Directors in part payment of their Directors' fees, with the issues not reducing the Company's 15% placement capacity under Listing Rule 7.1. If approval is not given the Directors can only be remunerated in cash, with a subsequent depletion of the Company's cash reserves.

The Directors consider the Share issues to be, as the issue price is equal to the 14 day VWAP for Shares and there is no increase in Directors' remuneration, reasonable remuneration in the Company and Directors' circumstances so that Shareholder approval is not required under Chapter 2E.

9.3 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided about the proposed issue of Shares to the Directors under Resolutions 8 to 11:

- (a) Name of person to who securities will be issued to
 - (i) Resolution 8 - Anthony Bellas, or nominee
 - (ii) Resolution 9 - David Slocomb, or nominee
 - (iii) Resolution 10 - Belinda Lajoie, or nominee
 - (iv) Resolution 11 - Ilona Charles, or nominee
- (b) The persons are Directors and fall within the prohibition in Listing Rule 10.14.1 by virtue of being a director.
- (c) The number of Shares to be issued will be determined as follows:

$$\text{Number of Shares issued} = \frac{\text{Share component of Directors' fees}}{\text{14 day VWAP for Shares}}$$

- (d) The securities to be issued are fully paid ordinary shares in the capital of the Company.

- (e) The Directors current total remuneration packages consists of fees of \$60,000 per annum, plus superannuation, payable \$30,000 in cash and \$30,000 in shares.
- (f) The number of securities that have previously been issued to the Directors under the scheme, and the average acquisition prices paid, are set out below:

Director	Shares issued under the scheme for the period of September 2021 to September 2022.	Average acquisition price per share
Anthony Bellas	431,390	\$0.12
Belinda Lajoie	341,785	\$0.13
Ilona Charles	370,297	\$0.14
David Slocomb	341,234	\$0.11
Total	1,484,706	\$0.12

- (g) Shares will be issued as soon as practicable following the Meeting with respect to Directors' fees accrued for the period up to November 2022. Thereafter to November 2023 Shares will be issued on a monthly basis with respect to Directors' fees for the preceding month. All Shares issued under Resolutions 8 to 11 will occur prior to 1 January 2024.
- (h) The issue price for Shares issued will be the VWAP for Shares for the 14 days immediately prior to the issue upon which trades in Shares took place on ASX.
- (i) A summary of the material terms of the scheme are set out in SCHEDULE 3.
- (j) No loans will be made available under the scheme.
- (k) Details of any securities issued under the scheme will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after Resolutions 8 to 11 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
- (m) A voting exclusion statement is included in the Notice.

10 RESOLUTION 12 - APPROVAL TO ISSUE SHARES UNDER THE INTELLIHR OPTION INCENTIVE PLAN - MATTHEW DONOVAN

10.1 Introduction

Matthew Donovan was appointed to the board of the Company on 30 November 2021. On 14 March 2022, Mr Donovan was appointed to the role of Executive Chairman.

The Company has agreed with Mr Donovan, subject to Shareholder approval and under the Plan, to pay Mr Donovan half his monthly Directors' fees in Shares, for the period of 30 November 2021 to 14 March 2022. The terms of the Plan are set out in SCHEDULE 3.

Details of the Director fees for which Shareholder approval is being sought to have satisfied through the issue of Shares is as follows:

Director	Shares issued under the scheme for the period 30 November 2021 to 14 March 2022	Average acquisition price per share
Matthew Donovan	50,698	\$0.17

Assuming no other Shares are issued, the issues will dilute existing Shareholders by 0.01% and result in a cash saving for the Company of \$8,548.

If Resolution 12 is passed, the Company will issue the Shares the subject of this Resolution to Matthew Donovan in lieu of the relevant proportion of his cash remuneration.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Shares under the Plan and the Company will be required to pay to Mr Donovan his remuneration in cash for the relevant period, or issue the Shares under the Company's 15% placement capacity under Listing Rule 7.1, subject to any necessary shareholder approval.

10.2 Regulatory requirements

A summary of the regulatory requirements are set out in sections 7.2 and 9.2.

