

SAFE CONVERSION NOTICE

Company	Wine Gallery Pty Ltd ACN 601 172 936 T/A Good Pair Days
Investor (or “you”)	Andrew Simon & Shant Simon ATF Andrew Simon Self-Managed Super Fund of 14 Rosebery Street Mosman NSW 2088
Qualifying Round	The Company is proposing to conduct an equity capital raise of around \$5,000,000 expected to be completed in or around November 2020. The pre-money valuation of the Company for the purposes of the capital raise (on a fully diluted basis) is AUS\$35,000,000.
Purchase Amount 1 (\$15m Valuation Cap)	\$7,103
Purchase Amount 2 (\$25m Valuation Cap)	\$30,000
SAFE Price 1 (\$15m Valuation Cap)	\$641.35 (15,000,000/23,388)
SAFE Price 2 (\$25m Valuation Cap)	\$1,068.92 (25,000,000/23,388)
QR Shares	39 ordinary shares in the Company

1. The Company hereby notifies you that the Company is proposing to issue up to 3,694 ordinary shares in the Company at AUS\$1,353.65 per share. This will be a “Qualifying Round” for the purposes of clause 3 of each Simple Agreement for Future Equity entered into between the Company and you on 26 September 2019 and 17 May 2020 (**SAFE Agreement**).
2. Accordingly, subject to:
 - a. the fulfilment of your obligations under clause 3(c) of the SAFE Agreement; and
 - b. completion of the Qualifying Round,
 the Company will issue you with the QR Shares and provide you with a share certificate for the QR Shares.
3. The Company has provided you with copies of the Company’s constitution and the Company’s shareholders agreement dated 11 July 2018 (the **Shareholders Agreement**).
4. You agree to:
 - a. hold the QR Shares subject to the Company’s constitution and Shareholders Agreement, each as amended from time to time; and
 - b. be named on the Company’s members’ register in respect of the QR Shares.

Signed on behalf of **Wine Gallery Pty Ltd ACN 601 172 936**:



Thomas Walenkamp, Director

16/11/20

Date