

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEDT on Monday 26 November 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/idzagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director, who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEDT on Monday 26 November 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/idzagm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Indoor Skydive Australia Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **iFly Downunder, 123 Mulgoa Road, Penrith on Wednesday 28 November 2018 at 10:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 5 and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 5 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolutions 5 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Election of Jon Brett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of James Spenceley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Simon Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Options to Birkdale Holdings (QLD) Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of the previous issue of Promissory Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018

Notice of 2018 Annual General Meeting

Indoor Skydive Australia Group Limited

ACN 154 103 607



Notice of 2018 Annual General Meeting

NOTICE is given that the 2018 Annual General Meeting of shareholders of Indoor Skydive Australia Group Limited (ISA Group or the Company) will be held at iFly Downunder, 123 Mulgoa Road, Penrith on Wednesday 28 November 2018 at 10.00 am (Sydney time).

AGENDA

A. Reports and Accounts

To receive and consider the Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2018.

Unless the Company's Share Registry has been notified otherwise, shareholders **will not** be sent a hard copy of the annual report. All shareholders can view the annual report, which contains the financial report for the year ended 30 June 2018 on the Company's website, www.indoorskydive.com.au.

B. Questions and Comments

Following the consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) The conduct of the audit;
- (b) The preparation and content of the independent audit report;
- (c) The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) The independence of the auditor in relation to the conduct of the audit.

The Chairman will also give the auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the independent audit report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the auditor at the AGM will be made available as soon as practical after the AGM.

C. Items for Approval

1. Election of Jon Brett

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

"That Jon Brett, who retires in accordance with clause 11.4(b) of the Company's Constitution and Listing Rule 14.4, and having offered himself for election and being eligible, is hereby elected as a Director of the Company."

2. Election of James Spenceley

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

"That James Spenceley, who retires in accordance with clause 11.4(b) of the Company's Constitution and Listing Rule 14.4, and having offered himself for election and being eligible, is hereby elected as a Director of the Company."

Notice of 2018 Annual General Meeting

3. Election of Simon Ward

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

“That Simon Ward, who retires in accordance with clause 11.4(b) of the Company’s Constitution and Listing Rule 14.4, and having offered himself for election and being eligible, is hereby elected as a Director of the Company.”

4. Appointment of Auditor

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

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Felser Chartered Accountants trading as Accru Felsers having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Indoor Skydive Australia Group Limited.”

5. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an advisory resolution of the Company:

“That, the Remuneration Report of the Company for the financial year ended 30 June 2018 is adopted.”

In accordance with section 250R of the Corporations Act 2001 (Cth) (Corporations Act), the vote on this resolution will be advisory only.

6. Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A (Special Resolution)

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the issue of securities in the Company of 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, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum, be and is hereby approved.”

7. Issue of Options to Birkdale Holdings (QLD) Pty Ltd

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

“That, for the purposes of ASX Listing Rules 10.11 and for all other purposes, approval is given for the issue of 6,000,000 Options to Birkdale Holdings (QLD) Pty Ltd as trustee for the Baxter Family Trust, on the terms and conditions set out in the Explanatory Statement.”

8. Ratification of the previous issue of Promissory Note

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, entry into Promissory Note No.R-1 is ratified and approval is given for the issue of shares on conversion of the loan amount under the Promissory Note, to SkyVenture International Ltd on the terms and Conditions set out in the Explanatory Statement.”

Notice of 2018 Annual General Meeting

VOTING EXCLUSION STATEMENT

Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- Jon Brett; or
- An associate of Jon Brett.

However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- James Spenceley; or
- An associate of James Spenceley.

However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- Simon Ward; or
- An associate of Simon Ward.

However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

Resolution 5

The Corporations Act restricts the Key Management Personnel (**KMP**) of the Company and their closely related parties from voting on Resolution 5. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. The KMP of the Company are set out in the Remuneration Report.

The Company will disregard any votes cast on Resolution 5:

- by or on behalf of a KMP named in the Company's Remuneration Report or their closely related parties (regardless of the capacity in which the votes are cast), or

Notice of 2018 Annual General Meeting

- as proxy by a person who is a KMP on the date of the AGM or their closely related parties.

However, the company need not disregard a vote on Resolution 5 if the vote is cast by a person as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the person chairing the meeting, in accordance with an express authorisation in the proxy forms to exercise the proxy even though the resolution is connected with the remuneration of the Company's KMP.

