

For immediate release - ASX announcement

5 January 2018

**Notice of Special Meeting of Stockholders – 24 January 2018**

In accordance with Listing Rule 3.17.1, BuildingIQ, Inc (ASX: BIQ) advises that the attached Notice of Special Meeting is being despatched to stockholders today.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Lisa Jones".

Lisa Jones  
Company Secretary



## **NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

to be held at 10.00am (AEDT) on 24 January 2018  
at the offices of Computershare Investor Services Pty Limited,  
Level 4  
60 Carrington Street  
Sydney NSW 2000

Registered Office:  
251 Little Falls Drive,  
City of Wilmington, COUNTY OF NEW CASTLE,  
DELAWARE 19808-1674  
UNITED STATES OF AMERICA

Dear Stockholders:

We cordially invite you to attend a special meeting ("Special Meeting") of the holders of shares in the common stock of BuildingIQ, Inc. ("Company"). The Special Meeting will be held on 24 January 2018, at 10.00am (AEDT) at Level 4, 60 Carrington Street, Sydney, New South Wales, Australia.

On 15 December 2017, we announced that we would be undertaking a capital raising to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital, with the following components ("Capital Raising"):

- an institutional placement to raise up to A\$2,138,411 at A\$0.045 (4.5c) per CDI ("Institutional Placement");
- a partially underwritten placement to existing institutional securityholders to raise A\$568,903 at A\$0.045 (4.5c) per CDI ("Existing Securityholder Placement"); and
- a partially underwritten 1 for 1 non-renounceable pro-rata entitlement offer to raise up to approximately A\$3,792,686 at A\$0.045 (4.5c) per CDI ("Entitlement Offer").

The purpose of this Special Meeting is for you to consider, and vote on, proposals relating to the Capital Raising, including (in summary):

- to "refresh" the Company's placement capacity under ASX Listing Rule 7.1 following the issue of CDIs under the Existing Securityholder Placement, in accordance with ASX Listing Rule 7.4;
- to approve the issue of CDIs under the Institutional Placement in excess of the Company's placement capacity under ASX Listing Rule 7.1;
- to approve the issue of CDIs to the underwriter, manager and sub-underwriters of the Entitlement Offer and Existing Securityholder Placement and to the lead manager of the Institutional Placement in excess of the Company's placement capacity under ASX Listing Rule 7.1; and
- to approve the issue of options to acquire shares in the common stock of the Company to a corporate adviser appointed by the Company to advise the Company on its future capital markets requirements.

Our board of directors (with the exception of Will Deane in relation to resolutions 3, 4 and 5 who abstains from making a recommendation due to his relationship with Exto Partners Pty Ltd) unanimously recommends that our stockholders vote "FOR" the resolutions set out in the Notice of Special Meeting of Stockholders enclosed with this letter. All persons eligible to attend the Special Meeting are invited to attend in person. Whether or not you expect to attend the Special Meeting, you are urged to vote or submit your proxy or CDI Voting Instruction Form as soon as possible so that your shares can be voted at the Special Meeting in accordance with your instructions. For specific instructions on voting, please refer to the instructions in the Notice of Special Meeting of Stockholders, the proxy card or CDI Voting Instruction Form (as applicable). If you hold your shares through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your shares.

We look forward to seeing you at the Special Meeting.

Yours faithfully,



Alan Cameron  
Chairman

Notice is hereby given that a Special Meeting of Stockholders ("the Special Meeting") of BuildingIQ, Inc. ("BuildingIQ" or "the Company") will be held on 24 January 2018 at 10.00am (AEDT) at Level 4, 60 Carrington Street, Sydney, New South Wales, Australia.

All material in this Notice of Meeting should be read in conjunction with the Proxy Statement and the Explanatory Notes. Please read the Proxy Statement and Explanatory Notes carefully. If you have any questions about any part of the business of the Special Meeting, please consult your professional advisers or the Company Secretary, Ms Lisa Jones, on +61 2 8324 7549.

### Business of the Special Meeting

The business of the Special Meeting will be to consider and vote on the proposed resolutions set out below.

<b>Resolution 1</b> Ratification of Existing Securityholder Placement	To consider, and if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 22 December 2017 of 12,642,286 CDIs (equivalent to 12,642,286 shares of common stock ("Shares")), at an issue price of \$0.045 on the terms and conditions set out in the Explanatory Notes, is ratified and approved".</i>
<b>Resolution 2</b> Approval of Institutional Placement	To consider, and if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval is given for the issue of up to 47,520,254 CDIs (equivalent to 47,520,254 Shares), at an issue price of A\$0.045 per CDI, to certain sophisticated and professional investors who are clients of Canaccord Genuity (Australia) Limited ACN 075 071 466, on the terms and conditions set out in the Explanatory Notes."</i>
<b>Resolution 3</b> Approval of issue of CDIs to underwriter of Existing Securityholder Placement and Entitlement Offer	To consider, and if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval is given for the Company to issue up to 1,437,232 CDIs (equivalent to 1,437,232 Shares), at a deemed issue price of \$0.045, to Exto Partners Pty Ltd ACN 104 130 636 on the terms and conditions set out in the Explanatory Notes."</i>
<b>Resolution 4</b> Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	To consider, and if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval is given for the Company to issue up to 2,111,111 CDIs (equivalent to 2,111,111 Shares), at a deemed issue price of \$0.045, to Welas Pty Ltd ACN 000 757 960 on the terms and conditions set out in the Explanatory Notes."</i>
<b>Resolution 5</b> Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	To consider, and if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval is given for the Company to issue up to 1,055,556 CDIs (equivalent to 1,055,556 Shares), at a deemed issue price of \$0.045, to Spenceley Management Pty Ltd ACN 127 151 437 on the terms and conditions set out in the Explanatory Notes."</i>
<b>Resolution 6</b> Approval of issue of CDIs to lead manager of Institutional Placement	To consider and, if thought fit, pass the following resolution:  <i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval is given for the Company to issue up to 2,257,212 CDIs (equivalent to 2,257,212 Shares), at a deemed issue price of \$0.045, to Canaccord Genuity (Australia) Limited ACN 075 071 466 on the terms and conditions set out in the Explanatory Notes."</i>

<b>Resolution 7</b> Approval of grant of options	<p>To consider, and if thought fit, pass the following resolution:</p> <p><i>"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, stockholder approval be given for the Company to grant the following options to acquire Shares in the Company to Canaccord Genuity (Australia) Limited ACN 075 071 466:</i></p> <p><i>(a) 2,287,264 options with an exercise price of A\$0.0675 and an expiry date of 31 December 2020;</i></p> <p><i>(b) 2,287,264 options with an exercise price of A\$0.1125 and an expiry date of 31 December 2020; and</i></p> <p><i>(c) 2,287,264 options with an exercise price of A\$0.1350 and an expiry date of 31 December 2020,</i></p> <p><i>in each case on the terms and conditions set out in the Explanatory Notes."</i></p>
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Certain voting exclusions apply to each of the resolutions set out above. Please refer to the Proxy Statement for details of these voting exclusions.

