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**iBuyNew Group Limited**

**ACN 108 958 274**

**Notice of 2018 Annual General Meeting**

**Explanatory notes**

**Proxy form**

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**Time:** 10:00am

**Date:** Friday, 9 November 2018

**Place:** Level 1, 50 Berry Street, North Sydney NSW 2060

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## Details of the Meeting

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The 2018 Annual General Meeting (**Meeting**) will be held at 10:00am (Sydney time) on Friday 9 November 2018 at the offices of iBuyNew Group Limited, Level 1, 50 Berry Street, North Sydney NSW 2060.

## Important voting information

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The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above. To vote by proxy, please complete and sign the enclosed proxy form and either:

1. deliver the proxy form:

(a) by hand to:

Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

(b) by post to:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235; or

2. by facsimile to +61 2 9287 0309; or

3. lodge online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) instructions as follows:

Select Investor Login and in the Single Holding section enter iBuyNew Group Limited or the ASX code IBN in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the back of your proxy form), postcode and security code which is shown on the screen and click Login. Select the Voting tab and then follow the prompts. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all undirected proxies given to the Chair in favour of the resolutions in Items 2 to 8.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders at 7.00pm (Sydney time) on **Wednesday, 7 November 2018**.

## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of shareholders of iBuyNew Group Limited ACN 108 958 274 will be held at 10:00am (Sydney time) on Friday 9 November 2018 at the offices of iBuyNew Group Limited, Level 1, 50 Berry Street, North Sydney, NSW 2060.

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

### Items of business

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#### 1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 2018.

Note: this item of business is for discussion only and is not a resolution. However, shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

#### 2. Adoption of remuneration report

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

*"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 2018 be adopted."*

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion applies to this resolution – see Voting Exclusions below.

#### 3. Re-election of Mr Kar Wing (Calvin) Ng as Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

*"That Kar Wing (Calvin) Ng, a Director who retires by rotation in accordance with clause 13.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company."*

#### 4. Re-election of Warren McCarthy as Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

*"That Warren McCarthy, a Director who retires in accordance with clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company."*

#### 5. Re-election of Stephen Quantrill as Director

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

*"That Stephen Quantrill, a Director who retires in accordance with clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company."*

#### 6. Approval of future issue of securities

To consider and, if thought fit, to pass the following resolution as a special resolution:

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms set out in the explanatory notes which accompany and form part of the notice of meeting."*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 7A. Ratification of issue of January Securities

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue of 20,000,000 options issued on 16 January 2018 (**January Securities**) on terms and conditions described in the explanatory notes which accompany and form part of the notice of meeting.”*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 7B. Ratification of issue of April Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue of 59,095,689 ordinary shares issued on 4 April 2018 (**April Shares**) on terms and conditions described in the explanatory notes which accompany and form part of the notice of meeting.”*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 7C. Ratification of issue of April Options

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue of 60,500,000 options issued on 4 April 2018 (**April Options**) on terms and conditions described in the explanatory notes which accompany and form part of the notice of meeting.”*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 7D. Ratification of issue of June Securities

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue of 41,666,666 ordinary shares issued on 27 June 2018 (**June Securities**) on terms and conditions described in the explanatory notes which accompany and form part of the notice of meeting.”*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 7E. Ratification of issue of September Securities

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and prior issue of 26,884,539 ordinary shares issued on 27 September 2018 (**September Securities**) on terms and conditions described in the explanatory notes which accompany and form part of the notice of meeting.”*

Note: a voting exclusion applies to this resolution – see Voting Exclusions below.

## 8. Consolidation of capital

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

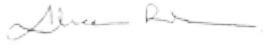
*“That, subject to the approval of a majority of Bondholders, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:*

*(a) every 50 shares be consolidated into 1 share; and*

*(b) any other unlisted securities such as options, convertible bonds and performance rights be consolidated in accordance with the ASX Listing Rules and relevant documents setting out the terms of those options, convertible bonds and performance rights,*

*and, where the consolidation results in a fraction of a share, option, convertible bond or performance right being held, the Company be authorised to round that fraction up to the nearest whole share, option, convertible bond or performance right (as the case may be).”*

**Dated: 10 October 2018**  
**By order of the Board**



**Aliceson Rourke**  
**Company Secretary**

## Voting exclusions

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### Item 2

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 2018 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

### Item 6

The Company will disregard any votes cast in favour of Item 6 by or on behalf of:

- a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 6 if:

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

### Item 7A

The Company will disregard any votes cast in favour of Item 7A by or on behalf of:

- a person who participated in the issue and received January Securities; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 7A if:

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

### Item 7B

The Company will disregard any votes cast in favour of Item 7B by or on behalf of:

- a person who participated in the issue and received April Shares; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 7B if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Item 7C**

The Company will disregard any votes cast in favour of Item 7C by or on behalf of:

- a person who participated in the issue and received April Options; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 7C if:

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

### **Item 7D**

The Company will disregard any votes cast in favour of Item 7D by or on behalf of:

- a person who participated in the issue and received June Securities; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 7D if:

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

### **Item 7E**

The Company will disregard any votes cast in favour of Item 7E by or on behalf of:

- a person who participated in the issue and received September Securities; and
- an Associate of any such person.

However, the Company will not disregard a vote cast on Item 7E if:

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

## Explanatory notes

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These explanatory notes have been prepared for shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 10:00am (Sydney time) on Friday 9 November 2018 at the offices of iBuyNew Group Limited, Level 1, 50 Berry Street, North Sydney NSW 2060.

These notes provide information which the Directors believe to be material to shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

### Item 1 – Financial report, directors’ report and auditor’s report

As required by the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 3 September 2018.

The Company is no longer required to send a copy of the Annual Report to shareholders unless shareholders specifically elect to receive a copy. A copy of the Company’s Annual Report is available from the Company’s website at <http://www.ibuynewgroup.com.au>

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company’s auditor, John Corr of Stanton’s International will be present at the Meeting and shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

### Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2018 can be found at pages 7 to 15 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s Key Management Personnel (including the Company’s Chief Executive Officer and other senior executives, as well as the Company’s Non-Executive Directors).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election.

### Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

### Item 3 – Re-election of Kar Wing (Calvin) Ng

The Company’s Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. Where 2 or more Directors have served equally the longest,



the retiring Director is determined either amongst the Directors, or by drawing lots.

In determining the number of Directors to retire, no account is to be taken of any additional Directors appointed following the 2017 AGM.

#### **Information about Kar Wing (Calvin) Ng**

Kar Wing (Calvin) Ng was elected as a Director of the Company on 1 February 2013 and has served as a Director of the Company since that date. As Kar Wing (Calvin) Ng is the only Director who is able to retire under the provisions described above he seeks re-election at this Meeting.

Background details for Mr Ng are set out below.

*Mr Ng has significant investment banking, mergers and acquisitions and funds management experience. Mr Ng is a co-founder and Managing Director of the Aura Group, an independent corporate advisory and funds and wealth management business. He is also a co-founder and Non-Executive Director of the Finsure Group one of Australia's largest mortgage groups.*

*Mr Ng has significant board experience in a number of businesses, with particular expertise in providing management oversight and strategic guidance to small and medium sized enterprises. Mr Ng currently sits on a number of boards, including entities associated with the Aura Group, Finsure Group and ASX-listed Catapult Group International (ASX:CAT).*

*Mr Ng holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales. Calvin has also completed a Graduate Diploma of Legal Practice and has been admitted to practice as a lawyer in the Supreme Court of New South Wales.*

#### **Board recommendation**

The Board recommends that shareholders vote **in favour** of Item 3.

#### **Items 4 and 5 – Re-election of Warren McCarthy and Stephen Quantrill**

The Company's constitution provides that the Board may at any time appoint any person to be a Director (**Additional Director**) provided that the total number of Directors does not exceed 9. The constitution also provides each Additional Director appointed in this way is to hold office until the next annual general meeting and is then eligible for re-election as a Director of the Company.

#### **Information about Warren McCarthy**

Warren McCarthy was appointed as an Additional Director of the Company on 1 June 2018 and has served as a Director of the Company since that date. Warren McCarthy is required to retire under the provisions described above and seeks re-election at this Meeting.

Background details for Mr McCarthy are set out below.

