

**MINUTES OF FIRST ANNUAL GENERAL MEETING  
OF MEMBERS OF GLIMMER WORLD HOLDINGS LIMITED**

A.C.N. 668 386 687

Held At The Offices of Nicholson Ryan, Lawyers, Level 7, 420 Collins Street, Melbourne Vic, 3000  
And By Teams Meeting Facility

On 13 November 2023 At 11.00 am

**Present**

Daniel W Daugaard, Non- Executive Chairman -shareholder  
Nancy N Lutchman, Founder, Managing Director, Chief Executive Officer- shareholder  
Yolandi Jardim, Non-executive Director, Chief Technology Officer -shareholder  
John W Cornelius, Company Secretary  
Greg W Saligari, Chief Financial Officer  
Prudence Ingram Advisory Board Member –shareholder  
Michelle Daugaard -Team Member -shareholder  
Adam Whitelaw Head of Technology

**Present via Teams**

Amit Kishore- Advisory Board Member – shareholder  
Kogie (Kaylee) Bipraj – Team Member –shareholder

Sam Claringbold MVA Bennett (Auditor)

**Apologies**

Gemma Hignett – team Member New Zealand

**Chairman**

Chairman warmly welcomed all members to the Company's first Annual General Meeting and acknowledged the traditional owners of the lands on which we're meeting, the Wurundjeri people. He paid his respects to their elders, past, present and emerging, and to any Aboriginal or Torres Strait Islander people joining us today.

The Chairman also acknowledged attendance of Advisory Board members Amit Kishore online from Bengaluru India and Prue Ingram in attendance.

Nancy Lutchman added welcome to Michelle Daugaard and Kaylee Bipraj and added her appreciation of the hard work and commitment by all Team members.

Noting a quorum was present the Chairman declared the meeting open and outlined to members the procedures that will be followed in the conduct of this hybrid meeting.

He introduced directors, team members present and the auditor before proceeding with the formal business of the meeting.

**Proxies**

The Chairman advised the meeting that valid proxies had been received amounting to 15,510,000 shares, voting for each of the matters of business to be put to the meeting.

## **Financial Report**

The Chairman moved that the Financial Statements of the Company for the period ended 30 June 2023 together with the Directors' Report, the Directors' Declaration, and the Auditor's Report be received.

There being no questions the Chairman put the motion that the Financial Statements for the period from registration 31 May 2023 to 30 June 2023 be adopted and declared the motion passed on a show of hands

### **Resolution 1: Adoption of the Remuneration Report**

The Chairman introduced the resolution noting it was a non-binding decision and put the motion that it be **Resolved** that, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the period to 30 June 2023

There being no questions the Chairman put the motion that the Remuneration Report as contained in the Company's annual financial report for the period to 30 June be adopted and declared the motion carried on a show of hands

### **Resolution 2: Election of Director – Daniel Walter Daugaard**

Noting that he had an interest in the motion, the Chair stood down in favour of MD CEO Nancy Lutchman.

In moving the motion Nancy spoke of the source of inspiration and tireless efforts that Dan has applied to close the gap between academic and commercial governance aligning to and supporting Glimmer while providing solid impact to Glimmers vision. Nancy advised that she took great pleasure in moving that the meeting consider and if thought fit to pass, with or without amendment, the resolution as an **ordinary resolution**:

That Professor Daniel Walter Daugaard, having been appointed a director pursuant to Section 248A of the Corporations Act 2001 and has served as a director since 6 June 2023, retires and is hereby elected as a director of the Company.

Nancy declared the motion carried on a show of hands and congratulated Professor Daugaard on his election and handed the Chair back to him.

Professor Daugaard thanked all members for their support.

### **Resolution 3: Election of Director – Narisha Nancy Lutchman**

In moving that the meeting consider and if thought fit to pass, with or without amendment, the resolution as an **ordinary resolution** the Chairman spoke of the character, commitment and leadership that Nancy Lutchman has show to bring Glimmer World to the position poised to press forward with an exciting future.

He moved, that Narisha Nancy Lutchman, a person having been specified in the application for registration of the Company and who consented to be among the first directors of the Company, has served as a director since registration on 31 May 2023 and has her appointment as a director of the Company confirmed in accordance with s201H(3) of the Corporations Act.

The Chairman declared the motion carried on a show of hands and congratulated Nancy on her election.

Nancy thanked all members for their support.

### **Resolution 3: Election of Director – Yolandi Jardim**

The Chairman moved that Yolandi Jardim, having been appointed a director pursuant to Section 248A of the Corporations Act 2001 and has served as a director since 6 June 2023, retires and is hereby elected as a director of the Company.

The Chairman declared the motion carried on a show of hands and congratulated Yolandi on her election.

Yolandi thanked all members for their support.

### **Resolution 5: Appointment of Auditor**

The Chairman moved that that, for the purpose of Section 327B of the Corporations Act and for all other purposes, MVA Bennett, having been nominated by a Shareholder, Narisha Lutchman, and consenting in writing to act in the capacity of auditor, be appointed as an auditor of the Company.”

The Chairman declared the motion carried on a show of hands and in thanking Sam Claringbold for his attendance expressed his anticipation working with Sam as Glimmer grows.

Sam thanked the Chairman and members for MVA Bennet’s appointment

### **Other Business**

As no other business had been brought forward the Chairman provided an address overviewing the Glimmers World vision and its place in that global sustainability and wellness

The Chairman’s address was followed by a Report delivered by the MD CEO outlining Gimmer Worlds journey to date and its future.

The Chairman then invited comments from Technology Director Yolandi and comments in relation to international multimedia marketing from Amit.

As no question from member was forthcoming the Chairman noted that his address and that of the CEO, along with results of the meeting would be posted on the Company’s web site and closed the meeting with a thank you to all participants.

### **Close**

The Chair declared the meeting closed at 11.45

Signed as a true record of proceedings.

**Chairman**

A handwritten signature in black ink, consisting of several loops and a final downward stroke, positioned below the title 'Chairman'.

**Date 27/11/2023**