Resolution 6

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the company); or
- an associate of that person (or those persons); or
- might obtain a benefit if this Resolution is passed, except a benefit solely in their capacity as a shareholder if the resolution is passed.

However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

Important Note: The proposed allottees of any placement pursuant to resolution 6 are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case here), shareholders must consider the resolution on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Resolution 7

The Company will, in accordance with ASX Listing Rules 10.10 and 14.11, disregard any votes cast in favour of Resolution 7 by or on behalf of Birkdale Holdings (QLD) Pty Ltd or its associates. However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

Notice of 2018 Annual General Meeting

Resolution 8

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in favour of Resolution 8 by or on behalf of SkyVenture International Ltd and its associates.

However, the Company need not disregard a vote cast on the resolution 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 person chairing the meeting 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.

By order of the Board



Saleshe Nischal
Company Secretary
Date: 19 October 2018

Notes

These notes form part of the Notice of Meeting.

Venue

A meeting of the shareholders of Indoor Skydive Australia Group Limited will be held at 10.00am (Sydney time) on Wednesday 28 November 2018 at:

*iFLY Downunder
123 Mulgoa Road
Penrith NSW 2750*

Background information

To assist you in deciding how to vote on the above resolutions, background information to the resolutions are set out in the Explanatory Memorandum forming part of the Notice of Meeting.

Entitlement to Attend and Vote

In accordance with Reg 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at 7 pm (Sydney Time) on 26 November 2018 will be entitled to attend and vote at the AGM as a shareholder. This means that if you are not the registered holder of a share in the Company at that time you are not entitled to attend or vote at the AGM.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

You may vote by attending the meeting in person, by proxy or by an authorised representative. You may also vote online at www.votingonline.com.au/idzagm2018.

Voting In Person

To vote in person, attend the meeting on Wednesday 28 November 2018 at the venue above. The meeting will commence at 10.00am (Sydney time). Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting By Proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at the meeting. The person appointed as the Shareholder's proxy may be an individual or a body corporate and is not required to be a shareholder. The appointment may specify the proportion or number of votes that the proxy may exercise. If a Shareholder is entitled to cast 2 or more votes at the meeting, the Shareholder may appoint 2 proxies and may specify the proportion or number of votes each proxy may exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise half the votes.

Where two proxies are appointed a separate form should be used for each. Shareholders are requested to show on the form a specified proportion of the Shareholder's voting rights which the proxy may exercise.

A shareholder who is entitled to vote on a resolution may direct their proxy how to vote on the resolution by following the instructions on the proxy form that accompanies this Notice of Meeting. A proxy may decide whether or not to vote on any proposed resolution, except where required by law or the Company's Constitution to vote. If the shareholder appointing the proxy:

- Directs the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution only in the way directed or

Notes

- Does not direct the proxy how to vote on a proposed resolution, then the proxy may vote on that resolution as the proxy thinks fit, subject to any voting exclusion that apply to the proxy.

If a shareholder appoints the Chairman of the AGM as proxy, or the Chairman is appointed by default, and the Chairman is not directed as to how to vote on an item of business, then, on the vote for that item, the Chairman intends to vote all available proxies for that shareholder in favour of that item of business.

Please note that if the Chairman of the AGM is a shareholder's proxy and the shareholder does not direct him how to vote on Resolution 5 (Remuneration Report), then by signing and returning the proxy form the shareholder will be expressly authorising the Chairman to exercise their proxy on Resolution 5 even though it is connected with the remuneration of the Company's KMP.

If a shareholder does direct the Chairman how to vote on an item of business, the Chairman must vote on a poll in accordance with the direction.

If you wish to vote by proxy, please complete and sign the relevant proxy form enclosed with this Notice of Meeting as soon as possible and either:

- return the proxy form by post to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001; or
- send the proxy form by facsimile to Boardroom Pty Limited on facsimile number +61 2 9290 9655;
- deliver the proxy in person to Boardroom Pty Limited at Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000

so that it is received not later than 10.00am (Sydney time) on Monday 26 November 2018.

To be valid, the proxy form must be received by Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney, NSW, 2000 or GPO Box 3993, Sydney, NSW 2001, sent to fax (+61) (2) 9290 9655, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Proxies received after that time will not be effective.

