

18 May 2021

Dear Shareholders

Tesserent Limited General Meeting of Shareholders

The Notice of General Meeting of Tesserent Limited (**Tesserent or the Company**) to be held on 22 June 2021 is now available at www.tesserent.com/site/generalmeetings

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID 19 pandemic, we will hold the meeting by way of live video conference. There will be no physical meeting.

The consequences of this are as follows:

1. If you wish to attend the virtual General Meeting, you must register at www.tesserent.com/site/generalmeetings at least 24 hours prior to the meeting. You will then be sent a link to the meeting webcast;
2. We will provide an opportunity to ask questions at the meeting however there may be connectivity and other issues during the video conference. Therefore, we recommend that any questions concerning the business of the meeting are submitted to investor@tesserent.com in advance of the meeting;
3. Please mute your microphone unless you wish to ask a question;
4. All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions below.
5. Due to the virtual nature of the Meeting, Computershare, the Company's share registry, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit web.lumiagm.com/360422825 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/onlinevotingguide

Shareholders are strongly encouraged to lodge a proxy form to vote at the General Meeting at least 48 hours before the meeting.

Yours sincerely



Oliver Carton

Company Secretary

TESSERENT LIMITED
ABN 13 605 672 928
NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the members of Tesseract Limited (**Tesseract** or **Company**) will be held by videoconference at 9:00am (Melbourne time) on 22 June 2021.

BUSINESS

1 RESOLUTION 1 – RATIFICATION OF PRIOR ISSUES OF SECURITIES

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify prior issues of Securities on the terms and conditions set out in the Explanatory Statement as a separate resolution for issues as follows:

- 1.1 *Ratification of Airloom acquisition securities;*
- 1.2 *Ratification of iQ3 acquisition securities;*
- 1.3 *Ratification of employee securities;*
- 1.4 *Ratification of contractor securities;*
- 1.5 *Ratification of North earn out securities;*
- 1.6 *Ratification of Lateral Securities acquisition securities;*
- 1.7 *Ratification of Secure Logic acquisition securities;*
- 1.8 *Ratification of Pure Asset Management loan facility warrants.*

Short Explanation

The Company issued Shares to investors before the Meeting, as detailed in the Explanatory Statement. ASX Listing Rule 7.4 provides that a company may in general meeting by shareholder approval ratify a previous issue of securities (provided that the previous issue did not breach ASX Listing Rule 7.1) and those securities will then be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. That approval is the purpose of Resolution 1.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Securities issues, or any associates of that persons.

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

- A person as 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- 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
- The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2 – APPROVAL OF ISSUE OF OPTIONS TO NON-EXECUTIVE DIRECTOR

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

That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of Options to the Megan Haas or her nominee, as referred to in the Explanatory Statement, is approved.

Short Explanation

The Company proposes to issue Options to Ms Megan Haas as Director remuneration. Ms Haas has received no remuneration as a Director of Tesseract since her appointment. Ms Haas has agreed not to be paid for director services for two years from the date of the issue of the Options. Ms Haas is a related party to the Company and therefore the issue of the Options requires Shareholder approval under ASX Listing Rule 10.11. An issue of securities under ASX Listing Rule 10.11 approved by Shareholders is an exception to ASX Listing Rule 7.1. The effect of Resolution 2 will be to allow the Company to issue the Options to the Non-Executive Directors without using the Company's 15% annual placement capacity.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by or on behalf Ms Haas, any other person who will receive a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of fully paid ordinary securities of Tesseract), or an associate of those persons.

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

- A person as 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is either:
 - (i) a member of the KMP; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this resolution.

Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with remuneration of a member of the KMP.

RESOLUTION 3 – APPROVAL OF ISSUE OF WARRANTS TO PURE ASSET MANAGEMENT PTY LTD

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

That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue to Pure Asset Management Pty Ltd of warrants to acquire Shares, as referred to in the Explanatory Statement, is approved.

Short Explanation

As an incentive for Pure Asset Management Pty Ltd to enter into a facility agreement with the Company to assist with funding of Acquisitions, the Company has agreed to issue warrants to the lender. This resolution is to seek approval for the issue of the warrants for the purposes of ASX Listing Rule 7.1. ASX Listing Rule 7.1 limits the number of equity securities that a listed entity may issue in any 12 month period to 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. An issue approved by Shareholders is not counted for these purposes.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 by Pure Asset Management Pty Ltd, or any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

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

- A person as 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

An Explanatory Statement in respect of the Resolutions set out above is enclosed with this Notice of Meeting. Expressions defined in the Explanatory Statement have the same meaning when used in this Notice of Meeting.