**BY ORDER OF THE BOARD**



**Lisa Jones**  
Company Secretary

3 January 2018

**BUILDINGIQ, INC.**  
**251 Little Falls Drive**  
**City of Wilmington, County of New Castle,**  
**DELAWARE 19808-1674**  
**UNITED STATES OF AMERICA.**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF  
PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS:**

The Notice of Special Meeting, the Proxy Statement and the Explanatory Notes are available at [www.buildingiq.com/investor-relations](http://www.buildingiq.com/investor-relations) (for holders of shares) and at [www.investorvote.com.au](http://www.investorvote.com.au) (for holders of CDIs)

**PROXY STATEMENT**

**SPECIAL MEETING OF STOCKHOLDERS**  
**10.00am (AEDT) ON 24 JANUARY 2018**

**This Proxy Statement, along with a proxy card and CDI Voting Instruction Form, is being made available to our stockholders and CDI holders on or about 5 January 2018**

**GENERAL INFORMATION**

***Why am I receiving these materials?***

We have made these proxy materials available to you in connection with the solicitation by the Board of Directors (the "Board") of BuildingIQ, Inc. (the "Company" or "BuildingIQ") of proxies to be voted at the special meeting of stockholders (the "Special Meeting") to be held on 24 January 2018 at 10.00am at Level 4, 60 Carrington Street, Sydney, New South Wales, Australia, and at any postponements or adjournments of the Special Meeting.

If you held Shares as of 7.00pm (AEDT) on 4 January 2018, which is the Record Date for the Special Meeting, you are invited to attend the Special Meeting and vote on the proposals described below under the heading "On what proposal am I voting?"

Those persons holding CHESS Depositary Interests ("CDIs") are entitled to receive notice of and to attend the Special Meeting and may instruct CHESS Depositary Nominees Pty Ltd. ("CDN") to vote at the Special Meeting by following the instructions on the CDI Voting Instruction Form or by voting online at [www.investorvote.com.au](http://www.investorvote.com.au).

***On what proposals am I voting?***

There are seven proposed resolutions scheduled to be voted on at the Special Meeting, as set out in the Notice of Meeting. In summary, the seven proposed resolutions are:

- **Resolution 1** - Ratification of the prior issue of CDIs by the Company, in accordance with ASX Listing Rule 7.4.
- **Resolution 2** - Approval of the issue of CDIs to certain sophisticated and professional investors under an institutional placement ("Institutional Placement"), the details of which were announced on ASX on 15 December 2017, for the purpose of ASX Listing Rule 7.1.
- **Resolution 3** - Approval of the issue of CDIs to Exto Partners Pty Ltd, in connection with its role as the underwriter and manager of the Company's pro-rata non-renounceable entitlement offer ("Entitlement Offer") and the Existing Securityholder Placement, which were announced on ASX on 15 December 2017, for the purposes of ASX Listing Rule 7.1.
- **Resolution 4** - Approval of the issue of CDIs to Welas Pty Ltd, in connection with its role as sub-underwriter of the Company's Entitlement Offer and Existing Securityholder Placement which was announced on ASX on 15 December 2017, for the purposes of ASX Listing Rule 7.1.

- **Resolution 5** - Approval of the issue of CDIs to Spenceley Management Pty Ltd, in connection with its role as sub-underwriter of the Company's Entitlement Offer and Existing Securityholder Placement which was announced on ASX on 15 December 2017, for the purposes of ASX Listing Rule 7.1.
- **Resolution 6** - Approval of the issue of CDIs to Canaccord Genuity (Australia) Pty Ltd in connection with its role as the lead manager of the Company's Institutional Placement which was announced on ASX on 15 December 2017 ("Lead Manager Fees"), for the purposes of ASX Listing Rule 7.1.
- **Resolution 7** - Approval of the grant of options to acquire Shares in the Company to Canaccord Genuity (Australia) Pty Ltd in connection with the terms of its engagement to provide corporate advisory services to the Company ("Canaccord Options"), for the purposes of Listing Rule 7.1.

Please refer to the Explanatory Notes for a detailed explanation of each proposed resolution and reasons for why approval is being sought by the Company for the proposed resolutions.

***Why is stockholder approval necessary for the proposed resolutions?***

Our securities are listed for sale on the ASX in the form of CDIs, each CDI representing one share of our common stock, and we are subject to the ASX rules and regulations.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of a company's stockholders ("Placement Capacity").

The Company has 96,924,191 shares (equivalent to 96,924,191 CDIs) on issue as at 5 January 2018. The Company is proposing to issue a total of 54,381,365 Shares, and 6,861,792 options to acquire Shares, to certain persons as detailed in the Explanatory Notes. The number of Shares, and options to acquire Shares, that the Company proposes to issue exceeds the Company's Placement Capacity, and as such approval is being sought for the issues under the proposed resolutions 2 to 7.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1, those securities will be deemed to have been made with stockholder approval for the purposes of ASX Listing Rule 7.1 (and as such will not be included in the Company's Placement Capacity).

Under proposed resolution 1, the Company is seeking the approval of stockholders to ratify the prior issue of 12,642,286 CDIs that occurred on 22 December 2017 for the purposes of ASX Listing Rule 7.4.

Section 144 of the Delaware General Corporation Law

The Company is a Delaware corporation, and it is subject to the Delaware General Corporation Law (the "DGCL"). For purposes of Section 144 of the DGCL ("Section 144"), the Entitlement Offer and the Existing Securityholder Placement may each be deemed an interested party transaction because Will Deane is a director of the Company and is affiliated with, and has a financial interest in, Exto Partners Pty Ltd and its affiliates, which will be a party to the Entitlement Offer and Existing Securityholder Placement. By approving and adopting of the resolutions related to each of the Entitlement Offer and the Existing Securityholder Placement, the stockholders will approve and adopt each of the Entitlement Offer and the Existing Securityholder Placement as an interested party transaction for purposes of Section 144.

***What will be the consequences to the Company if stockholder approval of the proposed resolutions is not obtained?***

The consequences to the Company of stockholder approval not being obtained for each of the proposed resolutions is set out in the table below.

<b>Resolution 1</b> Ratification of Existing Securityholder Placement	If stockholder approval is not obtained, the Company's Placement Capacity will not be refreshed. As the Company's Placement Capacity has been fully exhausted by the issue of 12,642,286 CDIs (equivalent to 12,642,286 Shares), to institutional stockholders on 22 December 2017, the Company will not have the ability to make further placements in accordance with ASX Listing Rule 7.1 until completion of the issue of CDIs under the Entitlement Offer. This may limit the Company's ability to take advantage of commercial opportunities that arise during this period.
<b>Resolution 2</b> Approval of Institutional Placement	If stockholder approval is not obtained, the Company will not be able to issue the CDIs, and will be unable to complete the Institutional Placement. The amount of A\$2,138,411 which was to be raised under the Institutional Placement will not be received by the Company. This will reduce the Company's cash available to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital.
<b>Resolution 3, 4 and 5</b> Approval of issue of CDIs to underwriter and sub-underwriters of Existing Securityholder Placement and Entitlement Offer	If stockholder approval is not obtained, the Company will be required to settle the underwriting and management fee in cash by payment of up to A\$207,175. This will reduce the Company's cash balance.
<b>Resolution 6</b> Approval of issue of CDIs to lead manager of Institutional Placement	If stockholder approval is not obtained, the Company would be required to issue the CDIs to Canaccord Genuity (Australia) Limited in future, once it has the Placement Capacity to do so. This will deplete the Company's future Placement Capacity and may limit the Company's ability to take advantage of future commercial opportunities.
<b>Resolution 7</b> Approval of grant of options	If stockholder approval is not obtained, the Company will be required to issue the Canaccord Options to Canaccord Genuity (Australia) Limited in future, once it has the Placement Capacity to do so. This will deplete the Company's future Placement Capacity and may limit the Company's ability to take advantage of future commercial opportunities.