Your proxy form is enclosed

Corporate Representative

A body corporate that is a shareholder, or that has been appointed as a proxy of a shareholder, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including the authority under which the appointment is signed, unless that evidence has been previously given to the Company. Certificates of appointment or corporate representatives are available on request by contacting Boardroom Pty Limited.

Questions from Shareholders

If you wish to put a question to the Chairman of the AGM or auditor you may submit the question to the registry prior to the meeting. Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice of Meeting and the attached Explanatory Memorandum. Questions that are relevant to:

- the contents of the auditor's report; or
- the conduct of the audit of the Company's financial report,

may be addressed to the Company's auditor.

To assist the Company and the auditor of the Company to collate and respond to any questions, questions must be received no later than 12.00 Noon (Sydney time) on Wednesday 21 November 2018. To submit a question:

By mail: Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001

By Facsimile: (within Australia) (02) 9290 9655

Notes

In person at the Registry:

Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney, NSW, 2000

Explanatory Memorandum

Please refer to the Explanatory Memorandum attached to this Notice of Meeting for further details in relation to the items of business set out in this Notice. The purpose of the Explanatory Memorandum is to provide shareholders with information that is reasonably required to decide how to vote upon the resolutions. The Directors recommend that shareholders read the Explanatory Memorandum before determining whether to not to support the resolutions.

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting.

Financial and Statutory Reports

The financial report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2018 will be laid before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a vote of shareholders on these reports.

The Company's 2018 Annual Report (which includes the Directors', Auditors' and financial reports) is available on the Company's website, www.indoorskydive.com.au.

Resolution 1: Election of Jon Brett

Jon Brett retires pursuant to the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election as a Director. The Company's Constitution provides that any director who is appointed during the year must retire at the next AGM after their appointment. Directors required to retire under this rule are eligible to stand for election at the AGM.

Jon Brett has extensive experience in the areas of management, operations, finance and corporate advisory. Jon was an executive director of Investec Wentworth Private Equity. Jon has served as the managing director of a number of publicly listed companies, including Techway Limited which pioneered internet banking in Australia. Jon is an experienced non-executive director and served as a non-executive director on Vocus Group Limited and was an integral part in helping Vocus grow from a small cap ASX company to an ASX 100 company. He served as the non-executive deputy president of the National Roads and Motoring Association and has been Chairman of the Audit & Risk Committees for a number of different ASX listed companies.

In the last three years Jon has been a director of Vocus Group Limited, Godfreys Limited and The PAS Group Limited.

Jon is highly qualified and has a B.Acc, B.Com, M. Com CA(SA).

The Directors, with Mr Brett abstaining, unanimously recommend that shareholders vote in favour of this resolution.

Explanatory Memorandum

Resolution 2: Election of James Spenceley

James Spenceley retires pursuant to the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election as a Director. The Company's Constitution provides that any director who is appointed during the year must retire at the next AGM after their appointment. Directors required to retire under this rule are eligible to stand for election at the AGM.

James Spenceley is an experienced entrepreneur, company director and CEO with a track record of organic and acquisition related value creation. He is the founder and former CEO of Vocus Communications, an ASX100 business and now Australia's 4th largest telecommunications company. James is the Chairman of Airtasker and former owner of the Illawarra Hawks basketball team. He is co-founder and CEO of MHOR asset management, an Australian small capital investment fund, and twice been recognised as an EY Entrepreneur of the Year award winner.

James is currently Chairman of Silver Heritage Group Limited and Chairman of AirTasker. In the last three years James was an executive director of Vocus Group Limited.

The Directors, with Mr Spenceley abstaining, unanimously recommend that shareholders vote in favour of this resolution.

Resolution 3: Election of Simon Ward

Simon Ward retires pursuant to the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for election as a Director. The Company's Constitution provides that any director who is appointed during the year must retire at the next AGM after their appointment. Directors required to retire under this rule are eligible to stand for election at the AGM.

As International President of iFLY and a director of SkyVenture International Limited, Simon Ward has a detailed understanding of the developments and innovation occurring in the manufacture of vertical wind tunnels. Simon founded the indoor skydiving industry in the United Kingdom and brings over 13 years experience in the operation of indoor skydiving facilities. He is a senior member of the SkyVenture and iFLY leadership team and works with franchisees worldwide to drive the performance of indoor skydiving facilities.

The Directors, with Mr Ward abstaining, unanimously recommend that shareholders vote in favour of this resolution.