By Order of the Board

Oliver Carton
Company secretary

18 May 2021

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), persons holding shares at 7.00 pm (Melbourne time) on 20 June 2021 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

PROXIES

A Shareholder who is entitled to attend and vote at the General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact Computershare Investor Services Pty Limited.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 9:00am (Melbourne time) on Sunday 20 June 2021 r, by post or fax to the Company's share registrar, Computershare Investor Services Pty Limited, as listed below.

BY MAIL:	BY FAX:	ONLINE:
Tesseract Limited C/- Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria, 3001, Australia	Tesseract Limited C/- Computershare Investor Services Pty Limited Fax 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)	www.investorvote.com.au for Intermediary online subscribers only (custodians) - electronically at www.intermediaryonline.com

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote against or abstain from voting on the resolutions.

EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the Resolutions proposed to be considered at the General Meeting. This Explanatory Statement forms part of the Notice of Meeting which it accompanies and should be read in conjunction with it.

1 RESOLUTION 1 – RATIFICATION OF PRIOR ISSUES OF SECURITIES

1.1 General

The Company has issued a number of Shares to various parties without Shareholder approval during the last 12 months. Those parties, the number of Shares, and purposes for the issues, are set out in Schedule 1.

The Board is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months under ASX Listing Rule 7.1. The Shares the subject of this Resolution 1 were issued without Shareholder approval and were within the limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies a previous issue of securities (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Securities. By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with, ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) The number of securities issued is set out in Schedule 1;
- (b) the issue price of the Securities was as set out in Schedule 1;
- (c) the terms of the Securities were as set out in Schedule 1;
- (d) the names of the persons to whom the Company issued the Securities were as set out in Schedule 1;
- (e) the funds raised from the issue of the Securities were used for the purposes set out in Schedule 1.

1.3 Board recommendation

The Board recommends that you vote in favour of these resolutions. The Chair intends to vote all undirected proxies in favour of them.

2 RESOLUTION 2 – APPROVAL OF ISSUE OF OPTIONS TO NON-EXECUTIVE DIRECTORS

2.1 General

The Company proposes, subject to obtaining Shareholder approval, to issue the following Options to the Director Ms Megan Haas.

Table 1

Name	Number of options	terms
Megan Haas	3,000,000	5 year call options exercisable at a 15% premium to the 45 day VWAP at the date of this meeting

The objective of the issue of the Options is to provide non-cash remuneration for Ms Haas, who has received no remuneration since her appointment.

The Directors other than Ms Haas have considered that the number of Options to be issued to the Non-Executive Directors is appropriate and reasonable remuneration in light of her skills and experience, her leadership of Tesserent and the fact that she receives no other remuneration. The Options issue aligns her remuneration with the interests of all Shareholders. The incentive represented by these Options is cost effective and efficient, as opposed to alternative forms of incentive, such as the payment of cash compensation.

2.2 ASX Listing Rules 10.11 and 10.13

ASX Listing Rule 10.11 provides that, subject to certain exceptions (none of which are relevant here), shareholder approval must be obtained where an entity issues equity securities to a related party.

Megan Haas is a related party of the Company by virtue of being a Director of the Company.

Pursuant to and in accordance with the requirements of the ASX Listing Rules 10.13, the following information is provided in relation to the proposed issue of Options:

<i>The names of the persons</i>	Megan Haas
<i>Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why</i>	Category 10.14.1 as a Director
<i>The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula</i>	See Table 1
<i>A summary of the material terms of the Options</i>	These are set out below
<i>The date on which the securities will be issued</i>	The Options will be issued within 1 month of the date of this meeting
<i>The price or other consideration Tesserent will receive for the issue</i>	Options will be issued at nil consideration, and are exercisable at the price that is the 45 day VWAP for Shares before the date of this meeting

<i>The purpose of the issue, including the intended use of any funds raised</i>	The purpose of the issue is to provide remuneration for Ms Megan Haas in a way that aligns their interests with Shareholders. No funds will be raised from the issue
<i>If the person is a Director, the current remuneration of that person</i>	The current remuneration for Megan Haas is nil
<i>If the securities are issued under an agreement, a summary of the material terms of the agreement</i>	Not applicable

Other material terms of the Options are:

- 2.2.1. In the event that Megan Haas leaves the Company's employment for any reason, his retention of any vested or unvested Options will be at the discretion of the Board.
- 2.2.2. An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- 2.2.3. In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the ASX Listing Rules.