***How does the Company's Board recommend that I vote?***

The Board recommends that you vote your shares or direct CDN to vote your CDIs (as the case may be) **"FOR"** the approval of each of the resolutions set out in the Notice of Meeting.

***Why is the Board recommending approval of the proposed resolutions?***

The reasons for the Board's recommendation for the approval of the proposed resolutions are set out in the Notice of Meeting, and are summarised in the table below.

<b>Resolution 1</b> Ratification of Existing Securityholder Placement	The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior approval from its stockholders so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.
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<b>Resolution 2</b> Approval of Institutional Placement	The Board believes that it is in the best interests of the Company to proceed with the issue of CDIs under the Institutional Placement as the completion of the placement would permit the Company to raise A\$2,138,411 in cash to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital.
<b>Resolution 3, 4 and 5</b> Approval of issue of CDIs to underwriter and sub-underwriters of Existing Securityholder Placement and Entitlement Offer	The Board (with the exception of Will Deane who abstains from making a recommendation due to his relationship with Exto Partners Pty Ltd) believes that it is in the best interests of the Company to proceed with the issue of CDIs to Exto Partners Pty Ltd, Welas Pty Ltd and Spenceley Management Pty Ltd as otherwise the underwriting, management and sub-underwriting fees would be payable in cash, which would reduce the Company's cash balance. The Board believes that the Company should retain cash where possible in order to fund operations and growth.
<b>Resolution 6</b> Approval of issue of CDIs to lead manager of Institutional Placement	The Board believes that it is in the best interests of the Company to proceed with the issue of CDIs to Canaccord Genuity (Australia) Limited as otherwise the CDIs would be issued out of the Company's Placement Capacity in future. As noted above, the Board believes that the Company should maintain the ability to issue up to its full Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior approval from stockholders so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.
<b>Resolution 7</b> Approval of grant of options	The Board believes that it is in the best interests of the Company to proceed with the issue of Canaccord Options to Canaccord Genuity (Australia) Limited, as otherwise the options would be issued out of the Company's Placement Capacity in future. As noted above, the Board believes that the Company should maintain the ability to issue up to its full Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior approval from stockholders so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

***Who is entitled to vote at the Special Meeting?***

If you were a holder of BuildingIQ common stock, either as a stockholder of record or as the beneficial owner of shares held in street name, at the Record Date for the Special Meeting (being 7.00pm on 4 January 2018), you may vote your shares at the Special Meeting. As of the Record Date, there were 96,924,191 shares of our common stock outstanding (equivalent to 96,924,191 CDIs assuming all Shares were converted into CDIs on the Record Date). Each stockholder has one vote for each share of common stock held as of the Record Date. Each CDI holder is entitled to direct CDN to vote one share for every CDI held by such holder. As summarised below, there are some distinctions between shares held of record and those owned beneficially and held in street name.

***What does it mean to be a "stockholder of record?"***

You are a "stockholder of record" if your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A. As a stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the Special Meeting. You may vote online or by mail, as described below under the heading "How do I vote my shares of BuildingIQ common stock?" Holders of CDIs are entitled to receive notice of and to attend the Special Meeting and may direct CDN to vote at the Special Meeting by following the instructions on the CDI Voting Instruction Form or by voting online at [www.investorvote.com.au](http://www.investorvote.com.au).

***What does it mean to beneficially own shares in “street name?”***

You are deemed to beneficially own your shares in “street name” if your shares are held in an account at a brokerage firm, bank, broker-dealer, trust, custodian, or other similar organization. If this is the case, proxy materials were forwarded to you by that organization. As the beneficial owner, you have the right to direct your broker, bank, trustee, or nominee how to vote your shares, and you are also invited to attend the Special Meeting. If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote (a “broker non-vote”).

Since a beneficial owner is not the stockholder of record, you may not vote your shares in person at the Special Meeting unless you obtain a “legal proxy” from the broker, bank, trustee, or nominee that holds your shares giving you the right to vote the shares at the meeting. If you do not wish to vote in person or you will not be attending the Special Meeting, you may vote by proxy. You may vote by proxy by Internet or mail, as described below under the heading “How do I vote my shares of BuildingIQ common stock?”

***How many shares must be present or represented to conduct business at the Special Meeting?***

The quorum requirement for holding the Special Meeting and transacting business is that holders of a majority of the voting power of the issued and outstanding Shares of BuildingIQ entitled to vote must be present in person or represented by proxy. Abstentions are counted for the purpose of determining the presence of a quorum. As of the Record Date, there were 96,924,191 shares of our common stock outstanding, and each share is entitled to one vote at the Special Meeting.

***What is the voting requirement to approve the proposed resolutions?***

Each of the proposed resolutions listed in the Notice of Meeting requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the Special Meeting and voting on such proposal.

Abstentions are considered shares present and entitled to vote and thus will have the effect of a vote “AGAINST” each proposal. Broker non-votes will have no direct effect on the outcome of the proposal.

***Voting exclusion statement***

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons. The voting exclusions applicable to each of the proposed resolutions are set out in the table below.

<b>Resolution 1</b> Ratification of Existing Securityholder Placement	The Company will disregard any votes cast on Resolution 1 by Welas Pty Ltd and Spenceley Management Pty Ltd (and any associates of Welas Pty Ltd and Spenceley Management Pty Ltd) who participated in the issue of CDIs for which ratification is sought under Resolution 1.
<b>Resolution 2</b> Approval of Institutional Placement	The Company will disregard any votes cast on Resolution 2 by any person (and any associates of such persons) who will participate in the issue of CDIs for which approval is sought.
<b>Resolution 3</b> Approval of issue of CDIs to underwriter of Existing Securityholder Placement and Entitlement Offer	The Company will disregard any votes cast on Resolution 3 by Exto Partners Pty Ltd, and any associates of Exto Partners Pty Ltd.
<b>Resolution 4</b> Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	The Company will disregard any votes cast on Resolution 4 by Welas Pty Ltd, and any associates of Welas Pty Ltd.

<b>Resolution 5</b> Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	The Company will disregard any votes cast on Resolution 5 by Spenceley Management Pty Ltd, and any associates of Spenceley Management Pty Ltd.
<b>Resolution 6</b> Approval of issue of CDIs to lead manager of Institutional Placement	The Company will disregard any votes cast on Resolution 6 by Canaccord Genuity (Australia) Limited (and any associates of Canaccord Genuity (Australia) Limited).
<b>Resolution 7</b> Approval of grant of options	The Company will disregard any votes cast on Resolution 7 by Canaccord Genuity (Australia) Limited (and any associates of Canaccord Genuity (Australia) Limited).

In each case, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy card; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy card to vote as the proxy decides.

#### ***How do I vote my shares of BuildingIQ common stock?***

If you are a stockholder of record, you can vote in the following ways:

**Online:** by following the Internet voting instructions included in the Notice of Meeting at any time up until 10.00am (AEDT) on Thursday 18 January 2018.