Resolution 4: Appointment of Auditor

Resolution 4 seeks shareholder approval for the appointment of Felsers, Chartered Accountants trading as Accru Felsers (**Accru Felsers**) as the auditor of the Company.

Accru Felsers were appointed auditor of the Company on 13 June 2018 following market testing to generate cost savings. In accordance with section 327C of the Corporations Act, Accru Felsers holds office until the next annual general meeting at which time shareholder approval of the auditor is required.

In accordance with section 328B of the Corporations Act which requires a member of the Company to nominate the auditor, Australian Indoor Skydiving Pty Ltd, a company associated with Danny Hogan, has nominated Accru Felsers. A copy of the nomination of Accru Felsers is included in this notice of meeting as Schedule 1 as required by the Corporations Act.

Accru Felsers has given its consent to act as the Company's auditor and has not withdrawn that consent.

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Resolution 5: Adoption of Remuneration Report

Listed companies, such as Indoor Skydive Australia Group Limited, are required to provide detailed disclosures of director and senior executive remuneration in the Remuneration Report which forms part of Directors Report. Section 250R(2) of the Corporations Act 2001 requires shareholders to vote on an advisory resolution that the Remuneration Report be adopted. The Remuneration Report is set out in the Directors Report of the 2018 Annual Report.

Explanatory Memorandum

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out the remuneration details for each director and the most highly remunerated senior executives of the Company;
- Details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

The Chairman will give shareholders a reasonable opportunity to ask questions or make comments on the report.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. The Directors will take into account the discussions on this item, and the outcome of the vote when considering the future remuneration arrangements of the Company.

Resolution 6: Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A (Special Resolution)

Why shareholder approval is being sought?

The Company requests approval to utilise Listing Rule 7.1A so that it has the flexibility to act on opportunities as and when they arise. Approval under Listing Rule 7.1A does not create an obligation on the Company to issue shares under the rule, rather it gives the Company the option to do so.

ASX Listing Rule 7.1A allows eligible companies to issue an additional 10% of the issued capital of the Company over a 12 month period provided that prior approval is received from shareholders at the Annual General Meeting. This issue is in addition to the ability to issue 15% of the Company's issued capital under Listing Rule 7.1.

The Company is seeking approval to give it flexibility rather than in relation to a specific contract or opportunity. Approval under Listing Rule 7.1A was granted by shareholders at the 2013, 2014, 2015, 2016 and 2017 Annual General Meetings and has only been utilised once in this time.

General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity and is seeking shareholder approval to give the Company the flexibility offered by ASX Listing Rule 7.1A.

The Company is now seeking shareholder approval by way of a special resolution. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

The Company may use funds raised from any placement under this 10% Placement Facility to act on opportunities to build, invest in, operate or manage additional indoor skydiving facilities and for general working capital requirements. The flexibility the 10% Placement Facility provides will enable the Company to take advantage of opportunities as they arise and to deliver shareholder value.

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this resolution.

Explanatory Memorandum

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, ordinary shares.

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue 12 months before the date of the issue or agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX 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 holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice, the Company has on issue 136,696,514 shares and therefore has the capacity to issue a maximum of:

- 18,477,576 Equity Securities under ASX Listing Rule 7.1; and
- Subject to Shareholder approval being granted under Special Resolution, 12,318,384 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

Minimum Issue Price

Any equity securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and the issue price of each such security must be no less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

Explanatory Memorandum

- (a) The date on which the price at which the securities are to be issued is agreed; or
- (b) If the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - 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 Trading Days of the date above, the date on which the Equity Securities are issued.
- If Resolution 6 is approved by shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:
 - the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the approval under Listing Rule 7.1A; and
 - the Equity Securities may be issued at a price that is at a discount 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 of the Equity Securities.