2.3 Section 208 of the Corporations Act

Section 208 of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- 2.3.1. obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 2.3.2. give the benefit within 24 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Options constitutes giving a financial benefit and Ms Haas is a related party of the Company. One of the exceptions to section 208 is the payment of reasonable remuneration. The Directors other than Ms Haas have considered that the number of Options to be issued to her is appropriate and reasonable remuneration for the reasons set out in paragraph 2.1.

2.4 ASX Listing Rules 7.1 and 7.2

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options the subject of Resolution 2 as approval is being obtained under ASX Listing Rule 10.11 (Exception 14 under ASX Listing Rule 7.2). Accordingly, the issue of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1

2.5 Board recommendation

The Directors other than Ms Haas recommend that Shareholders vote in favour of Resolutions 2.1, 2.2 and 2.3. The Chair intends to vote undirected proxies in favour of it. Ms Haas declines to make a recommendation as she has an interest in this resolution.

3 RESOLUTION 3 - APPROVAL OF ISSUE OF WARRANTS TO PURE ASSET MANAGEMENT PTY LTD

3.1 General

The Company seeks approval to issue warrants to Pure Asset Management in consideration for it entering into a facility agreement with the Company, pursuant to which it can access up to \$20,000,000, as announced by the Company on 16 March 2021 (Facility).

Details of the Facility are as follows:

Facility Structure	An interest-bearing loan facility with Partially Detached Warrant Coverage.
Facility Limit	A\$20,000,000 (excluding existing PURE facilities)
Facility Maturity Date	48 months from drawdown
Interest Rate	8.5% PA, accruing daily and paid quarterly in arrears.
Warrants	32,111,111
Warrant Exercise Price	\$0.45
Warrant Term	48 months from issue
Security	First ranking general security over all present and after-acquired property of the Borrower and each Guarantor
Use of Proceeds	Acquisitions; working capital; any other purpose approved by the Lender in writing.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity 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.

The effect of this Resolution 3 will be to allow the Company to issue the warrants to Pure Asset Management during the period of 3 months after this meeting (or a longer period if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Shareholders should note that the Company has already issued 12,333,334 Warrants using its capacity under Listing Rule 7.1. Shareholders will be asked to ratify that issue under Resolution 1.

3.2 ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of warrants:

- 3.2.1. The maximum number of securities to be issued is 32,111,111.
- 3.2.2. The warrants will be issued for nil consideration, other than Pure Asset Management Pty Ltd entering into the Facility with the Company. Warrants are exercisable at \$0.45 per warrant. The closing Share price on the trading day before the Facility was announced was \$0.275.
- 3.2.3. The warrants will be issued to Pure Asset Management Pty Ltd or its nominee. The warrants will be issued as the Facility is drawn down, but must be issued within 3 months of the date of this meeting.
- 3.2.4. No funds are directly raised from the issue of the warrants.

- 3.2.5. A voting exclusion statement is included in the Notice of Meeting.
- 3.2.6. General terms and conditions of the warrants other than as set out above are:
- (i) Each warrant entitles the holder, on exercise, to one Share.
 - (ii) Warrants may be exercised at any time after the Company utilises the Facility.
 - (iii) All Shares issued on the exercise of the warrants will rank equally in all respects with the Company's existing issued Shares.
 - (iv) The Company will not apply to ASX for official quotation of the warrants.
 - (v) The Company will apply for quotation by ASX of all Shares issued upon the exercise of the warrants.
 - (vi) In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the warrant holder will be varied in accordance with the ASX Listing Rules.

3.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of it.

GLOSSARY

'AEST' means Australian Eastern Standard Time.

'ASX' means ASX Limited.

'ASX Listing Rules' means the listing rules of ASX.

'Board' means the board of directors of the Company.

'Company', 'Tesseract' or 'TNT' means Tesseract Limited (ACN 605 672 928).

'Corporations Act' means Corporations Act 2001 (Cth).

