

Martin: Are you all right?

Asaf: I am all right, thank you. yourself.

Martin: All right, thanks.

Martin: As far as the meeting is concerned, well, obviously the meeting is now open. You wanted a verbal meeting. Is that right?

Asaf: Yes. So we got to, I think we got to choose the chairman of the meeting. I propose that I share the meeting.

Asaf: Um, I think, if I'm not mistaken, I'm the secretary of the company and I called the meeting, so if you don't mind. All right, so you can share it. fine. Yep, it's okay.

Martin: Okay, all right. So now, as far as the resolutions are concerned, I'm the sole trustee of the Marlau trust. They own 82% of the issued shares in Raw mobility, PTY Limited.

Martin: While you own the remaining 18%. I am, yeah. As I told you, I don't believe there's any matter in any of the proposed resolutions, and I vote against all of them as I previously advised you in writing.

Asaf: If you don't mind Martin, let me try to do this as right as possible, because it's been, what, 15 years or something? This is the 1st official shareholders meeting.

Asaf: So, as you said, you are representing the Marlau Trust with 82%, 82 shares, and I represent the SEA discretionary trust holding 18 shares.

Asaf: And I'll be chairing this meeting as the director who called it, if it's okay with you. before you rush onto this. And we have the shareholders, we're representing 100% of the shares. So we have a quorum.

Asaf: You have a proxy or you're voting directly, I'm assuming, correct?

Martin: Oh, voting directly at the meeting, I'm present, and you're present.

Asaf: Okay.

Asaf: Now, before we move on to these resolutions, I want to take the opportunity to just quickly discuss these matters that we're that I suggested we vote on. There are serious allegations, and I want to make sure that we're all clear about what we want to do and why.

Martin: Well, yeah, we can just kind of mind, you know, I don't really know the ins and outs of your dealings with Mobivate. Uh, really, as I said, most of this is between you and Mobivate, but

it's got nothing to do with the uh, Raw Mobility Pty Ltd as such. The internal affairs of this company. But, I mean, you can say whatever you like.

Martin: I mean, you know, if you've got claims against raw mobility, that's between you and raw mobility. It's got nothing to do with, I mean, again, again, Mobivate, it's got nothing to do with raw mobility.

Martin: Well, the internal, it doesn't concern the internal affairs between 2 shareholders in Raw Mobility.

Asaf: I believe I believe that it does, and this is why I wanted to have this discussion, and, you know, I'm aware that you have far more legal experience than I do, right? You're a lawyer in your past or present?

Martin: Well, I've been in for 60 years.

Asaf: Okay, fair enough.

Asaf: and I'm also aware that this involves your son, which makes it a little bit more difficult.

Martin: Yeah, that's right. So all I can do to represent Marlau, which is the owner of the 82% of the issued shares of Raw mobility, and vote according to Marlau's decision.

Asaf: Okay, so I just want you to know, okay, 1st of all, I'm asking you to vote for this resolution. Not because I want to punish Brad, but because the evidence, which I shared with you, is pretty clear that the breaches are serious, and the Raw Mobility needs to take some sort of action.

Martin: Well, I don't know if it's Raw Mobility that's going to take the action. It's you that you say you've been...

Martin: Uh, Raw Mobility... Yeah, Raw Mobility, has got claims against, uh, Raw Mobility has got no claims against the trust. If Raw Mobility has got claims against Mobivate, yeah, that's between you and Mobivate. You know, it's got nothing to do with the trust.

Asaf: So, look, raw mobility was the backend infrastructure for Mobivate's customer base for a long time. Okay?

Asaf: Brad and I were co-directors in Raw Mobility with equal management rights, regardless of whatever the shareholding structure is. And the business was generating \$3 to \$4 million annually in revenue in the last couple of years.

Asaf: So over the years, Brad is treated Raw Mobility and myself as an integral part of Mobivate. He presented me to customers as [Mobivate] CTO, [Mobivate] head of technology, issuing me Mobivate business cards...

Martin: Yeah, you had a good working relationship.