The table below shows the dilution of existing shareholders on the basis of the current issued shares and the current market price of shares calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not

Explanatory Memorandum

require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and

- two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		<i>\$0.048</i> <i>50% decrease in deemed price</i>	<i>\$0.095</i> <i>Deemed price</i>	<i>\$0.143</i> <i>100% increase in deemed price</i>
Current Variable A 136,696,514 shares	10% Voting Dilution	13,669,651 shares	13,669,651 shares	13,669,651 shares
	Funds raised	\$656,143	\$1,298,617	\$1,954,760
50% increase in Variable A 205,044,771 shares	10% Voting Dilution	20,504,477 shares	20,504,477 shares	20,504,477 shares
	Funds raised	\$984,215	\$1,947,925	\$2,932,140
100% increase in Variable A 273,393,028 shares	10% Voting Dilution	27,339,303 shares	27,339,303 shares	27,339,303 shares
	Funds raised	\$1,312,286	\$2,597,234	\$3,909,520

The table has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- The price of ordinary securities is deemed for the purposes of the table above to be \$0.095, being the closing price of the Company's listed securities on ASX on 2 October 2018 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;
- The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.
- The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the

Explanatory Memorandum

event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

- The Company may seek to issue the Equity Securities for the following purposes:
 - non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - cash consideration. In such circumstances, the Company intends to use the funds raised towards the Company's rapid expansion and/or general working capital, or if applicable, towards the acquisition of new assets (such as indoor skydiving technology) or investments (including expenses associated with such acquisition).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- The Company has obtained Shareholder approval under ASX Listing Rule 7.1A at each Annual General Meeting since 2013. The Company issued securities under ASX Listing Rule 7.1A in accordance with the 2013 approval only.

In the last 12 months the Company has not made any issues of fully paid ordinary shares. However the Company has:

- Agreed, subject to shareholder approval to issue 6,000,000 options to Birkdale Holdings (QLD) Pty Ltd as trustee for the Baxter Family Trust. This is the subject of resolution 7.
 - Entered into a promissory note pursuant to which, for so long as ISA Group is listed, up to US\$1,619,219.99 of the loan amount may be converted into ISA Group fully paid ordinary shares at a conversion price of US\$0.079. The maximum number of shares that may be issued on conversion is 20,496,455. Approval of the issue of the promissory note and the subsequent issue of shares on conversion is the subject of resolution 8.
- A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Explanatory Memorandum

Resolution 7: Issue of Options to Birkdale Holdings (QLD) Pty Ltd

On 19 June 2018 the Company agreed, subject to obtaining Shareholder approval, to issue a total of 6,000,000 Options (**Options**) to Birkdale Holdings (QLD) Pty Ltd as trustee for the Baxter Family Trust (**Birkdale**). Resolution 7 seeks approval to issue the Options pursuant to Listing Rule 10.11.

The agreement to issue the Options formed part of the arm's length agreements pursuant to which Birkdale provided a \$3,000,000 loan facility to the Company. The key terms and conditions of the Options are:

- (a) Each Option shall entitle the holder the right to subscribe for one (1) fully paid ordinary share in the capital of the Company (**Share**).
- (b) Each Option is exercisable at an exercise price of \$0.25 (**Exercise Price**).
- (c) Each Option will expire 24 months from the date of issue (**Option Expiry Date**). Each Option may be exercised at any time prior to 5.00pm AEST on the Option Expiry Date and any Option not so exercised shall automatically expire on the Option Expiry Date.
- (d) The Options are exercisable at any time on and from the date the Options are issued up to and including the Option Expiry Date.
- (e) Each Share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all aspects pari passu with the existing ordinary fully paid shares in the capital of the Company on issue at the date of allotment.
- (f) A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meetings of the members of the Company unless they are members of the Company.
- (g) In the event of a reorganisation (including a bonus issue, rights issue, share split, consolidation, reorganisation, recapitalisation, reclassification or similar event) which affects the Company prior to the exercise of the Options, the number of Options and the exercise price of the Options must be adjusted to comply with the ASX listing rules applying at the time of the reorganisation of capital. In all other respects the terms of the exercise of Options shall remain unchanged.
- (h) Options can only be transferred with the prior written consent of the Company (which consent may be withheld in the Company's sole discretion).
- (i) The Options are registered as unquoted securities on issue and the Option Holder cannot participate in new shares without exercising the option.

ASX Listing Rule 10.11 provides that a company must not issue equity securities to a related party of the company without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX's opinion, such that approval should be obtained. Further, ASX Listing Rule 7.2 (Exception 14) states that approval pursuant to ASX Listing Rule 7.1 is not required if shareholder approval is obtained under ASX Listing Rule 10.11.

Birkdale are a related party of the Company within the definition specified in ASX Listing Rule 19.12. Accordingly, Shareholder approval is sought under ASX Listing Rule 10.14 to permit the issue of 6,000,000 Options to Birkdale (and/or their nominees) as related parties of the Company on the terms set out in this Explanatory Statement and Schedule 2.

