



WISR LIMITED
ACN 004 661 205

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Wisr Limited (**Company**) will be held at the offices of Wisr Limited, Level 8, 58 Pitt Street, Sydney NSW 2000 on 10 May 2019 at 2 p.m. (AEST) (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this notice.

BUSINESS OF THE MEETING

Resolution 1: Ratification and approval of the issue of Shares under Tranche 1 of Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders approve the prior allotment and issue of 82,159,468 fully paid ordinary shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Resolution 2: Approval of the issue of Shares under Tranche 2 of Placement

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders approve the allotment and issue of 93,173,320 fully paid ordinary Shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Resolution 3: Approval of the issue of Shares to Mr Craig Swanger

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders approve the allotment and issue of 1,470,589 fully paid ordinary Shares to Mr Craig Swanger on the terms and conditions set out in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

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 of the Company as at 7 p.m. (AEST) on 8 May 2019 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Extraordinary General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Proxy Voting by the Chairman

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 2 p.m. (AEST) on 8 May 2019 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Computershare Investor Services Pty Limited using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;

- (ii) By fax to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (iii) Online via the Company's Share Registry website at www.investorvote.com.au. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Vanessa Chidrawi
Company Secretary
8 April 2019

Explanatory Notes

ITEMS 1, 2 AND 3

On 28 March 2019, the Company announced that it had completed an allotment of new placement shares of 134,767,857 Shares at an issue price of \$0.068 per Share to raise \$9,164,214 (**Placement Shares**) with the right to accept subscriptions of up to a further 93,173,320 Shares at \$0.068, to raise up to a further \$6,335,786 from professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, subject to receiving shareholder approval (**Placement**).

The Placement Shares are to be issued in two tranches as follows:

- (a) Tranche 1 – Pursuant to ASX Listing Rules 7.1 and 7.1A, 134,767,857 fully paid ordinary shares were issued at \$0.068 per Share on 28 March 2019; and
- (b) Tranche 2 – Under ASX Listing Rule 7.1, approval is sought from the Meeting for the issue of 93,173,320 fully paid ordinary shares at \$0.068 per share.

Items 1 to 3 relate to the approval or ratification and approval for the issue of Shares pursuant to the Placement.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX 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 purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for item 1 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

The effect of Shareholders approving the Resolutions proposed by Item 1 is that the Company will have the flexibility to issue further equity securities up to the 15% limit.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to any of the following persons without shareholder approval:

- a related party; or
- a person whose relationship with the company or a related party is, in ASX's opinion, such that approval should be obtained.

Mr Craig Swanger, by virtue of being a director of the Company, is a related party of the Company for the purposes of ASX Listing Rule 10.11.

ITEM 1 – Ratification and approval of the issue of Shares under Tranche 1 of the Placement

Resolution 1 seeks Shareholder ratification for the prior allotment and issue by the Company of 82,159,468 fully paid ordinary shares in the Company (**Tranche 1**), pursuant to the Placement. The shares were issued at \$0.068 per share on 28 March 2019, as part of the Placement conducted to raise funds to be utilised as working capital, improve balance sheet robustness and fund business development. Details of the Placement and proposed use of funds raised were provided to ASX on 28 March 2019.

Shares issued as Tranche 1 were issued in accordance with ASX Listing Rule 7.1. If Resolution 1 is approved, the Company's 15% placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting.

Specific Disclosure of Information – Resolution 1

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Resolution 1:

- (a) the total number of Tranche 1 shares issued by the Company in accordance with Listing Rule 7.1 was 82,159,468 fully paid ordinary shares;
- (b) the Shares were issued at a price of \$0.068 per Share;
- (c) the Shares were issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act;
- (d) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue;
- (e) the funds raised by the issue of the Shares were to be utilised as working capital and fund business development; and
- (f) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the Placement and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

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

ITEM 2 - Approval of the issue of Shares under Tranche 2 of Placement

Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 93,173,320 Shares by the Company to fulfil Tranche 2 of the Placement.

Specific Disclosure of Information – Resolution 2

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Resolution 1:

- (g) the number of shares to be issued by the Company to fulfil Tranche 2 of the Placement is 93,173,320 fully paid ordinary shares;
- (h) the Tranche 2 shares will be issued soon after the Meeting if Resolution 2 is approved, and in any event no later than three months after the date of this Meeting;
- (i) the Tranche 2 shares will be issued at a price of \$0.068 per share;
- (j) the Tranche 2 shares will be issued to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act. With the exception of Mr Swanger (as detailed below in Resolution 3), these persons will not be related parties of the Company;
- (k) the Tranche 2 shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (l) the funds raised by the issue of the Tranche 2 shares will be utilised as working capital and to fund business development; and
- (m) a voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who participated in the Placement and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

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

ITEM 3 – Approval of the issue of Shares to Mr Craig Swanger

Resolution 3 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue by the Company of 1,470,589 Shares at \$0.068 per Share to a director of the Company, Mr Craig Swanger, who participated in the Placement.

If approval is obtained under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 for the issue of shares that are the subject of Resolution 3.

Specific Disclosure of Information

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the shares that are the subject of Resolution 3:

- (a) the total number of shares to be issued by the Company to Mr Swanger will be 1,470,589 shares;
- (b) the shares will be issued soon after the Meeting, should Resolution 3 be approved, and in any event no later than one month after the date of this Meeting;
- (c) the shares will be issued at a price of \$0.068 per Share;
- (d) the shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) a voting exclusion statement is included below; and
- (f) \$100,000 will be raised from the issue of the shares and the funds raised will be utilised as working capital and to fund business development.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Craig Swanger and any associate of Mr Swanger. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

The Board, with Mr Craig Swanger abstaining, unanimously recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian Dollars

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Wisr Limited (ACN 004 661 205)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Entitlement Time means 7:00pm (AEST) on 8 May 2019.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Proxy Deadline means 2.00pm (AEST) on 8 May 2019.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in section 50 of the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary Share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.


Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that particular Resolution in the Notice of Meeting.

WZR

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

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 2.00 p.m. (AEST) on Wednesday, 8 May 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

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

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

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Wisr Limited hereby appoint

the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Wisr Limited to be held at the offices of Wisr Limited, Level 8, 58 Pitt Street, Sydney NSW 2000 on Friday, 10 May 2019 at 2.00 p.m. (AEST) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
1 Ratification and approval of the issue of Shares under Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the issue of Shares under Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the issue of Shares to Mr Craig Swanger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

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Computershare