Notice of Annual General Meeting for
Blockchain Australia Ltd

ACN 169 053 534
(Company)

1. The FY19/20 Annual General Meeting for Blockchain Australia Ltd will be held on Monday, November 30 from 17:00 to 18:30 (Australian Eastern Daylight Time).

2. The meeting shall be convened by Video Conference Call.

   Video link: https://us02web.zoom.us/j/5862645733
   Dial In Number(s):
   +61731853730,,5862645733# Australia
   +61861193900,,5862645733# Australia

   Dial by your location
   +61 7 3185 3730 Australia
   +61 8 6119 3900 Australia
   +61 8 7150 1149 Australia
   +61 2 8015 6011 Australia
   +61 3 7018 2005 Australia

   Meeting ID: 586 264 5733

3. Agenda:

   1. Member Roll Call
      Steven Vallas

   2. Quorum and Commencement of Meeting
      Adam Poulton

   3. Chairman’s Report
      Adam Poulton
   Steven Vallas

5. FY19/20 Progress & Plans
   Steven Vallas

6. Acceptance of Financial Statements
   Member Vote

   **RESOLUTION 1: Acceptance of Financial Statements**
   To consider, and if thought fit, pass the following resolution as an ordinary resolution:
   “That the Financial Statements as approved by the Board, be accepted by the Members.”

7. Admission of new Distinguished Fellow of Blockchain Australia

   **RESOLUTION 2: Admission of Distinguished Fellow**
   To consider, and if thought fit, pass the following resolution as an ordinary resolution:
   “That pursuant to clause 4.6(a) of the Constitution, Nick Giurietto be admitted as a Distinguished Fellow of Blockchain Australia;

8. Election of Directors
   Member Vote

   **RESOLUTION 3 : Nomination and Election of Digital Currency Directors**
   To consider, and if thought fit, pass the following resolution as an ordinary resolution:
   “Noting that there is one vacancy for the position of Digital Currency Director, for the purpose of clause 8.3(a)(i) of the Constitution and for all other purposes, One (1) Director be elected from the list of eligible persons nominated by Digital Currency Members to serve a 2 year term”

   **RESOLUTION 4 : Nomination and Election of Blockchain Scale-Up Directors**
To consider, and if thought fit, pass the following resolution as an ordinary resolution:

“Noting that there is one vacancy for the position of Blockchain Scale-up Director, for the purpose of clause 8.3(a)(ii) of the Constitution and for all other purposes, One (1) Director be elected from the list of eligible persons nominated by Blockchain Scale-Up Members to serve a 2 year term”

RESOLUTION 5 : Nomination and Election of Corporate and Advisory Directors

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

“Noting that there is one vacancy for the position of Corporate and Advisory Director, for the purpose of clause 8.3(a)(iii) of the Constitution and for all other purposes, One (1) Director be elected from the list of eligible persons nominated by the Corporate and Advisory Members to serve a 2 year term.”

RESOLUTION 6 : Nomination and Election of Fellow Member Directors

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

“Noting that there is one vacancy for the position of Fellow Member Director, for the purpose of clause 8.3(a)(iv) of the Constitution and for all other purposes, One (1) Director be elected from the list of eligible persons nominated by Fellow Members to serve a 2 year term”

RESOLUTION 7 : Nomination and Election of Individual Member Directors

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

“Noting that there is one vacancy for the position of Individual Member Director, for
the purpose of clause 8.3(a)(v) of the Constitution and for all other purposes, one (1) Director be elected from the list of eligible persons nominated by the Individual Members to serve a 2 year term.”

RESOLUTION 8: Nomination and Election of Student Member Directors

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

“Noting that there is one vacancy for the position of Student Member Director, for the purpose of clause 8.3(a)(vi) of the Constitution and for all other purposes, One (1) Director be elected from the list of eligible persons nominated by Student Members to serve a 1 year term”

9. Amendment to the Constitution

RESOLUTION 9: Amendment of Constitution

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

“That the Constitution of the Company be amended by including a definition of ‘Industry Member’ in the Schedule 1 Dictionary of the Constitution after the definition of ‘Fellow’ as follows:

Industry Member means a Corporate Advisory Member, Digital Currency Member or a Scale Up Member. “

10. Any Other Business

Adam Poulton

11. Close of Meeting

Adam Poulton

See attachments:

1. Nomination Form for Election as a Director

2. Proxy Voting Form
EXPLANATORY NOTES & FURTHER INFORMATION

This Explanatory Statement has been prepared to provide members with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting the subject of the Notice.