The issue of the Options under Resolution 7 will not affect the capacity of the Company to issue securities in the next 12 months under ASX Listing Rule 7.1, as those Options (once issued) will be excluded from the calculations under ASX Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to shareholders in relation to Resolution 7:

Explanatory Memorandum

- The Options will be issued to Birkdale Holdings (QLD) Pty Ltd as trustee for the Baxter Family Trust. Birkdale is a related party of the Company as Steve Baxter is a common director of Birkdale and the Company.
- the maximum number of Options to be granted to Birkdale is 6,000,000.
- The Options have not yet been issued but will be issued on a date which will be no later than one month after the date of the meeting.
- The Options are issued as part of an agreement to provide a loan facility to the Company. Options are issued for nil consideration. The Options have an exercise price of \$0.25. The key terms of the Options are set out above.
- A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.
- Funds raised on the exercise of the Options will be used to pay down debt.

The Directors, with Mr Baxter abstaining, recommend that shareholders vote in favour of resolution 7.

Resolution 8: Ratification of previous issue of Promissory Note

Resolution 8 seeks shareholder ratification of Promissory Note No. R-1 and approval to issue up to 20,496,455 shares for a conversion price of US\$0.079 on conversion of loan amounts outstanding under the Promissory Note. As announced on 25 September 2018, the Company entered into promissory notes with SkyVenture International Ltd to fund the settlement of the dispute with SkyVenture International Ltd.

Shareholder approval under ASX Listing Rule 7.1 was not required for the Company to enter into the Promissory Note. The Company confirms that it was not in breach of ASX Listing Rule 7.1 at the time of the agreement. However, the Company is now seeking that the entry into the Promissory Note be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1, pursuant to ASX Listing Rule 7.4.

If Shareholder approval is obtained under Resolution 8, the entry into the Promissory Note and the issue of shares on conversion of outstanding loan amounts under the Promissory Note will be excluded from the calculation of the 15% limit under ASX Listing Rule 7.1. This will provide the Company with flexibility during the next 12-month period to issue further equity without seeking further shareholder approval. The following information is required by ASX Listing Rule 7.5 for the purposes of Shareholder approval under Listing Rule 7.4:

- Promissory Note No. R-1 comprises a loan agreement for US\$1,619,219.99 from SkyVenture International Ltd entered into on 24 September 2018.
- The outstanding loan amount under the Promissory Note may be converted to ISA Group ordinary shares with a conversion price of US\$0.079. The maximum number of shares that may be issued on conversion is 20,496,455. Conversion may occur at SkyVenture's discretion during the period 60 days after 24 September 2018 and 24 September 2020.
- Shares issued on the conversion of the outstanding loan amount will have the same terms and rank equally in all respects with existing shares in the Company and will be quoted on the ASX.
- Shares issued on conversion will be issued to SkyVenture International Ltd.
- No Funds will be raised by the issue of the shares on conversion as the loan amount is reduced by the amount of the outstanding loan converted. The loan under the Promissory Note was used to settle the Company's obligations under the settlement of its dispute with SkyVenture International Limited.
- A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates.

The Directors recommend approval of Resolution 8.

Schedule 1 – Nomination of Auditor

Danny Hogan MG

Australian Indoor Skydiving Pty Ltd

30 August 2018

The Board of Directors
Indoor Skydive Australia Group Limited
Suite 202, Level 2
201 Miller Street
North Sydney NSW 2060

Dear Sirs

Nomination of Accru Felsers as Auditor of Indoor Skydive Australia Group Limited

Australian Indoor Skydiving Pty Ltd, being a shareholder of Indoor Skydive Australia Group Limited, hereby nominates Accru Felsers Level 6, 1 Chifley Square NSW 2000 for the appointment as auditor of Indoor Skydive Australia Group Limited ACN 154 103 607 at its 2018 Annual General Meeting.

I consent to the distribution of a copy of this nomination as an annexure to the Notice of Annual General Meeting of Indoor Skydive Australia Group Limited as required by section 328B(3) of the *Corporations Act 2001 (Cth)*.

Yours faithfully



Danny Hogan

Director
Australian Indoor Skydiving Pty Ltd

POST

L2 201 Miller Street North Sydney 2060

PHONE

+61 2 9325 5900

WEB

dhogan@indoorskydive.com.au