



engage:BDR Limited
ACN 621 160 585

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 4 March 2021

Time of Meeting:
11.00am (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, **no hard copy** of the Notice of General Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website <https://engagebdr.com/>.

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

engage:BDR Limited

ACN 621 160 585

Registered Office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of engage:BDR Limited (the “Company”) will be held virtually via a webinar conferencing facility at 11.00am (AEDT) on Thursday, 4 March 2021 (“General Meeting” or “Meeting”).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances results from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the General Meeting virtually will be able to ask questions and the Company has now made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions. The virtual Meeting can be attended using the following details:

The live webcast can be attended using the following details:

When: Thursday 4 March 2021 at 11.00am (AEDT)

Topic: EN1 General Meeting

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_iH6i-h-QdSIVSHVt1IZ6g

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mleydin@leydinfreyer.com.au. Where a written question is raised in respect of the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the General Meeting online should therefore monitor the Company's website and its ASX announcements for any updates about the General Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: EN1) and on its website at <https://engagebdr.com/>.

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AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS:

Resolution 1: Ratification of Prior Issue of 430,888,917 Fully Paid Ordinary Shares

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue on 1 December 2020 of 430,888,917 fully paid ordinary shares in the Company at an issue price of \$0.0055 (55 cents) per share as described in the Explanatory Statement which accompanied and formed part of the Notice of the Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2: Approval to issue up to 250,000,000 Fully Paid Ordinary Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 250,000,000 fully paid ordinary shares in the Company as described in the Explanatory Statement which accompanied and formed part of the Notice of the Meeting.”

A voting exclusion statement as set out below in this Notice applies to this Resolution.

By order of the Board:



Melanie Leydin
Company Secretary
Dated: 18 January 2021

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting. On a poll, members have one vote for every fully paid ordinary share held.
3. **Proxies**
 - a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.
 - i. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Ltd) no later than 48 hours before the commencement of the General Meeting, this is no later than 11.00am (AEDT) on Tuesday, 2 March 2021. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

6. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of securities, or is a counterparty to the agreement being approved or any associates of that person or those persons.

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

- (a) a person as a 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.

Resolution 2

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

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

- (a) a person as a 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.

7. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

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EXPLANATORY STATEMENT

This Explanatory Statement (**'Statement'**) accompanies and forms part of the Company's Notice of General Meeting (**'Notice'**) for a General Meeting (**'Meeting'**) to be held virtually via a webinar conferencing facility at 11.00 am (AEDT) on Thursday 4 March 2021. The Notice incorporates, and should be read together with, this Explanatory Statement.

Resolution 1: Ratification of Prior Issue of 430,888,917 Fully Paid Ordinary Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the prior issue of 430,888,917 fully paid ordinary shares to professional and sophisticated investors under a Placement in accordance with ASX announcement dated 25 November 2020. These shares were issued on 1 December 2020 and an Appendix 2A in relation to this issue was lodged with the ASX on 1 December 2020.

ASX Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The issue of Shares under the Share Purchase Plan was within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable).

The prior issue of ordinary shares on 1 December 2020 continues to use the capacity of the company to issue further securities without shareholder approval. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A.

If the shareholders pass this Resolution then the shares issued on 1 December 2020 will no longer use the capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval.

If shareholders do not pass this Resolution then the shares issued on 1 December 2020 will continue to use the capacity available to the Company under the ASX Listing Rules.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the securities were issued to professional and sophisticated investors, who are clients of the Company's professional advisors;
- (b) the number and class of securities issued were 430,888,917 fully paid ordinary shares in the Company;
- (c) the shares were issued on 1 December 2020;
- (d) the shares were issued at an issue price of \$0.0055 (0.55 cents) per share;
- (e) funds raised from the Placement will be used for investment in the Company's projects in CTV (Connected TV) Advertising and working capital.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 2: Approval to issue up to 250,000,000 Fully Paid Ordinary Shares

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 250,000,000 fully paid ordinary shares at an issue price to be determined following the Meeting but not less than 80% of the VWAP of the Company's ordinary shares for the 5 days on which trades are recorded prior to the issue date.

The shares the subject of this Resolution may be issued in response to interest received in respect of investment in the Company's securities, including in settlement of outstanding creditor balances. The recipients of these shares are not known as at the date of the Meeting, however it is anticipated to be a mix of existing shareholders and new investors, each of whom will be unrelated to the Company and will not require disclosure under Chapter 6D of the Corporations Act.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% capacity is where the issue has the prior approval of shareholders at a general meeting.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain further shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the issue of shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, this Resolution seeks shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If shareholders pass this Resolution, the Company will have the flexibility to issue these shares without using up any of its 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1. Issues of shares made under the approval will be excluded from the calculation of the number of equity securities the Company can issue without shareholder approval under Listing Rule 7.1. Receipt of shareholder approval does not, however, mean the Company will issue all or any of these shares, and the decision to issue shares remains with the Board. The issue of shares would also increase the Company's capacity to issue equity securities under ASX Listing Rule 7.1 (and, subject to the relevant shareholder approval being in place at the relevant time, ASX Listing Rule 7.1A).

If shareholders do not pass this Resolution, then:

- (i) if Resolution 1 is passed at this meeting, the Company will be able to issue the shares the subject of this Resolution but it would reduce the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 (and, subject to the relevant shareholder approval being in place at the relevant time, ASX Listing Rule 7.1A) for 12 months following the issue. The issue(s) would use then existing 15% capacity, and the Company would not be able to issue further shares to the extent the number of the further shares sought to be issued at the time exceeded the then available 15% capacity; or
- (ii) if Resolution 1 is not passed at this meeting, the Company would not be able to issue the full amount of the shares the subject of this Resolution, to the extent that those shares exceed the 15% capacity available at the time of such an issue.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the shares are anticipated to be issued to a mix of existing shareholders and new investors to be identified by the Company, each of whom will be unrelated to the Company and will not require disclosure under Chapter 6D of the Corporations Act;
- (b) the maximum number of shares that may be issued is 250,000,000. The shares will be fully paid ordinary shares;
- (c) the shares are proposed to be issued within three months of the date of the Meeting. Any shares issued more than three months after the date of the Meeting will be issued without shareholder approval and will use the Company's placement capacity. The Company may seek further shareholder approval to issue shares the subject of this Resolution in the event such shares are not issued within three months of the Meeting;

- (d) the issue price of shares will be not less than 80% of the VWAP of the Company's ordinary shares for the 5 days on which trades are recorded prior to the issue date; and
- (e) the funds raised from the issue will be used for general working capital purposes.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**AEDT**” means Australian Eastern Daylight Saving Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means engage:BDR Limited ACN 621 160 585;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which accompanies and forms part of the Notice;

“**Listing Rules**” means the listing rules of ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to or accompanying the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Shareholder**” means shareholder of the Company; and

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules and

“**Trading Days**” has a corresponding meaning;

“**VWAP**” means “volume weighted average market price” as defined in the Listing Rules.



EN1

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AEDT) on Tuesday, 2 March 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of engage:BDR Limited hereby appoint

the Chairman
of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of engage:BDR Limited will be held virtually via a webinar conferencing facility on Thursday, 4 March 2021 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of 430,888,917 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue up to 250,000,000 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

EN 1

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Computershare