10.3 Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided about the proposed issue of Shares to Mr Donovan:

- (a) Name of person to whom securities will be issued to Matthew Donovan, or nominee.
- (b) The person is a Director and falls within the prohibition in Listing Rule 10.14.1 by virtue of being a director.
- (c) The number of Shares to be issued is 50,698.

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- (d) The securities to be issued are fully paid ordinary shares in the capital of the Company.
 - (e) The Directors current total remuneration packages consists of fees of \$60,000 per annum, plus superannuation, payable \$30,000 in cash and \$30,000 in shares.
 - (f) No securities that have previously been issued to Mr Donovan under the scheme.
 - (g) Shares will be issued as soon as practicable following the Meeting.
 - (h) The issue price for Shares is an average of \$0.17, being an issue price equal to the 14 day VWAP for Shares immediately prior to the end of the relevant month of service.
 - (i) A summary of the material terms of the scheme are set out in SCHEDULE 3.
 - (j) No loans will be made available under the scheme.
 - (k) Details of any securities issued under the scheme will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
 - (l) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after Resolution 12 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.
 - (m) A voting exclusion statement is included in the Notice.

11 RESOLUTION 13 - RE-APPROVAL OF PERFORMANCE RIGHTS INCENTIVE PLAN

11.1 Introduction

Pursuant to Resolution 13, the Company is seeking Shareholder approval for the issue of securities under the Company's Performance Rights Incentive Plan (the **Performance Rights Plan**) for the purposes of Listing Rule 7.2, Exception 13(b). Listing Rule 7.2, Exception 13(b) would enable securities issued under the Performance Rights Plan over the next three (3) years to be excluded from the calculation of the number of securities issued for the purposes of ASX Listing Rules 7.1 and 7.1A.

A summary of the terms of the Plan are set out in SCHEDULE 4 to this Explanatory Memorandum.

11.2 ASX Listing Rules

As stated above, subject to certain exceptions, Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue Equity Securities in any 12 month period

equivalent in number to more than 15% of the Company's ordinary securities on issue, without the approval of its Shareholders. As a result, any issue of securities by the Company to eligible employees under the Plan would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

Exception 13 of Listing Rule 7.2 however, allows the Company to issue securities under the Plan without the issue of such securities being counted towards the Company's 15% issue capacity under Listing Rule 7.1, where Shareholders have approved the issue of securities under the Plan as an exception to Listing Rule 7.1, within three years prior to the issue of the securities. Resolution 13 is being put to Shareholders for this purpose and will allow the Company to utilise Exception 13(b) of Listing Rule 7.2 for three years from the date of the Resolution being passed.

11.3 Information for Shareholders

In accordance with Exception 13 of Listing Rule 7.2, the Company advises as follows:

- (a) since Shareholders last approved:
 - (i) the option incentive plan on 30 November 2021; and
 - (ii) the performance rights incentive plan on 15 November 2019, 11,353,667 have been issued under the incentive plans, comprised of:
 - (iii) 1,484,706 securities under the option incentive plan; and
 - (iv) 9,868,961 under the performance rights incentive plan.
- (b) a summary of the key terms of the Performance Rights Plan are set out in SCHEDULE 4;
- (c) except as contemplated in Resolutions 3 to 5, and 8 to 12 the Company does not currently propose to issue any Equity Securities under the Performance Rights Plan and Option Incentive Plan, the aggregate maximum number of Equity Securities that the Company may issue under the Performance Rights Plan and Option Incentive Plan is set by ASIC Class Order 14/1000 (to be superseded on 30 September 2022 by equivalent provision in Division 1A into Part 7.12 of the Corporations Act), namely 5% of the Company's issued share capital over a rolling 3 year period, being 16,999,555 as at the date of this notice, having regard to prior issues set out in (a) above, the Performance Rights the subject of Resolutions 3 to 5, and the issue of Shares the subject of Resolutions 8 to 12.

11.4 Board recommendation

Resolution 13 is an ordinary Resolution. The Company believes that it will derive a significant benefit by incentivising its Directors, senior management and key employees through the issue of securities under the Performance Rights Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is

afforded to it by Listing Rules 7.1 and 7.1A. The Board, therefore, recommends that Shareholders vote in favour of Resolution 13.