'Director' means a current director of the Company.

'Explanatory Statement' means the explanatory statement to this notice of general meeting.

'Meeting' means the General Meeting of the Shareholders of the Company to be held on 9:00am (Melbourne time) on 22 June 2021, to which this Notice of Meeting and Explanatory Statement relate.

'Notice of Meeting' means this notice of meeting of the Company.

'Options' means an option to acquire a Share.

'Pure Asset Management' means Pure Asset Management Pty Ltd (ACN 616 178 771).

'Resolution' means a resolution referred to in the Notice.

'Share' means a fully paid ordinary share in the capital of the Company.

'Shareholder' means a holder of Shares.

"Warrants" means the Warrants to be issued to Pure as set out in section 3.1.

Words importing the singular include the plural and vice versa.

Schedule 1

Prior issues of securities

Date of issue announcement	No of securities	Date of issue	Class	Issue Price (\$)	Close market price (\$)	Discount (%)	Consideration cash (\$)	Consideration non cash – current value (\$)	Purpose of issue	Persons issued to or basis on which those persons were determined
26.08.20 (1)	248,888	23.10.20	Shares	0.1938	0.245	20.1	Nil	0.1938 per share	Part consideration for Airloom	Airloom vendors
27.10.20	11,001,600	27.10.20	Shares	0.05	0.375	86.7 (2)	Nil	0.23 per share	Issued to contractor under terms of agreement	Empressio Pty Ltd
24.09.20 (3)	34,593,950	11.11.20	Shares	0.2496	0.225	N/A	Nil	0.2496 per share	Part consideration for iQ3	iQ3 vendors
30.11.20	2,932,000	30.11.20	Shares	0	0.355	N/A	Nil	N/A	Employee under terms of employment contract	Employee
04.12.20	4,309,298	04.12.20	Shares	0.1746	0.35	50.1	Nil	0.23 per share	Issued to contractor in lieu of payment	KSR
23.03.20 and 09.12.20 (4)	20,071,652	10.12.20	Shares	0.0687	0.025	N/A	Nil	0.0687 per share	Earn out payable under North Acquisition Agreement	North vendors
17.12.20 (5)	5,871,990	18.03.21	Shares	0.3406	0.325	N/A	Nil	0.3406 per share	Part consideration for Lateral Securities	Later Securities vendors
16.03.21 (7)	42,145,974	28 April 2021	Shares	0.2521	0.225	N/A	Nil	0.2521 per share	Part consideration for Secure Logic	Secure Logic Vendors
16.03.21 (6)	12,333,334	8 May 2021	\$0.45 Warrants	Nil	0.275	N/A	As condition of loan facility		Warrants under loan facility	Pure Asset Management or nominees

(1) see announcement dated 26.08.20 “Tesserent Acquires Airloom” for full details of acquisition;

(2) prices shown are as at the date of announcement, not date agreement entered into;

(3) see announcement dated 24.09.20 “Tesserent Acquires iQ3” for full details of acquisition;


(4) see announcement dated 23.03.20 "Tesseract completes acquisition of Canberra based cyber-security firm North" and 09.12.20 "TNT'S strategy to target Federal Government results in significant earnings growth" for full details of earn-out payment;


(5) see announcement dated 17 December 2020 "Tesseract enters New Zealand market" for full details of acquisition;

(6) see announcement dated 16.03.21 "Tesseract to raise an additional \$20m to fund immediate acquisition opportunities" and section 3 for further details.

(7) see announcement dated 16.03.21 "Tesseract strengthens leading Government offering with acquisition of Secure Logic" for full details of the acquisition.

Need assistance?

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

 **Online:**
www.investorcentre.com/contact

TNT

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Melbourne time) on Sunday, 20 June 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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Tesseract 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 Tesseract Limited to be held as a virtual meeting on Tuesday, 22 June 2021 at 9:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

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
Item 1.1 Ratification of Airloom acquisition securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.2 Ratification of iQ3 acquisition securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.3 Ratification of employee securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.4 Ratification of contractor securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.5 Ratification of North earn out securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.6 Ratification of Lateral Securities acquisition securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.7 Ratification of Secure Logic acquisition securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.8 Ratification of Pure Asset Management loan facility warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Approval of issue of Options to Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of issue of Warrants to Pure Asset Management Pty Ltd	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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