*Mr McCarthy is an experienced Director seasoned in all aspects of real estate business, strategy and investment with significant expertise in sales, property management, franchising and e-commerce platforms.*

*Mr McCarthy is currently the Managing Director of McCarthy Business Consultants and was the former CEO of Hooker Corporation Limited, Chairman of L.J. Hooker Limited and between 2004 and 2009 was the CEO and Chairman of LJ Hooker Financial Services.*

*During his tenure with Hooker Corporation Limited, he led the LJ Hooker franchise network, exponentially growing market share, creating strong brand awareness and increased profitability for the Group. The franchise network, across 12 countries comprised over 7000 people across 750 franchises, specialising in Residential, Commercial, Rural, Business Broking, Project Marketing and Property Management.*

#### **Information about Stephen Quantrill**

Stephen Quantrill was appointed as an Additional Director of the Company on 20 February 2018 and has served as a Director of the Company since that date. Stephen Quantrill is required to retire under the provisions described above and seeks re-election at this Meeting.

Background details for Mr Quantrill are set out below.

*Mr Quantrill has over 20 years' experience in multifaceted roles in business leadership, ownership and advisory. He acts as Chairman and Company Director across a range of businesses and industries, including in investment, resources (iron ore, oil and gas), property, bio-technology, agri-industry, advisory and engineering.*

*Mr Quantrill's roles include Executive Chairman of McRae Investments, the venture capital and investment holding company established by Harold Clough in 1965.*

*He holds a BSc (Civil Engineering), Bachelor of Commerce, and an MBA, and is a Fellow of FINSIA, a Graduate Member of the Australian Institute of Company Directors, and a Member of Engineers Australia.*

## **Board recommendation**

The Board recommends that shareholders vote **in favour** of Item 4 and Item 5.

## **Item 6 – approval of future issue of securities**

Under ASX Listing Rule 7.1A, certain companies may by special resolution passed at an annual general meeting approve the issue of equity securities which:

- are in the same class as an existing quoted class of equity securities of the Company; and
- do not exceed 10% of the existing ordinary share capital,

without further shareholder approval. The ability of the Company to issue securities under Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Approval under this resolution is sought for the Company to issue equity securities under Listing Rule 7.1A. If this resolution is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the Meeting; or
- the date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX.

At the date of this notice of meeting, the Company is an “eligible entity”, and is therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Meeting the Company is no longer an eligible entity then this resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

### **(A x D) – E**

where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
  - (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under ASX Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval); and
  - (iv) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12

months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 7.4.

The effect of the resolution being passed will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 13 September 2018, the Company has on issue 2,152,404,213 ordinary shares and therefore has capacity to issue:

- 322,860,631 equity securities under Listing Rule 7.1; and
- subject to shareholder approval being sought under this resolution, 215,240,421 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 ASX trading days of the date above, the date on which the securities are issued.

If this resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing shareholders' economic interests and voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this resolution; and
- the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing shareholders on the basis of:

- the market price of the Company's ordinary shares and the number of ordinary securities as at 13 September 2018;
- two examples where the number of ordinary shares on issue (**A**) has increased, by 50% and 100%. This may occur as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by shareholders;
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 13 September 2018; and
- prior to the consolidation in Resolution 8 taking place. If the consolidation resolution is approved, each of the numbers relating to shares in the table below will be decreased by a factor of 50.

Variable A for Listing Rule 7.1A.2		\$0.0015 – 50% decrease in issue price	\$0.003 issue price*	\$0.006 – 100% increase in issue price
A is the number of shares on issue, being 2,152,404,213 ** shares	10% voting dilution	215,240,421	215,240,421	215,240,421
	Funds raised	\$322,860.63	\$645,721.26	\$1,291,442.53
A is a 50% increase in shares on issue,	10% voting dilution	322,860,631	322,860,631	322,860,631

<b>being 3,228,606,319 ** shares</b>	<b>Funds raised</b>	\$484,290.95	\$968,581.90	\$1,937,163.79
<b>A is a 100% increase in shares on issue, being 4,304,808,426 ** shares</b>	<b>10% voting dilution</b>	430,480,842	430,480,842	430,480,842
	<b>Funds raised</b>	\$645,721.26	\$1,291,442.53	\$2,582,885.05

**Notes:**

- (i) *The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.*
- (ii) *The table assumes that no options are exercised into ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.*
- (iii) *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.*
- (iv) *The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.*
- (v) *The issue of equity securities under Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.*

\* *Based on the closing price of the Company's Shares on ASX on 13 September 2018.*

\*\* *Based on the Company's Share structure as at 13 September 2018.*

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances, the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- raising funds to further develop the Company's business;
- raising funds to be applied to the Company's working capital requirements;
- acquiring assets. In these circumstances, the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares; and
- paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;

- the potential effect on the control of the Company;
- the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisers.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

In the 12 months preceding the date of this Meeting, the Company has issued 625,745,649 equity securities which represents 35% of the total number of equity securities on issue, being 1,784,163,108 at the commencement of that 12 month period. For the purposes of ASX Listing Rule 7.3A.6 the following information is provided.