The board of the Company (Board) recommends that the members read this Explanatory Statement in full before making any decision in relation to the resolutions.

1. Quorum

Clause 6.3(b) requires that a quorum of 50% of Voting Members or 10 Voting Members (whichever is the lower number) be present in person or by proxy in order for the General Meeting to transact any business.

If 50% of Voting Members is not a whole number, then the number required for a quorum is rounded up.

A Voting Member is defined in clause 6.7 and Schedule 2 as a representative of a Digital Currency Member, a Professional Member, a Blockchain Scale-Up Member or a Corporate and Advisory Member.

2. Requisite Majority

Resolutions 1-8 are ordinary resolutions that, in order to be passed, require an affirmative vote of a majority of at least 50% of those members entitled to vote on that resolution and voting in person or by proxy. If 50% of the eligible voters is not a whole number, then the required number of votes is rounded up.

Resolution 9 is a special resolution that, in order to be passed, requires an affirmative vote of a majority of at least 75% of those members entitled to vote on that resolution and voting in person or by proxy. If 75% of the eligible voters is not a whole number, then the required number of votes is rounded up.
4. FY 19/20 Financial Reports

Financial Year 2019/20 will be tabled at the Annual General Meeting. A copy of the reports will be circulated to all members no later than seven (7) days prior to the Annual General Meeting.

5. Blockchain Australia Directors - Composition of Board

There are five classes of Blockchain Australia members:

- **Digital Currency Members** – digital currency exchanges required to register with AUSTRAC plus businesses providing ancillary services to exchanges
- **Start-up & Scale-Up Members** – businesses established with the primary purpose of researching, developing, deploying or commercialising a blockchain platform or solution.
- **Corporate & Advisory Members** – other businesses interested in or utilising blockchain technology.
- **Fellows** – individuals appointed as Fellows of Blockchain Australia
- **Professional Members** – individuals interested in blockchain

Each class of members elects two Directors. The Professional members elect three Directors, one of whom must be a student. The Directors are elected for a two year term with the exception of the student Director who is elected for a one year term.

The full Board is thus comprised of 11 Directors as follows:

- 2 Directors elected by the Digital Currency Members
- 2 Directors elected by the Start-Up and Scale-Up Members
- 2 Directors elected by the Corporate & Advisory Members
- 2 Directors elected by the Fellows of the company
- 3 Directors elected by the Professional Members : 2 Individual, 1 Student

There are also 1 to 4 Directors appointed by the Board.

- The CEO
- Up to 3 additional Directors if required
6. Continuing Directors

At the 2019/20 AGM, Five (5) of the elected Board positions are not open for election. The incumbents are part way through their two year term. The incumbent Board positions are as follows:

- **Digital Currency Members** - Adrian Przelozny, elected in 2019 for a 2 year term will continue as a Director
- **Start-Up and Scale-Up Members** - Anya Nova, elected in 2019 for a 2 year term will continue as a Director
- **Corporate and Advisory Members** - John Bassilios, elected in 2019 for a 2 year term will continue as a Director
- **Professional Members** - Karen Cohen, elected in 2019 for a 2 year term will continue as a Director
- **Fellows** - Adam Poulton, elected in 2019 for a 2 year term will continue as a Director.

7. Vacancies for Directors

Six (6) elected Board positions are vacant due to retirement or end of Board term. The open Board positions are as follows:

- **Digital Currency Members** - One position, two (2) year term
  - Grant Colthup will complete his current term and will retire.

  - **Start-Up and Scale-Up Members** - One position, two (2) year term
    - Rob Allen will complete his current term and will **re-contest** his role

- **Corporate and Advisory Members** - One position, two (2) year term
  - Michael Go will complete his current term and will **re-contest** his role

- **Professional Members** - One position, two (2) year term
  - David Jackson will complete his current term and will retire
8. Nomination for Election as a Director

Nominations for election as a Director MUST be received by 5pm AEDT Tuesday, November 17th 2020 using the attached form. An email providing the same information as on the form is acceptable.

A nominee for a Director in a particular membership class MUST belong to the relevant membership class.

Nominations must be seconded by a Blockchain Australia member in the same relevant class. A nominee may be seconded by the member company which they represent.