**By Mail:** by marking, dating, and signing your proxy card in accordance with the instructions on it and returning it by mail in the pre-addressed reply envelope. The proxy card must be received prior to the Special Meeting.

If your shares are held through a benefit or compensation plan or in street name, your plan trustee or your bank, broker, or other nominee should give you instructions for voting your shares. In these cases, you may vote by Internet, telephone, or mail by submitting a Voting Instruction Form.

If you satisfy the admission requirements to the Special Meeting, as described below under the heading "How do I attend the Special Meeting?" you may vote your shares in person at the meeting. Even if you plan to attend the Special Meeting, we encourage you to vote in advance by Internet or mail so that your vote will be counted in the event you later decide not to attend the Special Meeting. Shares held through a benefit or compensation plan cannot be voted in person at the Special Meeting.

#### ***How do I vote if I hold CDIs?***

Each CDI holder is entitled to direct CDN to vote one share for every CDI held by such holder. Those persons holding CDIs are entitled to receive notice of and to attend the Special Meeting and any adjournment or postponement thereof, and may direct CDN to vote their underlying Shares at the Special Meeting by voting online at [www.investorvote.com.au](http://www.investorvote.com.au), or by returning the CDI Voting Instruction Form to Computershare Investor Services Pty Ltd, the agent we designated for the collection and processing of voting instructions from our CDI holders, no later than 10.00am (AEDT) on Thursday, 18 January 2018 in accordance with the instructions on such form. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written directions.

Alternatively, CDI holders have the following options in order to vote at the Special Meeting:

- informing us that they wish to nominate themselves or another person to be appointed as CDN's proxy for the purposes of attending and voting at the Special Meeting; or
- converting their CDIs into a holding of shares of our common stock and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX, it would be necessary to convert Shares back into CDIs) - this must be done prior to the Record Date for the Special Meeting.

As holders of CDIs will not appear on our share register as the legal holders of the Shares, they will not be entitled to vote at our stockholder meetings unless one of the above steps is undertaken.

### ***How do I attend the Special Meeting?***

Admission to the Special Meeting is limited to our stockholders or holders of CDIs, one member of their respective immediate families, or their named representatives. We reserve the right to limit the number of immediate family members or representatives who may attend the meeting. Stockholders of record, holders of CDIs of record, immediate family member guests, and representatives will be required to present government-issued photo identification (e.g., driver's license or passport) to gain admission to the Special Meeting.

To register to attend the Special Meeting, please contact BuildingIQ as follows:

- online at [www.investorvote.com.au](http://www.investorvote.com.au);
- by phone at +61 3 9415 4000 (from outside Australia) or at 1300 850 505 (in Australia);
- by fax to +61 3 9473 2555 (from outside Australia) or 1800 783 447 (in Australia); or,
- by mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia.

Please include the following information in your request:

- your name and complete mailing address;
- whether you require special assistance at the meeting;
- if you will be naming a representative to attend the meeting on your behalf, the name, complete mailing address, and telephone number of that individual;
- proof that you own shares of BuildingIQ's common stock or hold CDIs as of the Record Date (such as a letter from your bank, broker, or other financial institution; a photocopy of a current brokerage, Computershare, or other account statement; or, a photocopy of a holding statement); and,
- the name of your immediate family member guest, if one will accompany you.

Please be advised that no cameras, recording equipment, electronic devices, large bags, briefcases, or packages will be permitted in the Special Meeting.

### ***What does it mean if I receive more than one set of proxy materials?***

It generally means you hold shares registered in multiple accounts. To ensure that all your shares are voted, please submit proxies or voting instructions for all of your shares.

### ***May I change my vote or revoke my proxy?***

Yes. If you are a stockholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with our Corporate Secretary at or before the taking of the vote at the Special Meeting;
- voting again via the Internet or telephone at a later time before the closing of those voting facilities at 10.00am (AEDT) on Thursday, 18<sup>th</sup> January 2018;
- submitting a properly signed proxy card with a later date that is received at or prior to the Special Meeting; or,
- attending the Special Meeting, revoking your proxy, and voting in person.

The written statement or subsequent proxy should be delivered to BuildingIQ, Inc., 251 Little Falls Drive Wilmington, Delaware 19808-1674, United States of America, Attention: Corporate Secretary, or hand delivered to the Corporate Secretary, before the taking of the vote at the Special Meeting. If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Special Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, no later than 10.00am (AEDT) on Thursday, 18 January 2018, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

### ***Can any other business be conducted at the Special Meeting?***

No. Under our Bylaws and Delaware law, the business to be conducted at the Special Meeting will be limited to the purposes stated in the notice to stockholders provided with this proxy statement.

***What happens if the Special Meeting is adjourned?***

The Special Meeting may be adjourned for the purpose of, among other things, soliciting additional proxies. Any adjournment may be made from time to time with the approval of the affirmative vote of the holders of a majority of the outstanding shares, present in person or represented by proxy and entitled to vote at the Special Meeting. Under Delaware law, we are not required to notify stockholders of any adjournments of less than 30 days if the time and place of the adjourned meeting are announced at the meeting at which adjournment occurs, unless after the adjournment a new record date is fixed for the adjourned meeting. Unless a new record date is fixed, your proxy will still be valid and may be voted at the adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

***Will representatives of the Company's independent registered public accounting firm for the current and most recently completed fiscal year be at the meeting?***

A representative of BDO East Coast Partnership, our auditor for the current and most recently completed fiscal year, is not expected to be present at the Special Meeting and will therefore be unable to make a statement or respond to questions.

***Who will pay for the cost of soliciting proxies?***

We will pay the cost of soliciting proxies, including the cost of preparing and mailing proxy materials. Proxies may be solicited on our behalf by directors, officers, or employees (for no additional compensation) in person or by telephone, electronic transmission, and facsimile transmission.

If we hire soliciting agents, we will pay them a reasonable fee for their services. We will not pay directors, officers, or other regular employees any additional compensation for their efforts to supplement our proxy solicitation. We anticipate that banks, brokerage houses, and other custodians, nominees, and fiduciaries may forward soliciting material to the beneficial owners of Shares entitled to vote at the Special Meeting and that we will reimburse those persons for their out-of-pocket expenses incurred in this connection.

**BY ORDER OF THE BOARD**



**Lisa Jones**  
Company Secretary

3 January 2018

**BUILDINGIQ, INC.**  
**251 Little Falls Drive**  
**City of Wilmington, County of New Castle,**  
**DELAWARE 19808-1674**  
**UNITED STATES OF AMERICA.**

**EXPLANATORY NOTES**

**SPECIAL MEETING OF STOCKHOLDERS**  
**10.00am (AEDT) ON 24 JANUARY 2018**

These Explanatory Notes have been prepared for the information of stockholders and holders of CHESS Depositary Interests over shares in the common stock ("CDIs") of BuildingIQ, Inc. ("BuildingIQ" or "Company") in relation to the business to be conducted at the special meeting of stockholders ("Special Meeting") of the Company.

The purpose of these Explanatory Notes is to provide stockholders with all information known to the Company which is material to a decision on how to vote on the resolutions accompanying the Notice of Meeting for the Special Meeting ("Notice of Meeting").

These Explanatory Notes should be read in conjunction with the Notice of Meeting and the Proxy Statement for the Special Meeting.