Asaf Require me to represent as Mobivate in trade shows and even in an attempt to sell Mobivate at one point.

Asaf: And the evidence that I shared with you is quite extensive that over... Brad, who is a director in Raw Mobility, over the course of 2025, Um, built a complete replica of Raw Mobility's platform in Mobivate, scraped and migrated customer data, opt out lists, routing configurations, integration points. Um, he moved, he's a director of Rome mobility, but he moved the entire revenue stream away from Raw Mobility. He did this without...

Martin: Well, I don't know if he is a director of Mobivate, is he?

Asaf: I believe he is, yes. Yes. Also, [Brad is] the sole owner of Mobivate.

Martin: No, I don't think so, but I mean, you know, I stand corrected, but I don't believe that's the position. All right, in any event, that's one of, yeah, that's one of the issues, you know what I mean? I think you've gone wrong. I don't know if you've analysed the mobility, the... What's it called, Mobivate structure or anything? I don't know whether you've done any investigation. Look, who owns Mobivate? Who's the shareholder? Who's the director? I don't know. Do you know?

Asaf: As far as I'm aware, Brad is. That, that is, that is my, as far as I'm aware, Brad, has never revealed anything else to me. So, but I'm talking to you as a, as a co shareholder in Raw Mobility.

Martin: Yeah, well, that's the point - I don't know. I can't talk for Mobivate. That's all I can say. I can't say whether you're right or wrong. I don't know who the shareholders are. I don't know the directors of Mobivate, I don't know anything about Mobivate.

Asaf: But what I'm saying is that Brad did all this stuff and basically, without any consultation with me as a co-director in Raw Mobility, he's been refusing to sign the financial reports.

Martin: No, well, look, let me put this way. He, I believe, he's refusing to sign because he needs certain information from you, which you don't give him.

Martin: He written you about 12 letters.

Asaf: I don't, I don't believe so, okay? All this, all the information.

Martin: He keeps talking about this employee, about this employee, and you don't respond.

Asaf: This issue with the employee is, I think, a sideshow. It has nothing to do with with what's happening now.

Martin: Well, it's I think as far as Mobivate is concerned, it's relevant. I mean, he must see all the books and records and documents of Raw Mobility and get answers before we get decide whether or not to confirm the balance sheet and financial statement.

Martin: I mean, obviously, I won't sign the financial statement until I'm happy with everything.

Asaf: I'll tell you this, okay - Brad as a director, has, 1st of all, full access to our accountants. He has been invited by myself at the beginning of 2025 to, he received an invite to the accounting software that we use, which, as far as I'm aware, he hasn't accepted yet.

Martin: Yeah, but you haven't answered this question. He keeps on asking the same question, 15 times, 12 times. Why don't you answer it?

Asaf: Because we agreed on a specific amount that's being paid to this employee. And that's what was being what was paid for it.

Martin: Why don't you give it to him?

Asaf: Uh, Martin, with all due respect, whatever the internal workings of me, of my company, and how I employ my employees and their payroll is completely irrelevant. And the other thing that you need to keep in mind here is that while Brad was doing this, okay, he was - based on the evidence that I provided here - busy instructing his employees to replicate everything in Raw Mobility.

Martin: No, I don't think he agreed to that, but you must ask him.

Asaf: I don't think that it's a matter of question. You can look at the memorandum and the evidence, there's there's tasks and everything.

Martin: I didn't understand the workings of Mobivate, the whole structure. All I can say to you is this, that I don't think that that's correct. But I don't, I don't know.

Asaf: You should, you can ask your son and I'll tell you that as someone who is, who represents Raw Mobility, okay, for me, while watching a co-director ripping the company apart, and then asking me for the details of...

Martin: But Mobivate makes its own decisions, who it's going to instruct. They don't have to get Raw Mobility's permission to change, uh, uh, doing whatever Raw Mobility does.

Martin: If they want somebody else provided service, they can get someone else. That's our understanding.

Asaf: Of course, But the Brad has chosen to create with me and use Raw Mobility as the infrastructure provider rather than, uh...