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SCHEDULE 1 GLOSSARY

AEDT	means Australian Eastern Daylight Time.
AEST	means Australia East Standard Time.
Annual General Meeting or Meeting	means the meeting convened by this Notice (as adjourned from time to time).
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chair or Chairperson	means the chair of the Company.
Closely Related Party of a member of the Key Management Personnel	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or 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 dealings with the entity; or a company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or IHR	means IntelliHR Limited ACN 600 548 516.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the same meaning given in the Listing Rules.
Explanatory Statement	means this Explanatory Statement.
intelliHR Employee Share Option Incentive Plan or Plan	has the meaning given in section 9.1.
Key Management Personnel	has the same meaning given in the Listing Rules.
Listing Rule	means the listing rules of the ASX.
Notice	means this notice of meeting.

Performance Rights	has the meaning given in section 7.1 of the Explanatory Statement.
Proxy Form	means the proxy form attached to this Notice.
Relevant Period	has the meaning given in Listing Rule 7.1, being <ul style="list-style-type: none"> (a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or (b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Securities	has the meaning given in the Listing Rules.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Spill Meeting	has the meaning given in section 4.2 of the Explanatory Statement.
Spill Resolution	has the meaning given in section 4.2 of the Explanatory Statement.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means volume weighted average price as defined in the Listing Rules.

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SCHEDULE 2 TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The Performance Rights entitle the holder to subscribe for Shares on the terms and conditions set out below.

1. Entitlement

Each Performance Right entitles the holder of the Performance Right to be issued one fully paid ordinary share in the Company, for no cash consideration, on these terms of issue including the performance condition(s) set out below.

2. Vesting

Resolution 4 - Mr Donovan's LTI Performance Rights

The 7,000,000 Performances Rights will vest as follows:

Vesting date	Vesting conditions	Number	Expiry
31 December 2023	Continued employment	350,000	30 June 2026
31 December 2024	Continued employment	350,000	30 June 2026
31 December 2025	Continued employment	350,000	30 June 2026
31 December 2025	IHR share price at 31 December 2025 (based on a 30 day VWAP) being: a) in respect of 1,050,000 of the Rights, 2x; b) in respect of 1,400,000 of the Rights, 3x; c) in respect of 1,750,000 of the Rights, 4x; and d) in respect of 1,050,000 of the Rights, 5x, the IHR share price at the date of execution of CEO contract (based on a 30 day VWAP).	5,950,000	30 June 2026

Mr Donovan will also be granted a further number of Performance Rights (**Annual LTI**), determined by the following formula:

$$P = \frac{100\% \text{ of base salary}}{\text{Deemed Issue Price}}$$

Where:

P is the number of performance rights

Deemed Issue Price is the 30 trading day VWAP of IHR shares 15 trading days after 15 December 2022 (being the date Mr Donovan commences as CEO of the Company).

Illustratively, based on a 30 trading day VWAP of \$0.07, Mr Donovan's Performance Rights would be 4,642,857.

The Annual LTI will vest based on relative total shareholder return measured at or above the 3-year average of the S&P ASX small ordinaries Ex A-REIT Franking Credit Adjusted Annual Total Return Index Cap Index and granted in accordance with the terms of the intelliHR Performance Rights Plan.

Resolution 5 - Mr Donovan's STI Performance Rights

Resolution 5 seeks approval for the grant of such number of Performance Rights having a value of up to 75% of Mr Donovan's base salary. The short-term incentive is payable in either cash or performance rights in accordance with the terms of the existing intelliHR Performance Rights Plan (at the Board's election).

The maximum number of Performance Rights granted to Mr Donovan under the CEO STI is to be determined by the following formula:

$$P = \frac{\text{75\% of base salary}}{\text{Deemed Issue Price}}$$

Where:

P is the number of performance rights

Deemed Issue Price is the 30 trading day VWAP of IHR shares 15 trading days after 15 December 2022 (being the date Mr Donovan commences as CEO of the Company).

Illustratively, based on a 30 trading day VWAP of \$0.07, Mr Donovan's Performance Rights under the CEO STI would be 3,482,142.