**RESOLUTION 1 - Ratification of Existing Securityholder Placement**

The capital raising announced by the Company on ASX on 15 December 2017, includes, among other things, a partially underwritten placement of 12,642,288 CDIs (equivalent to 12,642,288 Shares), to existing institutional CDI holders ("Existing Securityholder Placement"). The CDIs (and the Shares underlying the CDIs) were issued on 22 December 2017.

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval (15% Placement Capacity) where an exemption to the rule does not apply. The Existing Securityholder Placement was made within this 15% Placement Capacity pursuant to Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of securities by a company made pursuant to ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

The Company is seeking shareholder approval under ASX Listing Rule 7.4 for the Existing Securityholder Placement to maintain greater flexibility to raise funds up to the 15% limit to meet future needs during the next twelve months, without the costs and delay of convening a general meeting of the Company. The requirement to obtain shareholder approval for any future issue of equity securities, before the issue, could limit the Company's ability to take advantage of future market opportunities that may arise.

If shareholder approval is obtained for the Existing Securityholder Placement, the Company will have the flexibility to issue further securities under its 15% Placement Capacity as set out in ASX Listing Rule 7.1. The effect of approving Resolution 1 will be to refresh the Company's 15% Placement Capacity so that it would be the same as if the Placement Shares had not been issued.

Notwithstanding an approval by the shareholders of the proposed resolution in Resolution 1, any future equity raising would remain subject to the 15% limit set out in ASX Listing Rule 7.1.

The Company provides the following information in relation to the Existing Securityholder Placement as required by ASX Listing Rule 7.5.

<b>Number of CDIs issued:</b>	12,642,286 (equivalent to 12,642,286 Shares)
<b>Date of issue:</b>	22 December 2017
<b>Issue price:</b>	\$0.045 per CDI
<b>Allottees:</b>	Welas Pty Ltd (ACN 000 757 960) - 6,321,143 CDIs  Spenceley Management Pty Ltd (ACN 127 151 437) - 6,321,143 CDIs
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.
<b>The use or intended use of funds raised:</b>	The Company intends to use the proceeds raised to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 1 is included in the Proxy Statement.

The Board unanimously recommends that the stockholders vote in favour of Resolution 1.

## **RESOLUTION 2 - Approval of Institutional Placement**

On 15 December 2017, the Company announced a capital raising involving, among other things, the issue of 47,520,254 CDIs (equivalent to 47,520,254 Shares), to institutional and sophisticated investors by way of a private placement ("Institutional Placement"), subject to stockholder approval and completion of the underwriting of the Existing Securityholder Placement and the Entitlement Offer.

The CDIs to be issued under the Institutional Placement will exceed the number of securities that can be issued pursuant to ASX Listing Rule 7.1 without obtaining stockholder approval.

If Resolution 2 is approved by stockholders, the Company will be permitted to issue the 47,520,254 CDIs (and Shares underlying the CDIs) (equivalent to 47,520,254 Shares), under the Institutional Placement, while also preserving the Company's Placement Capacity. This will allow the Company to raise a total of A\$2,138,411 in cash to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital, while also permitting the Company to retain the flexibility to place up to its Placement Capacity if required to pursue commercial opportunities.



The Company provides the following information in relation to the Institutional Placement as required by ASX Listing Rule 7.3.

<b>Maximum number of CDIs to be issued:</b>	47,520,254 (equivalent to 47,520,254 Shares)
<b>Proposed date of issue:</b>	31 January 2018
<b>Issue price:</b>	\$0.045 per CDI
<b>Allottee:</b>	Institutional and professional investors, to be identified through a bookbuild process conducted by Canaccord Genuity (Australia) Limited (Canaccord), the lead manager for the Institutional Placement.
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.
<b>The use or intended use of funds raised:</b>	The Company intends to use the proceeds raised to fund the Company's growing sales pipeline, its 5i Platform services development and to provide additional working capital.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 2 is included in the Proxy Statement.

The Board unanimously recommends that the stockholders vote in favour of Resolution 2.

### **RESOLUTION 3 - Approval of issue of CDIs to underwriter of Entitlement Offer and Existing Securityholder Placement**

The capital raising announced by the Company on 15 December 2017 also includes a non-renounceable pro-rata entitlement offer to eligible stockholders and CDI holders ("Entitlement Offer"). The Entitlement Offer and Existing Securityholder Placement was partially underwritten to the extent of A\$3 million by Exto Partners Pty Ltd ("Exto") pursuant to an Underwriting Agreement between the Company with Exto entered into on 14 December 2017. A summary of the key terms of the Underwriting Agreement is contained in the Offer Booklet released to ASX on 15 December 2017.

Under the terms of the underwriting agreement between the Company and Exto, Exto is entitled to receive underwriting and management fees settled through the issue of 1,437,232 CDIs (equivalent to 1,437,232 Shares) ("Exto CDIs"). Exto is also be entitled to reimbursement of certain expenses.

As at the date of this notice, Exto holds 1,598,782 CDIs (equivalent to 1,598,782 Shares) in the Company, representing approximately 1.65% of the CDIs on issue. Mr Will Deane is a non-executive director of BuildingIQ and a director and shareholder of Exto.

The Directors of the Company, with Will Deane absent and not voting, are satisfied that the terms of the Underwriting Agreement are appropriate and fair and represent the best terms available to the Company in its current circumstances.

The Company does not have sufficient Placement Capacity to issue the Exto CDIs, and accordingly is seeking stockholder approval in accordance with ASX Listing Rule 7.1 to permit it to issue the Exto CDIs.

If stockholder approval is not given, the fees payable to Exto must be satisfied through the payment of up to \$207,175 to Exto, which will reduce the Company's cash balance.



The Company provides the following information in relation to the Exto CDIs as required by ASX Listing Rule 7.3.

<b>Maximum number of CDIs to be issued:</b>	1,437,232 (equivalent to 1,437,232 Shares)
<b>Proposed date of issue:</b>	25 January 2018
<b>Deemed issue price:</b>	\$0.045 per CDI
<b>Allottee:</b>	Exto Partners Pty Ltd ACN 104 130 636
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.
<b>The use or intended use of funds raised:</b>	The issue of CDIs will be used to satisfy fees due to Exto Partners Pty Ltd in connection with its role as the underwriter and manager of the Entitlement Offer and Existing Securityholder Placement.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 3 is included in the Proxy Statement.

**RESOLUTION 4 - Approval of issue of CDIs to sub-underwriter of Entitlement Offer and Existing Securityholder Placement.** The Entitlement Offer and Existing Securityholder Placement was partially sub-underwritten by Welas Pty Ltd ("Welas").

Welas has agreed that its sub-underwriting fees may be settled through the issue of 2,111,111 CDIs (equivalent to 2,111,111 Shares) ("Welas CDIs").

The Company does not have sufficient Placement Capacity to issue the Welas CDIs, and accordingly is seeking stockholder approval in accordance with ASX Listing Rule 7.1 to permit it to issue the Welas CDIs.

If stockholder approval is not given, the fees payable to Welas must be satisfied through the payment of A\$95,000 to Exto, for payment of the sub-underwriter fees by Exto to Welas, which will reduce the Company's cash balance.

The Company provides the following information in relation to the Welas CDIs as required by ASX Listing Rule 7.3.