Martin: Yeah, but is he bound to carry on with the rest of his life with the Raw Mobility? can't Mobivate change?

Asaf: Look, this created this choice, okay? and his share or your shares in Raw Mobility and his directorship...

Martin: Yeah, yeah, but the point is this, for good reason can't Mobivate, or even if they got good reasons, or even without good reasons, can't they change and choose any any supplier they want?

Asaf: Martin, your son is a director of Raw Mobility, okay? And he is bound to also a shareholder's agreement.

Martin: Yeah, but if Mobivate wants to change the business supplier, Raw Mobility's service - Can't they do it, or are they bound to accept the service forever?

Asaf: I think if we were discussing some other unrelated company, this might be an interesting point to discuss, but I think that Brad is a director of Raw Mobility.

Asaf: And, ..

Martin: Does Mobivate have to carry on with the Raw Mobility forever? If they've got good reason to stop using Raw Mobility.

Asaf: I don't think Brad could have unilaterally replicated the IP and migrate away without negotiating some sort of exit.

Martin: But assuming Mobivate was no longer happy, for whatever reason, with Raw Mobility - Can't they use anyone else?

Asaf: I think that Brad...

Martin: Or must they keep using Raw Mobility whether they'e happy with Raw Mobility or not.

Asaf: I think that Brad is a director of Raw Mobility, has a duty of care and a duty to at least discuss these strategic decisions.

Martin: But does that duty, that Mobivate, must for ever and a day, use Raw Mobility for this service, or can they, of their own ..., and for good or for good reason, change? That's the question.

Martin: And I suppose, I suppose, legally, they can change if they want to. I mean, especially if they got a good reason.

Asaf: First of all, I don't think that that's the discussion here, because Brad is the director of Raw Mobility.

Martin: That's the way I see it, All right?

Asaf: I understand. I understand. And I don't I don't know, not familiar with your trust structure, but he's potentially also beneficiary of a trust, okay? I don't know. But the reality is that by December, the volume of messages has dropped by 99%, basically, and revenue is dropped completely and the company is effectively worthless.

Asaf: This is this is the actions of...

Martin: That's what's happened.

Asaf: Yes. Now, look, you know as well as I do what the problem is here, okay? I think so, anyway.

Martin: I don't know the problem. I really, you know, uh... I don't know why Mobivate decided to get a new supplier. I think you're a supplier, some service or something. I don't know why, uh, Mobivate chose to get new suppliers. I don't know. But, I mean, they must have a good reason, or they must have a reason.

Asaf: I don't know.

Martin: That's something you can take up with Brad.

Asaf: I don't know. I can't take it up with Brad - he won't even discuss it with me. And he's a director in the business.

Martin: Well, you know, I really can't answer that. Why? But I do think that you could - it cannot be argued that Mobivate forever and a day must use Raw Mobility, even if they are unhappy with Raw Mobility or for any other reason. Well, I believe that if they, whether they're happy with Raw Mobility or not, they can use anyone they like. That's what it seems to me, but, you know, I'm not...

Martin: It seems to me that that's a position.

Asaf: I think, in my view, that Brad's treated Raw Mobility, as if it was his wholly owned subsidiary.

Asaf: I think that he, as a director of Raw Mobility he also made strategic decisions and ignored me as a co-director and refused to engage on these basic things.

Martin: But just tell me, what happens if he had good reason?

Asaf: I don't know.

Martin: If Mobivate had good reason to change.

Asaf: I don't know. Martin, I can't answer this question.

Asaf: My co-director in the business...

Martin: I believe it is Bradley and the thing is, but I, you know, just my feeling that Mobivate can make the decision to use anybody to provide the service. Not only Raw Mobility, they can use anyone they like. At any time, for any reason. That's what I think.

Martin: But, I mean, that's something you have to sort out with Brad.

Asaf: I understand. In my view, I think that Brad, what he's done, which is acting as though he controls Raw Mobility, this is throughout the years, okay?