<b>Date of issue of securities</b>	<b>Number and class of securities issued</b>	<b>Recipients of the issue</b>	<b>Issue price</b>	<b>Discount to closing market price on the date of issue</b>	<b>Consideration and use of funds</b>
16 January 2018	4,861,111 ordinary shares	Scaria Niko Pty Ltd (vendor of the Nyko Property business)	Deemed issue price of \$0.18 per share	No discount to the closing price of \$0.008	Non-cash deferred consideration comprising all of the ownership interests in the Nyko Property business. As at 3 October 2018 the value of the 4,861,111 shares issued for the deferred consideration is \$14,583.33.
16 January 2018	20,000,000 unlisted options	Vesparum Capital Pty Ltd	Nil consideration	N/A	Non-cash consideration for the provision of advisory services to the Company. The advisory services have been provided to the Company in the past and do not have a current value.
20 February 2018	166,666,667 ordinary shares	McRae Investments Pty Ltd	Deemed issue price of \$0.003 per share	50% discount to the closing price of \$0.006	Non-cash consideration for the acquisition of assets from Indo-Pacific Property. As at 3 October 2018 the value of the 166,666,667 shares issued to acquire the Indo-Pacific Property assets is \$500,000.
4 April 2018	242,000,000 ordinary shares*	To professional and sophisticated	Issue price of \$0.005 per share	16.67% discount to the closing price of \$0.006	The total cash consideration was \$1,210,000 which has been spent on working

		investors, including existing shareholders and the Company's management			capital, placement costs, funding of potential acquisitions, repayment of Class A Convertible Bonds and repayment of a loan owed to the Company's founder.
4 April 2018	60,500,000 unlisted options	To professional and sophisticated investors, including existing shareholders and the Company's management	Nil consideration	N/A	These unlisted options were free attaching options issued as part of the Company's placement of 242,000,000 shares referred to above (1 free unlisted option was provided for every 4 shares subscribed for under the placement). Please see consideration and use of funds section in relation to the 242,000,000 shares issued as part of the placement referred to above.
4 April 2018	3,166,666 ordinary shares	Redleaf Securities Pty Ltd	Nil consideration	100% discount to the closing price of \$0.006	Non-cash consideration for the provision of lead manager services in relation to the Company's placement. As at 3 October 2018 the value of the 3,166,666 shares issued for lead manager services is \$9,499.99.
27 June 2018	41,666,666 ordinary shares	McRae Investments Pty Ltd	Deemed issue price of \$0.003 per share	No discount to the closing price of \$0.003	Non-cash consideration for the acquisition of assets from Indo-Pacific Property. As at 3 October 2018 the value of the 41,666,666 shares issued to acquire the Indo-Pacific Property assets is \$124,999.99.
24 August 2018	30,000,000 class A performance rights	Bill Nikolouzakis	Nil consideration	N/A	A performance incentive for the Company's Chief Executive Officer. No consideration was provided for the issue of the class A performance rights.
24 August 2018	30,000,000 class B performance rights	Bill Nikolouzakis	Nil consideration	N/A	A performance incentive for the Company's Chief Executive Officer. No consideration was provided for the issue of the class B performance

					rights.
27 September 2018	26,884,539 ordinary shares	Domain Property Management Pty Ltd	Deemed issue price of \$0.0034 per share	No discount to the closing price of \$0.003	Non-cash initial consideration for the acquisition of a rent roll consisting of 54 properties in New South Wales. As at 3 October 2018 the value of the shares issued as initial consideration of the rent roll is \$80,653.62.

\*Please note that of the 242,000,000 ordinary shares, 59,095,689 ordinary shares were issued under the Company's placement capacity under Listing Rule 7.1 and the remainder 182,904,311 ordinary shares were issued under Listing Rule 7.1A. For the purposes of ratification of securities under Listing Rule 7.4, the Company seeks ratification of 59,095,689 ordinary shares issued pursuant to Listing Rule 7.1 under Resolution 7B.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

#### **Board recommendation**

The Board recommends that shareholders vote **in favour** of Item 6.