<b>Maximum number of CDIs to be issued:</b>	2,111,111 (equivalent to 2,111,111 Shares)
<b>Proposed date of issue:</b>	25 January 2018
<b>Deemed issue price:</b>	\$0.045 per CDI
<b>Allottee:</b>	Welas Pty Ltd (ACN 000 757 960)
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.

<b>The use or intended use of funds raised:</b>	The issue of CDIs will be used to satisfy fees due to Welas Pty Ltd in connection with its role as a sub- underwriter of the Entitlement Offer and Existing Securityholder Placement.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 4 is included in the Proxy Statement.

#### **RESOLUTION 5 - Approval of issue of CDIs to sub-underwriter of Entitlement Offer and Existing Securityholder Placement**

The Entitlement Offer and Existing Securityholder Placement was partially sub-underwritten by Spenceley Management Pty Ltd ("Spenceley").

Spenceley has agreed that its sub-underwriting fees may be settled through the issue of 1,055,556 CDIs (equivalent to 1,055,556 Shares) ("Spenceley CDIs").

The Company does not have sufficient Placement Capacity to issue the Spenceley CDIs, and accordingly is seeking stockholder approval in accordance with ASX Listing Rule 7.1 to permit it to issue the Spenceley CDIs.

If stockholder approval is not given, the fees payable to Spenceley must be satisfied through the payment of A\$47,500 to Extio, for payment of the sub-underwriter fees by Extio to Spenceley , which will reduce the Company's cash balance.

The Company provides the following information in relation to the Spenceley CDIs as required by ASX Listing Rule 7.3.

<b>Maximum number of CDIs to be issued:</b>	1,055,556 (equivalent to 1,055,556 Shares)
<b>Proposed date of issue:</b>	25 January 2018
<b>Deemed issue price:</b>	\$0.045 per CDI
<b>Allottee:</b>	Spenceley Management Pty Ltd (ACN 127 151 437)
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.
<b>The use or intended use of funds raised:</b>	The issue of CDIs will be used to satisfy fees due to Spenceley Management Pty Ltd in connection with its role as a sub-underwriter of the Entitlement Offer and Existing Securityholder Placement.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 5 is included in the Proxy Statement.

#### **RESOLUTION 6 - Approval of issue of CDIs to lead manager of Institutional Placement**

Canaccord acted as the lead manager of the Institutional Placement. Under the terms of the lead manager mandate between the Company and Canaccord, Canaccord is entitled to receive fees settled through the issue of 2,257,212 CDIs (equal to 2,257,212 Shares) ("Canaccord CDIs").

The Company does not have sufficient Placement Capacity to issue the Canaccord CDIs, and accordingly is seeking stockholder approval in accordance with ASX Listing Rule 7.1 to permit it to issue the Canaccord CDIs.

If stockholder approval is not given, the Company will issue the Canaccord CDIs in future once it has the Placement Capacity to do so.

The Board believes that it is in the best interests of the Company to proceed with the issue of the Canaccord CDIs by obtaining stockholder approval rather than issuing the Canaccord CDIs as its Placement Capacity permits, as the Board believes that the Company should maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior approval from stockholders so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

The Company provides the following information in relation to the Canaccord CDIs as required by ASX Listing Rule 7.3.

<b>Maximum number of CDIs to be issued:</b>	2,257,212 (equivalent to 2,257,212 Shares)
<b>Proposed date of issue:</b>	31 January 2018
<b>Deemed issue price:</b>	\$0.045 per CDI
<b>Allottee:</b>	Canaccord Genuity (Australia) Limited
<b>Terms of issue:</b>	The CDIs rank equally in all respects with the existing CDIs on issue.
<b>The use or intended use of funds raised:</b>	The issue of CDIs will be used to satisfy fees due to Canaccord in connection with its role as the lead manager of the Institutional Placement.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 6 is included in the Proxy Statement.

#### **RESOLUTION 7 - Approval of grant of options**

The Company has engaged Canaccord as its corporate adviser in connection with its ongoing capital markets strategy requirements. Under the engagement letter between the Company and Canaccord, the Company has agreed to grant the following options to acquire Shares to Canaccord ("Canaccord Options"):

- 2,287,264 options over Shares at an exercise price of A\$0.0675 and an expiry date of 31 December 2020;
- 2,287,264 options over Shares at an exercise price of A\$0.1125 and an expiry date of 31 December 2020; and
- 2,287,264 options over Shares at an exercise price of A\$0.135 and an expiry date of 31 December 2020.

The terms of the options are set out in Annexure A.

The Company does not have currently sufficient Placement Capacity to issue the Canaccord Options, and accordingly is seeking stockholder approval in accordance with ASX Listing Rule 7.1 to permit it to issue the Canaccord Options.

To the extent that approval is not granted for the issue of the Canaccord Options by the stockholders, the Company has agreed that the Canaccord Options will be issued to Canaccord in future immediately once it has the Placement Capacity to do so.

The Board believes that it is in the best interests of the Company to proceed with the issue of Canaccord Options by obtaining stockholder approval rather than issuing the Canaccord Options as its Placement Capacity permits, as the Board believes that the Company should maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior approval from stockholders so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

The Company provides the following information in relation to the Canaccord Options as required by ASX Listing Rule 7.3.

<b>Maximum number of options to be issued:</b>	6,861,792 options
<b>Proposed date of issue:</b>	31 January 2018
<b>Exercise price:</b>	<ul style="list-style-type: none"> <li>• 2,287,264 options at an exercise price of A\$0.0675</li> <li>• 2,287,264 options at an exercise price of A\$0.1125</li> <li>• 2,287,264 options at an exercise price of A\$0.135</li> </ul>
<b>Allottee:</b>	Canaccord Genuity (Australia) Limited
<b>Terms of issue:</b>	Each option will give Canaccord the right to acquire one Share at the relevant option exercise price. The Shares issued on exercise of an option will rank equally in all respects with the existing Shares on issue. The terms of the options are attached in Annexure A.
<b>The use or intended use of funds raised:</b>	The options are being granted as consideration for the provision of corporate advisory service to the Company by Canaccord.
<b>Voting exclusion statement:</b>	A voting exclusion statement relating to Resolution 7 is included in the Proxy Statement.

**BY ORDER OF THE BOARD**



**Lisa Jones**  
Company Secretary

3 January 2018

# ANNEXURE A

## TERMS OF OPTIONS

### 1. NUMBER OF SHARES

- 1.1 The Option Holder will be granted 2,287,264 Options.

### 2. EXERCISE

- 2.1 Each Option entitles the holder of the Option to acquire one Share.
- 2.2 Each Option is exercisable at any time in the period commencing on the date of grant of the Options until 31 December 2020 ("**Option Period**"). If an Option is not exercised on or prior to the expiry of the Option Period, the Option will automatically lapse.

### 3. EXERCISE PRICE

- 3.1 The exercise price for each Option is AUD [0.0675/0.1125/0.135] per Share ("**Exercise Price**").

### 4. NOTICE OF EXERCISE

- 4.1 The Options may be exercised wholly or in part (but if in part only in multiples of 285,908 Options or integral multiples thereof unless otherwise agreed in writing by the Issuer) giving notice in writing to the Issuer at any time during the Option Period stating the number of Options being exercised.