Asaf: And he made unilateral decisions that in his role also as a director of Raw Mobility, has basically destroyed the company's value.

Martin: Yeah, of course, if they, if they, if Mobivate decide to give this work to someone else, then then Raw Mobility will become worthless.

Martin: But then aren't they allowed to make that decision? That's my point. all I can say. You know, I can't really work.

Martin: And that's between you and Mobivate. But I believe that Mobivate can change to ever they like at any time.

Asaf: Do you think that that Brad as a director can and should as a director of Raw Mobility can and should instruct his own company to replicate the product of Raw Mobility and divert all of the revenue over to his own pocket? That seems like a reasonable...?

Martin: I think, I don't know who's doing your function on behalf of Raw Mobility now. But I don't see any reason why Mobivate can't make a decision that they, for any reason, they want somebody else to do it or they want to do it internally.

Martin: Who's stopping them? Why are they obligated to use your services forever?

Asaf: Martin, the conversation here is about Brad, your son is a director of Raw Mobility. Okay? The, serious issue is that he has direct and internal knowledge about Raw Mobility and how it operates.

Martin: Yeah, but if another company wants to change supplier...

Asaf: But this is not, this is not some, uh, we're not talking about some random company. We're talking about a director of a company. Who goes and replicates...

Martin: Say some other company - I don't know his structure there, but... For what reason can't Mobivate change to someone else. You see, there can't be... There's no contract that says that, for every and a day they've got to use you for the service, Raw Mobility. They can change to any supplier they like. That's what I say, was that, you know, no point labouring the point. Without going here, I, you know, I don't know the structure of Mobivate or anything like that.

Asaf: Okay, that's a, that's a, this is a conversation...

Martin: I believe that you can't compel them, but that's something you consider.

Asaf: I have no interest to compel or anything like that. I'm just I'm just here to have a conversation about Raw Mobility.

Martin: I really believe between you and I - that you and Brad - should have a nice conversation, sort out all your differences and find out some plan to go forward. But, I mean, that's between you and him, it's got nothing to do with me. I'm not getting involved in it. I have nothing to do with Mobivate...

Asaf: I have tried, okay? Your son has decided. I don't know. I'm not sure what's happening, but he seems quite emotional about this conflict. He has decided at the beginning of 2025 to stop talking to me.

Asaf: I, uh, I'm, I'm a just a young man and I'm trying to provide for my family.

Martin: Yeah, this is what I think you and him, like, come to some nice, clean solution, be happy with each other or something. But if you can't, you can't.

Martin: I mean, that's between you and Brad. Well, you know, you'll take it up with Brad.

Asaf: What I'm taking up with you, okay, is a conversation about a director in the business. whose breaches of cooperations act, in my opinion, are quite well documented.

Asaf: He used this position to benefit Mobivate rather than raw mobility, He failed to act with care and diligence. He used confidential information from from mobility.

Martin: As I've said, I don't believe legally or factually, there's much merit in that. I don't believe it but... Whatever it is, it is.

Asaf: I also think that in his conduct, and again, I'm not a legal expert, you have much more legal expertise than I do. I think there's conduct towards me as codirector and my knowledge to shareholders also feels a little bit like an oppression of minority.

Martin: Yeah, but you know, he may have good reason. I don't know.

Asaf: I don't know what reasons there. I don't know.

Asaf: Martin, this is a company that both you and I hold chairs in, okay? The company, until last year, until this year, this year was supposed to make \$4,000,000 in revenue.

Asaf: We both have an interest in this company making money.

Martin: Yeah, yeah, eventually if he moves it elsewhere, uh, I also, I'm a loser because, uh, because Marlau Trust is not gonna get any dividends. Correct?

Asaf: But the evidence isn't that he moved it elsewhere. It's that he moved it to his own company.

Martin: Yeah, yeah, but there may be a justification. I don't know. But there's nothing to say that he's going to keep giving it to us forever. That's my point.

Martin: It can change - Mobivate can change if they like. No point in me a labouring over it. Okay, that's what I think.

