

BLACKWELL GLOBAL HOLDINGS LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of Shareholders of Blackwell Global Holdings Limited (the "Company") will be held at Building 902, Room B902.323, Newmarket Campus, University of Auckland, on Tuesday, 19 September 2023 commencing at 11.00 am.

BUSINESS OF THE MEETING

1. Re-election of Sean Joyce as Director – Ordinary Resolution

Sean Joyce retires in accordance with the provisions of the Constitution of the Company and offers himself for re-election as a director. Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"That Sean Joyce be re-elected as a director of the Company."

2. Re-election of Craig Alexander as Director – Ordinary Resolution

Craig Alexander retires in accordance with the provisions of the Constitution of the Company and offers himself for re-election as a director. Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"That Craig Alexander be re-elected as a director of the Company."

3. Remuneration of Auditors – Ordinary resolution

To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.

NOTES

1. PROXIES

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, Link Market Services Limited by either mailing to Link Market Services Limited as per the instructions comprised in the Proxy Form, so as to be received by no later than 48 hours before the meeting is due to begin (ie before 11.00 am Sunday, 17 September 2023).

If you wish to appoint a director as your proxy, the Chair of the Board Mr Sean Joyce is willing to act on your behalf. However, given Mr Joyce is interested in resolution 1, he is unable to vote any undirected proxies in respect of resolution 1.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit, subject to the aforementioned restriction imposed upon Mr Joyce in respect of resolution 1.

2. VOTING RESTRICTIONS

There are no voting restrictions.

By Order of the Board of Directors

Sean Joyce
CHAIRMAN

EXPLANATORY NOTES

NZX Listing Rules (“Listing Rules”) and Companies Act 1993 (“Act”)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

Nature of Resolutions

The resolutions which are to be considered at the Meeting are both ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

RESOLUTION 1 - RE-ELECTION OF SEAN JOYCE AS DIRECTOR – ORDINARY RESOLUTION

Sean Joyce is required to retire in accordance with the Company’s constitution. Being eligible, Sean offers himself for re-election at the Annual Meeting. A brief biography for Sean is provided below:

Sean has over 30 years’ experience in the corporate sector as a corporate lawyer and a market participant. He is a principal of his own corporate law firm and is a principal of Auckland based capital markets advisory firm CM Partners Limited.

Sean has a particular focus on the capital markets and securities laws – regulatory compliance, compliance listings, reverse listings, fund raising and offerings of various types of securities in New Zealand. Sean has been involved in a large number of IPO’s, reverse listings and takeovers of listed companies in New Zealand and Australia.

Sean is a non-executive director of NZX listed company Ascension Capital Limited and is a non-executive director of several significant privately held companies. Sean is a Chartered Member of the Institute of Directors (CMinSD).

Sean holds a Bachelor of Arts and a Bachelor of Laws (Honours) from Auckland University.

The Board considers that Sean is an “independent director” of the Company (as that term is defined in the Listing Rules).

RESOLUTION 2 - RE-ELECTION OF CRAIG ALEXANDER AS DIRECTOR – ORDINARY RESOLUTION

Craig Alexander is required to retire in accordance with the Company’s constitution. Being eligible, Craig offers himself for re-election at the Annual Meeting. A brief biography for Craig is provided below:

Craig holds a Bachelor of Laws from Auckland University and practiced law for over 30 years until he retired from legal practice in 2018. Craig has various business interests in residential property, property development, horticulture, manufacturing and holiday accommodation.

The Board considers that Craig is an independent director (as that term is defined in the Listing Rules).

RESOLUTION 3 – REMUNERATION OF AUDITORS – ORDINARY RESOLUTION

William Buck Audit (NZ) Limited is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.