### 5. ALLOTMENT OF SHARES

- 5.1 On receipt by the Issuer of a valid Notice of Exercise in the form set out in schedule 2 and payment of the Exercise Price, the Issuer must, within five Business Days, allot and issue to the Option Holder or its nominee the number of Shares set out in the Exercise Notice and enter the Option Holder into the Issuer's register of members as the holder of such number of Shares and despatch the relevant holding statement or other appropriate acknowledgment as soon as reasonably practicable thereafter.

### 6. QUOTATION OF OPTIONS AND SHARES

- 6.1 The Options will not be listed for quotation on ASX or any other exchange.
- 6.2 The Issuer undertakes to ensure that any CDIs issued on transmutation of the Shares issued on the exercise of the Options are freely tradeable by:
- (a) providing to the ASX a written notice that complies with section 708A(6) of the Corporations Act ("**Cleansing Notice**") immediately after the issue of Shares upon exercise of an Option or otherwise relying on an applicable exception to the disclosure requirements of the Corporations Act; and
  - (b) lodging an Appendix 3B with the ASX

in each case on the date of issue of such Shares.

- 6.3 If the Board reasonably forms the view that the issue of the Cleansing Notice would materially prejudice the interests of the Issuer in forcing disclosure of information which would not otherwise require disclosure under ASX Listing Rule 3.1, the Issuer will issue to the holder of the Option the Shares to be granted on exercise of the Option on a date to be determined by the Issuer but to be a date no later than 10 Business Days after the date on which the exercise of the Option becomes effective.

## 7. SHAREHOLDER APPROVAL

- 7.1 If, for any reason, an issue of Shares to the Option Holder would require approval of Shareholders, the Issuer must convene the necessary meeting as soon as reasonably practicable and at its own cost.

## 8. SHARES RANK EQUALLY, FREE OF SECURITY INTERESTS ETC

- 8.1 Shares issued on the exercise of Options will:

- (a) rank equally in all respects with the other Shares on issue at the date of issue;
- (b) be fully paid and free from all encumbrances, pre-emptive rights, taxes, liens and charges; and
- (c) be entitled to all of the rights and entitlements applicable to the Ordinary Shares already issued at the exercise date.

## 9. NO PARTICIPATION IN NEW ISSUES

- 9.1 An Option does not confer a right to participate in new issues of securities of the Issuer, unless the Option Holder has first exercised the Option and such exercise took place on or before the record date for determining entitlements to the issue.
- 9.2 Subject to Applicable Laws, the Issuer must give each Option Holder 5 Business Days' prior notice of the record date (as defined in the ASX Listing Rules) for a new issue of Share Securities or entitlements made available to the holders of Security generally to enable the Option Holder to exercise its Options and participate in the new issue.

## 10. ADJUSTMENT TO EXERCISE PRICE

### Pro Rata Issue

- 10.1 If the Issuer makes a Pro Rata Issue of Securities to existing Security holders (except a Bonus Issue), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = Volume Weighted Average Price per CDI for the 5 trading days ending on the day before the ex rights date or the ex entitlements date.
- S = the subscription price of a Security under the Pro Rata Issue.
- D = the dividend due but not yet paid on the existing underlying Security (except those to be issued under the Pro Rata Issue).
- N = the number of Security with rights or entitlements that must be held to receive a right to one new share.

## **Bonus Issues**

- 10.2 If the Issuer makes a Bonus Issue of Securities or Equity Securities to existing Security holder (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Securities which the Option Holder would have received if the Option Holder had exercised the Option before the record date for the Bonus Issue; and
  - (b) no change will be made to the Exercise Price.

## **Reorganisation**

- 10.3 If there is any reorganisation of the issued share capital of the Issuer, the rights of the Option Holders will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reorganisation at the time of the reorganisation.

## **11. TRANSFER OF OPTIONS**

- 11.1 The Options may be transferred separately, in whole or in part (but if in part only in multiples of 250,000 Options or integral multiples thereof) with the prior written consent of the Company.
- 11.2 To effect a transfer of an Option, a Transfer Instrument must be delivered to the Issuer detailing:
- (a) the Issue Date of the Option the subject of the transfer;
  - (b) the name and address of the transferor and the transferee;
  - (c) the effective date of the transfer,
- along with the Certificate(s) in respect of the Option being transferred.
- 11.3 For the purposes of paragraph 11.2, a Transfer Instrument may be delivered to the Issuer in the form of an attached PDF to an email and such email will be deemed to have been duly delivered on return of a receipt produced by the system to which the email was sent or, where no receipt is produced or the sender has not otherwise received notification that the email was unable to be delivered, by the end of the day the email was sent if a Business Day and otherwise the next Business Day.
- 11.4 Transfers will be registered without charge to the transferor or transferee.
- 11.5 A person becoming entitled to an Option as a consequence of the death or bankruptcy of an Option Holder or of a vesting order or a person administering the estate of an Option Holder may, upon producing such evidence as to that entitlement or status as the Issuer considers sufficient, transfer the Option or, if so entitled, become registered as the holder of the Option.
- 11.6 The Issuer is not responsible for any stamp duty or other Taxes payable in any jurisdiction in connection with any transfer, assignment or any other dealing with the Options.

## **12. REGISTRATION OF TRANSFER**

- 12.1 A transferor of an Option remains the owner of the Option transferred until the transfer is registered and the name of the transferee entered in the Register in respect of the Option transferred.

## **13. GENERAL MEETING**

- 13.1 Option Holders may attend general meetings of the Issuer but the Options do not carry a right to vote at a general meeting of the Issuer, unless provided for by law.

## 14. OPTION REGISTER

- 14.1 The Issuer's share registry will maintain a register of the Options.

## 15. MISCELLANEOUS

### Governing Law

- 15.1 The Options shall in all respects be governed by and construed in accordance with the laws of New South Wales, without regard to its conflict of laws principles.
- 15.2 Any suit with respect to an Option will be brought in the federal or state courts in New South Wales, and the Option Holder, by accepting the Options, irrevocably and unconditionally agrees and submits to the personal jurisdiction and venue thereof.

### Notices

- 15.3 Notices may be given by the Issuer to the Option Holder in writing and to the address set out in the Register such new address as is notified from time to time by the Option Holder to the Issuer.

## 16. DEFINITIONS AND INTERPRETATION

### Definitions

- 16.1 In this Deed the following definitions apply:

**"Appendix 3B"** means an appendix 3B in the form set out in the ASX Listing Rules;

**"Applicable Law"** means any one or more or all, as the context requires, of:

- (a) the Corporations Act and any regulations to it;
- (b) the ASX Listing Rules;
- (c) any practice note, policy statement, class order, declaration, guideline, policy or procedure pursuant to the provisions of which any of ASIC or ASX is authorised or entitled to regulate, implement or enforce, either directly or indirectly, the provisions of any of the foregoing statutes, regulations or rules or any conduct of any duly authorised person, pursuant to any of the abovementioned statutes, regulations or rules;

**"ASIC"** means the Australian Securities and Investments Commission;

**"ASX"** means ASX Limited (ACN 008 624 691) and any successor body corporate or the securities market it operates (as the context requires);

**"ASX Listing Rules"** means the Listing Rules published by ASX from time to time;

**"Board"** means all or some of the directors of the Issuer acting as a board from time to time;

**"Bonus Issue"** has the meaning given in the ASX Listing Rules;

**"Business Day"** means any day, other than a Saturday, Sunday or public holiday in New South Wales or Delaware, United States;