Martin: And you think that it's a breach and he shouldn't have done it and there's a conflict of interest? Well, that's what you believe, all right?

Asaf: I have a lot of respect for you. I don't, you know, we don't, we don't have a beef, we don't have an argument. We are, you know, we barely had conversations, but I I assume that you've seen enough corporate disputes to know how this thing.

Martin: 1000s in my time.

Asaf: [You know] How this thing plays out, okay?

Martin: Yes.

Asaf: If you vote down these resolutions, I don't know if you leave me with many options, okay?

Martin: Yeah, look, look, the point is, .. you take whatever legal steps you believe that you're entitled to take. Yeah. But my experience has been that any settlement, any resolution is better than court action, but that's for, you know, that's for you to decide.

Asaf: I believe so too, and I've tried to engage with Brad, I even tried to suggest to him mediation and he refused it.

Martin: Yeah, well, I don't know what happened between union, but the point is is that that's what I believe, but you've got your rights, whatever your rights are, you're entitled to exercise that.

Asaf: Okay. Look, there's just one last thing I want you to consider. Okay? That Marlau Trust is the majority shareholder, and Brad is a director who, I believe, committed the breaches, and you're a beneficiary, and likely a trustee, probably, maybe also Brad.

Martin: He's not a trustee of Marlau, he never was. Just myself and my wife.

Asaf: What I think is fair, I think there should, there should be some conversation, and I think there should be some, solution that..

Martin: I'm gonna tell Brad. I'm gonna tell Brad that I suggest that him and you have a nice conversation without prejudice and you discuss everything. Try and resolve your differences. I don't know. Uh, you know, it's sad it should have ended up like this.

Asaf: I also agree, you know, it's been 15 years.. I've made your son, lots of money.

Martin: Yes, it is. I'm going to say to Brandy, I think he must talk to you without prejudice.

You're both not bound by what you say. and just try and come to some outcome that's like mutually beneficial to everyone. That's what I'm gonna tell Brad, but, I mean, you know, as far as the resolution is concerned, unfortunately, I can't go along with them, and I'm gonna vote against them, all of them. And you obviously vote for them, so I think the ... the resolutions are passed.

Asaf: Okay, let's, let's just go through the formalities just to make sure ..

Martin: You can reserve all your rights and do whatever you feel, you've got to do to protect yourself.

Asaf: Fair enough. Let's just go through the formalities - proceed with the resolutions as they set out.

Asaf: Resolution one, that Bradley Gishin, having breached fiduciary duties to the company to be removed. Uh, as director of the company, you vote.

Martin: Yeah, well, the thing is, is, no proof will be served in that. Okay, so if he wanted to resign, he probably would. But so I can't agree with that. I don't think any person will be achieved by him being removed as director. Because the share holders, not that directors decide the course of events. You see, so if it doesn't change the position, anything you want to do, you still got to get the permission of 82%.

Asaf: I understand that this is why we're having this conversation.

Martin: And this is pointless, you know, I mean?

Asaf: I understand it from my perspective, it's not pointless.

Asaf: So the Brad Gishen having breached statutory duties under the corporations act, be removed as a director, with the company, effective immediately. I vote for and you vote..

Martin: Against the resolution. Against one and two.

Asaf: Three, that the company be authorised and directed to take all necessary steps to seek account of profits and a restitution from that.

Martin: I don't believe they've got any rights. So I vote against it.

Asaf: Okay. I vote for.

Asaf: That the company write to Mobivate, limited, company number, 083339609, requesting it accounts for all amounts earned from the company's former and current customers, and demand reimbursement for this amount.

Martin: Yeah, so, I'll say the no purpose will be achieved because the Mobivate will make their own decision, but if you personally want to write them over, then write to them.

Asaf: Okay, so you'll vote against this?

Martin: Vote against it - yeah.

Asaf: Okay, that the company agrees to engage an independent forensic IT consultant to prepare a report on the movement of customers.

Martin: You mean, you mean .. to do a forensic audit of Mobivate? How can Raw Mobility decide to do a forensic audit of Mobivate?

