

NEXDIUS LIMITED
ACN 165 149 968
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Nexdius Limited will be held at The Bellevue Hotel, 159 Hargrave St, Paddington, NSW, at 11:00 am (EDST) on Monday, 21 December 2020 for the purposes of transacting the following items of business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolution set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the directors' report and the auditor's report.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – Courtney Day

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

"That, for the purpose of rule 7.3(f) of the Constitution and for all other purposes, Courtney Day, a Director who was appointed 3 July 2020 retires, and being eligible, is re-elected as a Director."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – Andrew Forbes

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

"That, for the purpose of rule 7.3(f) of the Constitution and for all other purposes, Andrew Forbes, a Director who was appointed on 10 September 2020 retires, and being eligible, is re-elected as a Director."

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 19 December 2020 at 11:00am (EDST).
5. A proxy form is attached. If required it should be completed, signed and returned in accordance with the instructions on that form.

By order of the Board


Winton Willesee
Joint Company Secretary
Dated: 24 November 2020

NEXDIUS LIMITED
ACN 165 149 968
EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report and the auditor's report. Shareholders may view the Company annual financial report on its website at <https://solar-d.com/investors/>.

Shareholders will be offered the following opportunities, (a) discuss the Annual Financial Report for the financial period ended 30 June 2020, (b) ask questions and make comment on the management of the Company; and (c), ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

2. INFORMATION RELATING TO RESOLUTIONS 1 AND 2 – RE-ELECTION OF COURTNEY DAY AND ANDREW FORBES

By rule 7.2(b) of the Constitution the Directors at any time may appoint a person as an additional Director. By rule 7.3(f) such an additional Director holds office until the next annual general meeting of the Company and is eligible for re-election at that annual general meeting.

Courtney Day was appointed as an additional Director on 3 July 2020 and seeks re-election in accordance with rule 7.3(f) of the Constitution. The Board recommends the re-election of Mrs Courtney Day as a Director.

Andrew Forbes was appointed as an additional Director on 10 September 2020 and seeks re-election in accordance with rule 7.3(f) of the Constitution. The Board recommends the re-election of Mr Andrew Forbes as a Director.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

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| Annual General Meeting or Meeting | the meeting convened by this Notice. |
| Board | the Board of Directors of the Company. |
| Chairman | the chairman of the Meeting. |
| Company or Nexdius | Nexdius Limited (ACN 165 149 968) |
| Constitution | the constitution of the Company. |
| Corporations Act | Corporations Act 2001 (Cth). |
| Directors | Directors of the Company from time to time. |
| Explanatory Statement | this Explanatory Statement. |
| Notice | notice of meeting that accompanies this Explanatory Statement. |
| Resolution | a resolution referred to in the Notice. |
| Shareholder | a registered holder of Shares in the Company. |
| EDST | Eastern Daylight Saving Time, as observed in New South Wales |