**"CDI"** means CHESS Depositary Interests over Shares;

**"Certificate"** means a certificate evidencing an Option in the form set out in schedule 1;

**"Corporations Act"** means the Corporations Act 2001 (Cth);

**"Equity Securities"** means any Security or Rights or any other equity securities of the Issuer;



**"Exercise Price"** means the exercise price payable to acquire one Share pursuant to the exercise of each Option as defined in clause 3.1;

**"Issuer"** means Building IQ Inc;

**"Notice of Exercise"** means the notice provided to the Issuer by an Option Holder in respect of the exercise of the Options in the form set out in schedule 2;

**"Option"** means options to be granted by the Issuer on these terms;

**"Option Holder"** means a holder of an Option from time to time;

**"Option Period"** means the date from which an Option becomes exercisable until the date on which the Option lapses as defined in clause 2.2;

**"Pro Rata Issue"** has the meaning given in the ASX Listing Rules;

**"Register"** means a register of the Options maintained by the Issuer in accordance with clause 14.1;

**"Rights"** means any option, warrant, security, right or other instrument convertible into or exchangeable for, or otherwise giving the holder thereof the right to acquire, directly or indirectly, any Shares or any other such option, warrant, security, right or instrument, including without limitation, any instrument the value of which is measured by reference to the value of the Shares or is the equivalent of a Share or any agreement to issue any of the foregoing;

**"Share"** means a share of common stock of the Issuer;

**"Security"** means a CDI or Share;

**"Security holder"** means a holder of CDIs or Shares;

**"Taxes"** means:

- (a) any tax including the goods and services tax levied under the *A New Tax System (Goods and Services Tax) Act 1999 (Cth)*, levy, charge, impost, duty, fee, deduction, compulsory loan or withholding; or
- (b) any income, tax or charge;


**"Transfer Instrument"** means a transfer instrument in the form set out in schedule 3;

**"Volume Weighted Average Price"** means in respect of a CDI, the volume-weighted average price of such CDI on the ASX market and the Chi-X market excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

## Interpretation

16.2 In the interpretation of , the following provisions apply unless the context otherwise requires:

- (a) headings are inserted for convenience only and do not affect the interpretation of these Option Terms;
- (b) if the day on which any act, matter or thing is to be done under these Option Terms is not a Business Day, the act, matter or thing must be done on the next Business Day;
- (c) a reference to "dollars" or "\$" means Australian Dollars and all amounts payable under these Option Terms are payable in Australian Dollars;
- (d) a reference to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision;

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- (e) a reference to these Option Terms or any other document, Deed or agreement is to that document, Deed or agreement as amended, novated, supplemented or replaced;
  - (f) an expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency;
  - (g) where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
  - (h) a word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender also indicates the other genders;
  - (i) a reference to the word "include" or "including" is to be interpreted without limitation;
  - (j) a reference to "deal with" includes selling, leasing, transferring, parting with possession of, otherwise disposing of and conferring a right or interest on someone else and agreeing to do any of those things, and "dealing" and "dealing with" have equivalent meanings;
  - (k) a reference to "owing" means actually or contingently owing, and "owe" and "owed" have an equivalent meaning;
  - (l) any schedules and attachments form part of these Option Terms;
  - (m) a reference in these Option Terms to a day, month or quarter means a calendar day, calendar month or calendar quarter;
  - (n) a reference to "immediately available funds" means a bank cheque or any immediately available funds received during normal banking hours; and
  - (o) a reference to a "subsidiary" or to a "related body corporate" has the meaning that applies in the Australian law.

## SCHEDULE 1

### FORM OF CERTIFICATE

Certificate No:

**The Options represented by this certificate are subject to the attached terms and conditions of issue of Options ("Option Terms").**

This is to certify that the person named below is registered as the holder of the number set out below of Options granted by BuildingIQ, Inc. ("**Issuer**"). The Options are held by the Option Holder referred to below and issued subject to, and with the benefit of, the Option Terms.

Option Holder	Type of Options	Number of Options

The Option Terms are incorporated in and form part of this certificate.

The Options are governed by the laws of New South Wales.

**SCHEDULE 2  
FORM OF NOTICE OF EXERCISE**

To: The Directors  
BuildingIQ, Inc.  
Suite 200, Level 2, 2121 South El Camino Real  
San Mateo CA, USA 94403  
(the “**Issuer**”)

[ ] of [ ] (the “**Option Holder**”) being the registered holder of [number] Options, gives notice that it wishes to exercise [number] Options into Shares in the capital of the Issuer.

These Options have an Exercise Price of [•]. ***[Note: this should be the then-current Exercise Price as notified to the Option Holder]***

The Exercise Price payable by the Option Holder is AUD[•].

The Option Holder authorises the Issuer to register [it] / [insert the name and address of the person to whom the shares are to be issued] as the holder of Shares in the Issuer and agrees to be bound by the Certificate of Incorporation and Bylaws of the Issuer.

Dated

Signed on behalf of [ ] )

by its duly authorised representative )

in the presence of: )

-----  
Signature

-----  
Printed Name

-----  
Witness

-----  
Printed Name

**SCHEDULE 3  
TRANSFER INSTRUMENT**

To:     [•]

ISSUER:	Building IQ Inc	
SECURITY:	Number:	
	Exercise Price:	
FULL NAME OF TRANSFEROR(S)		
CONSIDERATION	\$	Date of Purchase
FULL NAME OF TRANSFEREE(S)		
FULL ADDRESS OF TRANSFEREE(S)		
REMOVAL REQUEST	Please enter the above securities on the Register of Option Holders	
<p>I, the registered holder and transferor ("<b>Transferor</b>") named above, for the consideration specified above transfer to the transferee named above ("<b>Transferee</b>") the Options registered in my name. I, the Transferee agree to accept the transfer of those Options and the registration of those Options, and agree to be bound by the terms of issue of those Options.</p> <p>The issue of Options to me, the Transferee, [will] [will not] contravene, or give rise to a significant action or notifiable action under, the <i>Foreign Acquisitions and Takeovers Act 1975</i> (Cth).</p>		
SIGNATURE OF TRANSFEROR(S)		
DATE SIGNED		
SIGNATURE OF TRANSFEREE(S)		
DATE SIGNED		



BIQ

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

### Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

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

## CDI Voting Instruction Form

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### Vote and view the Notice of Meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10.00am (AEDT) on Thursday, 18 January 2018**

### How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name on 4 January 2018 at 7.00pm (AEDT) entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

### Signing Instructions

**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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE**   
**or turn over to complete the form**

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

## CDI Voting Instruction Form

Please mark ☒ to indicate your directions

### STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

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#### Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of BuildingIQ, Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Stockholders of BuildingIQ, Inc. to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000, on Wednesday, 24 January 2018 at 10.00am (AEDT) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

### STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed 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.

The Directors recommend you vote in favour of each of the resolutions.

	For	Against	Abstain
1 Ratification of Existing Securityholder Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Institutional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of CDIs to underwriter of Existing Securityholder Placement and Entitlement Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of CDIs to sub-underwriter of Existing Securityholder Placement and Entitlement Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of CDIs to lead manager of Institutional Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of grant of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

Contact  
Daytime  
Telephone

Date / /

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Computershare +