For administrative simplicity, it is not necessary to obtain the signature of the seconder. The nominating email must have the seconder copied and a confirmation of secondment will be sought.

Some individuals may be eligible for election in multiple classes. Should someone wish to nominate in multiple classes, a separate nomination form is required for each nomination in each class.

A list of all eligible nominees along with links to biographical details will be circulated to all members on Wednesday November 18th 2020.

9. Election Procedure

The procedure for election will be determined depending upon the number of nominations for Directors in each class.
Should there be more nominations than vacancies in any one class, the members will be asked to RANK the nominees in order of preference. A preferential voting procedure will be applied with the elimination of less preferred candidates and reallocation of preferences to remaining candidates until only 1 or 2 candidates (as required) remain.

Should there be a tie at the end of the voting process, the successful candidate will be selected by coin toss.

10. Voting - Appointment of Board Directors

Online Voting

- The appointment of Board Directors will be facilitated through an online voting portal
- Information with respect to the voting process and access to the portal will be provided to members of Blockchain Australia no later than Wednesday November 18th 2020.

Key Dates

- The voting portal will open on Thursday November 19th 2020 at 9:00AM AEDT and close at 5:00PM AEDT on Wednesday November 25th 2020.

Voting Classes

- Members are only able to vote for a Director in their own membership class.
- Candidate information will be displayed within their associated membership class.

Alternative voting arrangements

- Members are advised to email svallas@blockchainaustralia.org if;
  - They cannot vote through the online portal; or
  - They experience technical difficulties; or
  - They seek to vote by an offline method; or
  - To appoint a proxy for voting in this election
10. Voting - Annual General Meeting

A member wishing to vote on the Annual General Meeting resolutions contained in this Notice should either attend the meeting in person, or appoint a proxy to attend and vote on the member’s behalf. A member entitled to attend and to vote is entitled to appoint one proxy.

A proxy form for voting at the Annual General Meeting is included with this Notice.

The proxy form must be received by Steve Vallas at the email address specified below not later than 5:00PM AEDT on 29th November 2020. Any proxy form received after that time will not be valid for the meeting.

Completed proxy forms should be sent to the Company, care of Steve Vallas, CEO as follows:

By email: svallas@blockchainaustralia.org

11. List of Attachments

Attachment 1 - Nomination for Election as Director Form
Attachment 2 - Proxy Appointment form
Nomination for Election as a Director of Blockchain Australia Ltd
ACN 169 053 534

Name: _________________________________________________________________

Membership Class:  
☐ Digital Currency Member
☐ Start-Up / Scale-Up Member
☐ Corporate & Advisory Member
☐ Professional Member - Individual
☐ Professional Member - Student
☐ Fellow

Seconder:  (Note - the seconder **must** be a current Blockchain Australia member in the same membership category as the nominee)

_______________________________________________________________

(name of business member, professional member or Fellow seconding the nomination)
Alternatively, an email nomination in the following form is acceptable:

NOMINATION FOR DIRECTOR OF BLOCKCHAIN AUSTRALIA

I, <insert name>, do hereby nominate for election as a Director of Blockchain Australia at the 2020 AGM.

I am eligible for election as a representative of the <Please select from: Digital Currency Members / Start-Up Scale-Up Members / Corporate & Advisory Members / Professional Members / Fellows> of Blockchain Australia and seek election as a Director representing that class of members.

My nomination is seconded by <insert name of member company, professional member or fellow as appropriate> and <insert name of member company, professional member or fellow as appropriate>. 

(Note - the seconder must be a current Blockchain Australia member in the same membership category as the nominee)

The email should be addressed to:

svallas@blockchainaustralia.org
Appointment of a Proxy - Annual General Meeting

Blockchain Australia Ltd
ACN 169 053 534

If you will not be attending the Annual General Meeting (AGM) and you wish to empower another person to vote at the AGM on your behalf, please complete the following proxy nomination form. Your proxy must have a completed nomination form available for inspection at the AGM in order to be able to vote on your behalf.

I, ...................................................... of

.................................................................................. (name) ......................................................................................................................... (address)

being a member of Blockchain Australia Ltd hereby appoint:

........................................................................................................................ (name) ......................................................................................................................... (address)

as my proxy to vote for me on my behalf, in accordance with the directions below, at the annual general meeting of members of the Company to be held at 17:00 on 30 November 2020, and at any adjournment of that meeting.