### **Items 7A, 7B, 7C, 7D and 7E – ratification of prior issue of equity securities**

#### **Background to the issue of the January Securities**

20,000,000 unlisted options were issued to Vesparum Capital Pty Ltd as partial consideration for the provision of advisory services.

#### **Background to the issue of the April Shares**

59,095,689 ordinary shares in the capital of the Company were issued as part of the placement undertaken by the Company to fund working capital, potential acquisitions and the repayment of a loan (please refer to the Company's ASX Announcement on 26 March 2018 for more information).

#### **Background to the issue of the April Options**

60,500,000 unlisted options were issued as part of the placement undertaken by the Company to fund working capital, potential acquisitions and the repayment of a loan (please refer to the Company's ASX Announcement on 26 March 2018 for more information).

#### **Background to the issue of the June Securities**

41,666,666 ordinary shares in the capital of the Company were issued as deferred consideration for the acquisition of assets purchased from Indo-Pacific Property (please refer to the Company's ASX announcement on 22 August 2017).

#### **Background to the issue of the September Securities**

26,884,539 ordinary shares in the capital of the Company were issued as initial consideration under the asset sale agreement dated 17 July 2018 in relation to the acquisition of a rent roll with 54 properties situated in New South Wales (please refer to the Company's ASX announcements on 26 March 2018 and 28 September 2018 for more information).

#### **Background to these resolutions**

The following resolutions propose that Shareholders of the Company approve and ratify the issue and allotment of:

- (a) 20,000,000 options issued on 16 January 2018 (**January Securities**) pursuant to Resolution 7A;
- (b) 59,095,689 ordinary shares issued on 4 April 2018 (**April Shares**) pursuant to Resolution 7B;
- (c) 60,500,000 options issued on 4 April 2018 (**April Options**) pursuant to Resolution 7C;

- (d) 41,666,666 ordinary shares issued on 27 June 2018 (**June Securities**) pursuant to Resolution 7D; and
- (e) 26,884,539 ordinary shares issued on 27 September 2018 (**September Securities**) pursuant to Resolution 7E.

All of the January Securities, April Shares, April Options, June Securities and September Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company. Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of approval of Resolutions 7A, 7B, 7C, 7D and 7E is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 instead of having to wait 12 months after the issue.

### **Information required by ASX Listing Rule 7.5**

The following information in relation to the January Securities, April Shares, April Options, June Securities and September Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued the following Securities:
  - 20,000,000 unlisted options (**January Securities**);
  - 59,095,689 ordinary shares (**April Shares**);
  - 60,500,000 unlisted options (**April Options**);
  - 41,666,666 ordinary shares (**June Securities**); and
  - 26,884,539 ordinary shares (**September Securities**).
- (b) The issue price for the Securities was as follows:
  - the unlisted options comprised in the January Securities were issued for nil consideration;
  - the ordinary shares comprised in the April Shares were issued at \$0.005 per share;
  - the unlisted options comprised in the April Options were issued for nil consideration;
  - the ordinary shares comprised in the June Securities were issued at a deemed issue price of \$0.003 per share; and
  - the ordinary shares comprised in the September Securities were issued at a deemed issue price of \$0.0034 per share.
- (c) The terms of issue of the Securities were as follows:
  - the ordinary shares comprised in the April Shares, June Securities and September Securities were issued on the same terms as the Company's existing fully paid ordinary shares;
  - the unlisted options comprised in the January Securities were options for the issue of new ordinary shares with an exercise price of \$0.01 per option exercisable within 12 months of the date of issue; and
  - the unlisted options comprised in the April Options were options for the issue of new ordinary shares with an exercise price of \$0.02 per option expiring on the date that is 2 weeks after the date on which the Company issues its FY20 full year results.
- (d) The securities were issued to the following persons:
  - the unlisted options comprised in the January Securities were issued to Vesparum Capital Pty Ltd;
  - the ordinary shares comprised in the April Shares were issued to professional and sophisticated investors, including existing shareholders and the Company's management;



