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**CFOAM LIMITED**

**ACN 611 576 777**

**NOTICE OF ANNUAL GENERAL MEETING-2024**

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Notice is given that the Meeting will be held at:

**TIME:** 9.15am WST

**DATE:** Friday, 15 November 2024

**PLACE:** Level 1, 33 Ord Street  
West Perth WA 6005

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***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 9.15am WST on 13 November 2024.***

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – TODD HOARE**

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

*“That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Todd Hoare, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**Dated: 14 October 2024**

**By order of the Board**

**Gary Steinepreis**  
**Director/Company Secretary**

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#### **Voting in person**

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

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#### **Voting by proxy**

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 411 422 067.**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.cfoam.com.au](http://www.cfoam.com.au)

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### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – TODD HOARE**

#### **2.1 General**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Todd Hoare, who has served as a Director since 16 June 2017, and was last re-elected on 30 November 2021, retires by rotation and seeks re-election.

#### **2.2 Qualifications and other material directorships**

Mr Hoare holds a Bachelor of Commerce and Bachelor of Science (Mathematics) degree from the University of NSW. Mr Hoare has extensive capital markets experience including fund raising, valuation and trading across the globe, in locations such as Hong Kong, New York and Sydney.

Mr Hoare does not currently hold any other directorships in ASX listed entities.

#### **2.3 Independence**

If re-elected the Board considers Mr Hoare will be an independent director.

#### **2.4 Board recommendation**

The Board has reviewed Mr Hoare's performance since his appointment to the Board and considers that Mr Hoare's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Hoare and recommends that Shareholders vote in favour of Resolution 1.

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## GLOSSARY

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**\$** means Australian dollars.

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

**ASIC** means the Australian Securities & Investments Commission.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Company** means CFOAM Limited (ACN 611 576 777).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

**Shareholder** means a registered holder of a Share.

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

PROXY FORM

CFOAM LIMITED  
ACN 611 576 777

# 2024 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Level 1, 33 Ord Street, West Perth, WA, on 15 November 2024 at 9.15am WST, and at any adjournment thereof.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.**

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#### Voting on business of the Meeting

FOR                  AGAINST                  ABSTAIN

Resolution 1    Re-election of Todd Hoare

                                  

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail  
in relation to this Proxy Form:**    YES  NO

## Instructions for completing Proxy Form

### 1. **Appointing a proxy**

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

### 2. **Direction to vote**

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

### 3. **Signing instructions:**

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

### 4. **Attending the Meeting**

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### 5. **Lodgement of Proxy Form**

Proxy forms can be lodged by completing and signing the enclosed Proxy Form and returning by:

- (a) email to [gs@ascentcapital.com.au](mailto:gs@ascentcapital.com.au); or
- (b) post to CFOAM Limited, Level 1, 33 Ord Street West Perth WA 6005,

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

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**CFOAM LIMITED**

**ACN 611 576 777**

**NOTICE OF ANNUAL GENERAL MEETING**

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**ADDENDUM-RESOLUTION 2**

Notice is given that the Meeting will be held at:

**TIME:** 9.15am WST

**DATE:** Friday, 15 November 2024

**PLACE:** Level 1, 33 Ord Street  
West Perth WA 6005

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***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 9.15am WST on 13 November 2024.***

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## **BUSINESS OF THE MEETING**

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### **AGENDA-ADDENDUM**

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#### **RESOLUTION 2 – APPOINTMENT OF BDO AUDIT AS AUDITOR**

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

"That, pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

***Dated: 14 October 2024***

**By order of the Board**

**Gary Steinepreis**  
**Director/Company Secretary**

#### **Voting in person**

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

#### **Voting by proxy**

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 411 422 067.***



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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### **RESOLUTION 2 – APPOINTMENT OF BDO AUDIT AS AUDITOR**

#### **6.1 Background**

BDO Audit (WA) Pty Ltd (**BDO WA**) was the previous auditor of the Company. As part of becoming a national entity, BDO Audit (WA) Pty Ltd has been replaced by BDO Audit Pty Ltd (**BDO Audit**) for the provision of BDO's audit services in Western Australia. In effect, there was no change to the auditor of the Company.

Under section 327(C)(1) of the Corporations Act, the Company must appoint an auditor to fill a vacancy within 1 month after the vacancy occurs. On 16 April 2024, the Company appointed BDO Audit as the auditor of the Company following the resignation of BDO WA and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act, which occurred on the same date.

BDO Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

In accordance with section 327(C)(2) and section 327B(1)(b) of the Corporations Act, BDO Audit will only hold office as the auditor of the Company until the Company's next annual general meeting. The Company now seeks Shareholder approval for the ongoing appointment of BDO Audit as the auditor of the Company and its controlled entities.

If Resolution 2 is passed, the appointment of BDO Audit as the Company's auditor will take effect from the close of this Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has received a written nomination from a member of the Company, Mr Gary Steinepreis, Oakhurst Enterprises Pty Ltd, to appoint BDO Audit to fill the office of auditor of the Company. A copy of the nomination is set out in Schedule 1.

If Resolution 2 is not passed the Company will need to appoint a new auditor other than BDO Audit.

#### **6.2 Board Recommendation**

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

## **SCHEDULE 1 – NOMINATION OF AUDITOR LETTER**

14 October 2024

CFOAM Limited  
Level 1, 33 Ord Street  
West Perth WA 6005

I, Gary Steinepreis, Director Oakhurst Enterprises Pty Ltd, being a member of CFOAM Limited (ACN 611 576 777) (Company), nominate BDO Audit Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (Corporations Act) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 14 October 2024:

Gary Steinepreis

PROXY FORM

CFOAM LIMITED  
ACN 611 576 777

# 2024 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Level 1, 33 Ord Street, West Perth, WA, on 15 November 2024 at 9.15am WST, and at any adjournment thereof.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.**

#### Voting on business of the Meeting

FOR AGAINST ABSTAIN

Resolution 1 Re-election of Todd Hoare

Resolution 2 Appointment of auditor

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

##### Individual or Shareholder 1

Sole Director/Company Secretary

##### Shareholder 2

Director

##### Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form: YES  NO

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