The Performance Rights subject to resolution 5 will vest subject to achieving the following performance hurdles (with vesting to occur after 30 June 2023):

- (a) \$6.25 million new contracted annual recurring revenue; and
- (b) key performance measures linked to earnings-based performance hurdles over the 2023 financial year. The performance hurdles will be set by the Board. Specific targets have not been disclosed due to their commercial sensitivity, however the hurdles will consist of four components as follows:
 - (i) financial performance (50% weighted)
 - (ii) customer and brand advocacy (15% weighted)
 - (iii) people (15% weighted)
 - (i) individual goals (20% weighted)

Resolution 6 - Mr Donovan's STI Performance Rights

The 3,150,000 Performance Rights will vest in two tranches, subject to achieving the following performance hurdles.

- (a) 25% of the Performance Rights will vest on 31 December 2022 if the performance hurdle of delivering a board approved cash budget at 31 December 2022, is achieved. The specific target has not been disclosed due to its commercial sensitivity; and
- (b) 75% of the Performance Rights will vest on 30 June 2023 if the performance hurdle of delivering \$12.0 million contracted annual recurring revenue by 30 June 2023, is achieved.

Performance Right Period

The Performance Rights:

- (a) the subject to resolutions 5 and 6, will automatically lapse if the above performance hurdles are not achieved by 30 June 2023; and
- (b) the subject of resolution, 4 lapse in accordance with the above table.

Resolutions 4 to 6 seek Shareholder approval under Listing Rule 10.11 for the above proposed issues to Mr Donovan.

3. Lapse/Forfeiture

If the performance condition is not satisfied by 30 June 2024, then the relevant class of Performance Rights will automatically lapse. The Performance Rights will be forfeited if the holder ceases to be an employee or Director of the Company before the Performance Rights have vested.

4. Vesting

Subject to clauses 2 and 3, Performance Rights will vest upon the relevant performance condition being met.

5. Shares issued on vesting

Shares issued upon vesting will rank equally in all respects with the Company's ordinary shares on issue. The Company will apply to the ASX for official quotation of the Shares after they are issued.

6. A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of Shareholders of the Company.

7. A Performance Right does not entitle the holder to any dividends.

8. The holder is not entitled to participate in the surplus profits or assets of the Company upon the winding up of the Company.

9. Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, if vesting of Performance Rights would result in any person being in contravention of section

606(1) of the Corporations Act then the vesting of each Performance Right that would cause the contravention will be deferred until such time or times that the vesting would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the vesting of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the vesting of the Performance Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the vesting of an Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had vested before the record date for the bonus issue.

12. Adjustment for rights issue

If the Company makes a rights issue of Shares pro rata to existing Shareholders, there will be no adjustment to these terms and conditions.

13. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. Quotation

The Company will not apply for quotation of the Performance Rights on ASX.

15. Non-Transferable

Subject to the ASX Listing Rules, the Performance Rights are only transferable, assignable or able to be otherwise disposed or encumbered:

- (a) in Special Circumstances with the consent of the Board (which may be withheld in its absolute discretion); or
- (b) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.

Special Circumstances means:

- (a) death or total or permanent disability of the holder; or
- (b) retirement or redundancy the holder;

- For personal use only
- (c) the holder suffering severe financial hardship;
 - (d) any other circumstance stated to constitute “Special Circumstances” in the terms of the relevant offer made to and accepted by the holder; or
 - (e) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant holder which circumstances may relate to the holder, a class of holder, including the holder or particular circumstances or class of circumstances applying to the holder.

16. Compliance with laws

If the Corporations Act, the Listing Rules or the Constitution conflicts with these terms and conditions, or these terms and conditions do not comply with the Corporations Act, the Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

17. No other rights

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 INTELLIHR OPTION INCENTIVE PLAN

A summary of the terms of the Option Incentive Plan are as follows:

(a) Eligibility Criteria

The Plan will be open to eligible participants (including full-time and part time employees, executives, Directors and consultants) of intelliHR or any of its subsidiaries who the Board designates as being eligible.

(b) Issue of Shares

Subject to the Listing Rules, the Company may offer fully paid ordinary shares (**Shares**) to eligible participants under the Plan. The offer must be in writing and specify, amongst other things, the number of Shares for which the participants may apply, the issue or deemed issue price, any vesting conditions and, in the event the consideration is non-cash, the nature of the consideration provided for the Shares.