- the unlisted options comprised in the April Options were issued to professional and sophisticated investors, including existing shareholders and the Company's management;
  - the ordinary shares comprised in the June Securities were issued to McRae Investments Pty Ltd;
  - the ordinary shares comprised in the September Securities were issued to Domain Property Management Pty Ltd.
- (e) The purpose of the issue of the Securities was as follows:
- the unlisted options comprised in the January Securities were issued as partial consideration for the provision of advisory services;
  - funds raised from the issue of the April Shares have been and will be used by the Company for working capital to accelerate revenue growth through the strategic acquisition of assets similar to the Indo-Pacific Property acquisition, property rent rolls and to retire debt owed to the Company's founder without drawing on existing cash reserves;
  - each unlisted option comprised in the April Options were issued for every 4 shares subscribed for under the Company's placement (for more information refer to the ASX announcement dated 26 March 2018);
  - the ordinary shares comprised in the June Securities were issued as deferred consideration for the acquisition of assets purchased from Indo-Pacific Property (please refer to the Company's ASX announcement on 22 August 2017); and
  - the ordinary shares comprised in the September Securities were issued as initial consideration for the acquisition of a rent roll consisting of 54 properties situated in New South Wales (please refer to the Company's ASX announcements on 26 March 2018 and 28 September 2018 for more information).

### **Board recommendations**

The Board recommends that shareholders vote **in favour** of Items 7A, 7B, 7C, 7D and 7E.

### **Item 8 – consolidation of capital**

The Company proposes to consolidate its share capital through the conversion of every 50 ordinary shares in the Company into 1 ordinary share in the Company (**Consolidation**).

Under section 254H of the Corporations Act, a company may consolidate its shares if the Consolidation is approved by an ordinary resolution at a general meeting.

#### **Bondholder approval**

Under the clause 6.1(i) of the Convertible Note Deed Poll a majority of the holders of the Bondholders must approve the Consolidation. The Company currently has 61,111,115 Class B convertible bonds on issue. The Consolidation is subject to the approval of those Bondholders.

If the Consolidation is approved by a majority of Bondholders and Resolution 8 is approved by shareholders, it is anticipated that trading in consolidated shares on a deferred settlement basis will commence on 13 November 2018, with consolidation taking effect from 19 November 2018 (or such other subsequent date as notified by the Company to ASX).

The Company also proposes to consolidate its options, convertible bonds and performance rights on issue on the same basis as the Company's ordinary shares or the terms of those securities will be adjusted, so that the number of ordinary shares to be provided if the share rights vest will reflect the impact of the share consolidation, with the necessary adjustments to be made to any applicable exercise price. The consolidation of the Company's options, convertible bonds and performance rights will be done in accordance with the ASX Listing Rules and relevant documents stipulating the terms of those options, bonds or rights.

#### **Reasons for the Consolidation**

The Company has a very large number of shares on issue (2,152,404,213 shares) due to a number of corporate transactions involving the issue of shares for consideration. The number of shares is disproportionate to the

Company's peers, so the Company proposes to reduce this number by way of the Consolidation. The Consolidation will result in a more appropriate and effective capital structure for the Company.

### Effect of the Consolidation

The effect which the Consolidation will have on the Company's capital structure is set out below (please note any figures post-Consolidation have been rounded up accordingly and figures pre-consolidation are as at the date of this notice):

Pre-Consolidation		Post-Consolidation	
Security terms	Number	Security terms	Number
Fully paid ordinary shares	2,179,288,752	Fully paid ordinary shares	43,585,776
Partly paid ordinary shares	120,000	Partly paid ordinary shares*	2,400
Unlisted options with an exercise price of \$0.01 and an expiry date of 16 January 2019	20,000,000	Unlisted options with an exercise price of \$0.50 and an expiry date of 16 January 2019	400,000
Class B convertible bonds each with a conversion price of \$0.009, maturing on 12 September 2019	61,111,115	Class B convertible bonds each with a conversion price of \$0.45, maturing on 12 September 2019	1,222,222
Unlisted performance rights with a nil exercise price, which vest on 1 July 2017 and expire on 30 September 2019	2,500,000	Unlisted performance rights with a nil exercise price, which vest on 1 July 2017 and expire on 30 September 2019	50,000
Unlisted performance rights with a nil exercise price, which vest on 1 July 2018 and expire on 30 September 2019	2,500,000	Unlisted performance rights with a nil exercise price, which vest on 1 July 2017 and expire on 30 September 2019	50,000
Unlisted performance rights with a nil exercise price, which vest on 1 July 2019 and expire on 30 September 2019	2,500,000	Unlisted performance rights with a nil exercise price, which vest on 1 July 2017 and expire on 30 September 2019	50,000
Unlisted options with an exercise price of \$0.02, with an expiry date that is two weeks after the Company releases its FY20 full year results.	60,500,000	Unlisted options with an exercise price of \$1.00, with an expiry date that is two weeks after the Company releases its FY20 full year results.	1,210,000
Class A performance rights, each with a nil exercise price, which will vest after 30 June 2019 (subject to satisfying key performance metrics) and expire on 31 December 2020	30,000,000	Class A performance rights, each with a nil exercise price, which will vest after 30 June 2019 (subject to satisfying key performance metrics) and expire on 31 December 2020	600,000
Class B performance rights, each with a nil exercise price, which will vest after 30 June 2020 (subject to satisfying key performance metrics) and expire on 31 December 2020	30,000,000	Class B performance rights, each with a nil exercise price, which will vest after 30 June 2020 (subject to satisfying key performance metrics) and expire on 31 December 2020	600,000