Asaf: Well, there's, I guess there's a, there's a couple of things that are happening here, okay? One is potential copying of IP...

Martin: You know, that's another thing altogether. Uh, but, you know, this, the forensic report, I don't think it's possible. I vote against it.

Asaf: Okay, and I vote for.

Asaf: The company engage in forensic accountant to prepare a report for the diminution of the company's value following.

Martin: Forensic reports are not going to going to change anything. If there's been a diminution in value, there'd been a diminution. What so forensic report that? I say there's no purpose in it, I vote against it.

Asaf: You're voting against it. Okay. I understand.

Asaf: All resolutions have been defeated by the majority shareholder.

Asaf: Martin, I just wanted note this formally recorded in the minutes, that the minority shareholder presented substantial documented evidence of director misconduct and breaches of the corporations act, and the majority shareholder voted to reject all accountability measures.

Martin: And all the allegations, yes.

Asaf: The voting record will form part of the evidence if there will be any proceedings.

Martin: Yeah that's fine.

Asaf: And before we close this meeting, anything you'd like to say?

Martin: No, look, I would be happy if you and Brad could come to some resolution, but maybe you can't. I don't know. But I don't get involved in Bradley's business, other than, you know, Michelle, there, in this company that provided a service to Mobivate. That's all. I don't know the structure of his company, or Mobivate, or how it works, or I don't know, that's the truth, and I don't enquire.

Asaf: I think, you know, Brad effectively represents you as a majority shareholder here.

Okay? And it's your choice to have him as a director of the business.

Martin: I, my, my, yeah, yeah, of Raw Mobility, definitely.

Asaf: My position here is the, that, uh, I basically spent 15 years building a business and my co-director and co and from what I was concerned, the co shareholder as well, even though you, you're saying it's just a trust... has basically erased all the value in the company and this put me in a very difficult position.

Martin: Yeah, obviously, it's, if Raw Mobility loses all its income. to somebody else, whoever it may be, then, of course, Raw Mobility loses all its income. But what motivated mobility (Mobivate) to do that, heaven only knows, and why it's done, and, you know...

Martin: But I just say, I repeat, I don't think they can be bound to use Raw Mobility as a supplier or whatever service it is forever. How can it be? But that's who, you know, that's who you decide.

Martin: Look, I think you must say that you personally reserve all your rights, despite the resolution being defeated, they've been defeated. And then you must do whatever you deem necessary.

Asaf: I think it would have been much more reasonable if your son was actually, would actually engage with me.

Martin: Yes, well, I'm going to that. I'm going to ask him to do that because I believe it's such a long and successful association, that I don't believe you should fall out at this stage, you know what I mean?

Martin: After having such a wonderful business and doing so well, yeah, to just, you know, it's too cold. All right, I'm gonna speak to him, but that's got nothing to do with it. You can reserve all your personal rights and carry on. Do whatever you wanna do.

Asaf: Okay, um, thank you for the discussion. I know I know it's difficult, given the family connection.

Martin: The point is, I can see your point and I understand that you feel hard done by it. I understand it. I've just given you my my views on what I know.

Martin: But the rest I don't know, you must, you know, sort it out yourself.

Asaf: I'll just a few last few points. One is as far as I'm concerned, the evidence of Brad's conduct is substantial and documented.

Asaf: The other one is that I am seeking fair compensation. I'm not seeking to punish your son by issuing these resolutions, okay?

Asaf: I obviously prefer commercial settlement to litigation. I think it's better for everyone, but if I .. you know I've got children..

Martin: You can do whatever you must do to protect yourself.

Asaf: Yeah. Of course. Okay, Martin.

Martin: All right, thanks. It's so nice meeting you. It's like this, and you see a very nice person, and that is the position, and let's see where we go from here, yes.

Asaf: Okay. Thank you, Martin.

Martin: All right, thanks a lot of stuff and good luck going ahead.

Asaf: Thank you. Have a nice evening. Okay, same to you.