(c) Grant of Options

All Options are to be offered to participants for no consideration. The offer must be in writing and specify, amongst other things, the number of Options for which the participants may apply, the period within which the Options may be exercised and any conditions to be satisfied before exercise, the Option expiry date (as determined by the Board) and the exercise price for the Options.

(d) Exercise

The Options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full.

(e) Lapse

The Options shall lapse upon the earlier of the date specified by the Board or events contained in the Option Incentive Plan rules in certain circumstances.

(f) Rights of Participants

Once Shares are allotted upon exercise of the Options, the participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Options will be correspondingly changed to the extent necessary to comply with the Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the Options, including allowing accelerated vesting or the issue of Options in the substituted corporation. A holder of Options is not entitled to participate in a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options.

(g) Assignment

The Options are not transferable or assignable without the prior written approval of the Board.

(h) Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules, if applicable) in addition to those set out in the Option Incentive Plan.

(i) Termination and Amendment

The Option Incentive Plan may be terminated or suspended at any time by the Board. The Option Incentive Plan may be amended at any time by the Board except where the amendment reduces the rights of the holders of Options.

(j) Restriction on Disposal

A participant must not dispose of any interest in an Option or share issue on exercise of an Option granted under the Option Incentive Plan until the end of the three year period commencing on the date of the grant of the Option.

SCHEDULE 4 INTELLIHR PERFORMANCE RIGHTS INCENTIVE PLAN

A summary of the terms of the Performance Rights Plan are as follows:

(a) Eligibility Criteria

The Rights Plan will be open to eligible participants (including employees and consultants) of intelliHR or any of its subsidiaries who the Board designates as being eligible. No Director may be designated an eligible participant for the purposes of the plan.

(b) Grant of Performance Rights

Performance rights will be offered to eligible participants for no consideration under the Rights Plan. The offer must be in writing and specify, amongst other things, the number of Performance Rights for which the participants may accept, the date on which the Performance Rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.

(c) Vesting of Performance Rights

The performances right vest, subject to the satisfaction of any vesting conditions or any other conditions contained in the offer, by the participant giving a signed notice to intelliHR.

(d) Lapse

Unvested Performance Rights shall lapse upon the earlier of the date specified by the Board or the events contained in the Rights Plan rules, including termination of employment or resignation, redundancy, death or disablement.

(e) Rights of Participants

Performance rights issued under the Rights Plan do not entitle the holder to notice of, or to vote at, or attend Shareholders' meetings, or to receive any dividends declared by intelliHR.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the rights will be correspondingly changed to the extent necessary to comply with the Listing Rules.

In the event of a change of control, the Board shall have discretion to deal with the Performance Rights, including allowing accelerated vesting of the rights.

(f) Quotation

Performance rights will not be quoted on the ASX. intelliHR will apply for official quotation of any Shares issued under the Rights Plan in accordance with the Listing Rules and having regard to any disposal restrictions.

(g) Assignment

Performance rights are not transferable or assignable without the prior written approval of the Board.


(h) Administration


The Rights Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the plan.

(i) Termination and Amendment


The Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Performance Rights.


LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND***
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

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

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (Brisbane time) on Tuesday, 22 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

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

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

 **BY MOBILE DEVICE**

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

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

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

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



X99999999999

PROXY FORM

I/We being a member(s) of IntelliHR Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (Brisbane time) on Thursday, 24 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the Company office at Level 28 345 Queen Street, Brisbane** or logging in online at <https://meetings.linkgroup.com/IHR22> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5, 6, 7, 8, 9, 10, 11, 12 and 13, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to issue shares under the IntelliHR Option Incentive Plan – David Slocomb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – David Slocomb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval to issue shares under the IntelliHR Option Incentive Plan – Belinda Lajoie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval to issue shares under the IntelliHR Option Incentive Plan – Ilona Charles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue LTI Performance Rights to a related-party – Matthew Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval to issue shares under the IntelliHR Option Incentive Plan – Mathew Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue STI Performance Rights to a related-party – Matthew Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Re-approval of Performance Rights Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue STI Performance Rights to a related-party – Matthew Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Ratification of issue of shares issued to Matthew Donovan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to issue shares under the IntelliHR Option Incentive Plan – Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

IHR PRX2201N



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STEP 1

STEP 2

STEP 3