\*For any shareholders with partly paid shares, in accordance with ASX Listing Rule 7.24.2 the Consolidation will not involve a reduction of the total amount payable and unpaid by the relevant shareholder.

### Rounding

Where the Consolidation results in an entitlement to a fraction of a share, option, convertible bond or performance right, the fraction will be rounded up to the nearest whole number of shares, options, convertible bonds or performance rights (as the case may be).

### **Tax implications for shareholders of the Company**

Shareholders are encouraged to seek and rely on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising shareholders about the tax consequences for them from the proposed Consolidation.

### **Holding statements**

From that date two Business Days after the Consolidation is approved by shareholders, all holding statements for securities will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for securities to be issued to holders of those securities.

It is the responsibility of each shareholder to check the number of securities held prior to disposal or exercise (as the case may be).

### **Indicative timetable**

If approved by a majority of Bondholders and Shareholders, the proposed Consolidation will take effect on 19 November 2018 (or such other subsequent date that is notified to ASX by the Company). The following is an indicative timetable (subject to change) of the key events.

<b>Action</b>	<b>Date</b>
Company announces the Consolidation and sends out Notice of Meeting.	10 October 2018
AGM and announcement confirming approval of the Consolidation.	9 November 2018
Last day for pre-Consolidation trading.	12 November 2018
Post-Consolidation trading starts on a deferred settlement basis.	13 November 2018
Record date.	14 November 2018
The Company to send notice to each holder of the change in their details of holdings.	15 November 2018
Trading of Consolidated shares on a normal settlement basis commences. Deferred settlement market ends.	19 November 2018

### **Board recommendation**

The Board recommends that shareholders vote **in favour** of this Item.

### **Enquiries**

Shareholders are asked to contact Ms Aliceson Rourke, Company Secretary, on 1300 123 463 if they have any queries in respect of the matters set out in these documents.

## Glossary

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**AGM** means Annual General Meeting.

**Annual Report** means the 2018 Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with ASX on 3 September 2018.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX Listing Rules** means the official listing rules of the financial market operated by ASX Limited.

**Board** means the current board of Directors of the Company.

**Bondholders** means the holders of convertible bonds issued to investors under the Company's ASX capital raising announcement dated 16 September 2016 pursuant to the terms of the Convertible Note Deed Poll dated on or about this same date, as amended.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX Limited ACN 008 624 691 declares is not a business day.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.


**Corporations Act** means *Corporations Act 2001* (Cth).

**Director** means a current director of the Company.

**KMP** means key management personnel of the Company

**Meeting** means the annual general meeting convened by this notice of meeting.

**Remuneration Report** means the Remuneration Report a copy of which is included in the Annual Report.

**LODGE YOUR VOTE** **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) **BY MAIL**  
iBuyNew Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia **BY FAX**  
02 9287 0309 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138 **ALL ENQUIRIES TO**  
Telephone: + 61 1300 554 474**LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00 (Sydney Time) on Wednesday, 7 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

**HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

**APPOINTMENT OF PROXY**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

**DEFAULT TO CHAIRMAN OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

**VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

**SIGNING INSTRUCTIONS**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

**CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X9999999999

## PROXY FORM

I/We being a member(s) of iBuyNew Group Limited and entitled to attend and vote hereby appoint:

STEP 1

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Friday, 9 November 2018 at Level 1, 50 Berry Street, North Sydney NSW 2060 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

STEP 2

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7D Ratification of issue of June Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Kar Wing (Calvin) Ng as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7E Ratification of issue of September Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Warren McCarthy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Stephen Quantrill as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of future issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7A Ratification of issue of January Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7B Ratification of issue of April Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7C Ratification of issue of April Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IBN PRX1801D

