

NEXDIUS LIMITED
ACN 165 149 968

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held
On Friday, 29 November 2019 at 1:00 pm (EDST) at
The Imperial Hotel, 252 Oxford Street, Paddington, NSW

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

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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 Imperial Hotel, 252 Oxford Street, Paddington, NSW, at 1:00 pm (EDST) on Friday, 29 November 2019 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 2019 together with the directors' report and the auditor's report.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – Kristina Arnott

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(a) of the Constitution and for all other purposes, Kristina Arnott, a Director who retires by rotation, 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 27 November 2019 at 1:00pm (EDST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board



Winton Willesee
Joint Company Secretary
Dated: 4 November 2019

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 2019 together with the declaration of the directors, the directors' report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.solar-d.com.au.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2019;
- (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 RESOLUTION 1 – RE-ELECTION OF KRISTINA ARNOTT

Rule 7.3 of the Constitution requires that at each annual general meeting one-third of the directors (rounded down to the nearest whole number) must retire by rotation.

The Company was incorporated in August 2013 and converted to a public company limited by shares in April 2017.

Kristina Arnott, retires in accordance with the rotation requirements of the Constitution and seeks re-election by Resolution 1.

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.

The Board recommends the re-election of Mr Kristina Arnott as a Director.

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GLOSSARY

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

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

NEXDIUS LIMITED

ACN 165 149 968

PROXY FORM

**APPOINTMENT OF PROXY
NEXDIUS LIMITED**

I/We

being a Member of Nexdius Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at The Imperial Hotel, 252 Oxford Street, Paddington, NSW on Friday, 29 November 2019 at 1:00 pm (EDST) and at any adjournment thereof.

IMPORTANT NOTES

The chair of the Meeting intends to vote any undirected proxies in favour of all Resolutions.

If the Chairman or the Meeting is your proxy (or becomes your proxy by default) and you do not mark a voting box for any of the items of business then by signing and returning this Proxy Form you will be expressly authorising the Chairman to exercise your proxy in respect of the relevant items. If you appoint the Chairman of the Meeting as your proxy you can direct him/her to vote for or against or to abstain from voting on the items by marking the appropriate box below.

VOTING ON BUSINESS OF THE GENERAL MEETING

	For	Against	Abstain
Resolution 1 Re-election of Director – Kristina Arnott			

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to 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 _____ %

Please return this Proxy Form to the Company in accordance with the accompanying instructions.

Signed this _____ day of _____ 2018.

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Secretary

Signature

Sole Director and Sole Secretary

Contact Name

Contact Email Address and/or Daytime Telephone Number

NEXDIUS LIMITED

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Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a Company may execute a document without using its common seal if the document is signed by:
 - 2 Directors of the Company;
 - a Director and a Company Secretary of the Company; or
 - for a proprietary Company that has a sole Director who is also the sole Company Secretary – that Director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the Company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Lodgement of Proxy Form
 - hand to the Company at Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009;
 - post to PO Box 3144, Nedlands WA 6009; or
 - email to winton@azc.com.au;

so it is received at least 48 hours prior to the time of commencement of the Meeting.

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