



Credible Labs Inc.
ARBN: 621 866 813
22 4th Street, 8th Floor
San Francisco CA 94013 USA

CREDIBLE LABS INC.
(ASX: CRD)

ASX ANNOUNCEMENT
11 April 2019

NOTICE OF 2019 ANNUAL MEETING

Credible Labs Inc. (ASX: CRD) ("**Credible**" or the "**Company**") is pleased to advise the dispatch of the attached Notice of Annual Meeting and Proxy Statement to security holders of the Company (both holders of common stock and Chess Depositary Interests (**CDIs**)) (together **Shareholders**) for its meeting to be held at 11:00 am Monday, 29 April 2019 (Sydney time) (6:00 pm, Sunday, 28 April 2019 San Francisco time).

A sample CDI Voting Instruction Form is attached with this Notice of Annual Meeting.

FOR MORE INFORMATION, PLEASE CONTACT:

Investors

Richard Chan
investors@credible.com
+1 (415) 570 9488

ASX Representative

Naomi Dolmatoff
Naomi.Dolmatoff@company matters.com.au
+61 2 8280 7355

ABOUT CREDIBLE

Credible (ARBN: 621 866 813) is a U.S. company based in San Francisco which operates a consumer finance marketplace that helps consumers save money and make better financial decisions. Credible has developed a proprietary technology platform that is integrated with credit bureaus and financial institutions. Credible has developed a differentiated and personalized user experience that enables consumers to compare instant, accurate pre-qualified rates from multiple financial institutions for student loans, personal loans and mortgages.

For more information, please visit: www.credible.com

Dear Shareholder,

On behalf of the Directors of Credible Labs Inc. (**Credible**), I am pleased to invite you to attend the 2019 Annual Meeting (**AGM** or **Annual Meeting**) of Credible. Enclosed is the Notice of Annual Meeting setting out the business of the AGM.

Credible's 2019 AGM will be held on Monday, 29 April 2019 commencing at 11.00 am (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (6.00 pm Sunday, 28 April 2019 (San Francisco time)).

The matters to be considered and voted on at the AGM are described in the accompanying Notice of 2019 Annual Meeting of Shareholders (**Notice of Annual Meeting**) and Proxy Statement. Following the formal business of the AGM, the Chairman and Chief Executive Officer will provide Shareholders with an update on our business and answer Shareholder questions.

All Shareholders are invited to attend the AGM in person. Whether or not you expect to attend the AGM, please submit your Proxy Card or CDI Voting Instruction Form as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

Credible will set up a telephone or webcast link to the AGM so that Shareholders can listen to the live meeting, the details of which will be lodged with the ASX prior to the meeting. Whilst Shareholders can listen to the meeting, they will not be able to vote via the webcast, telephone or ask questions via this forum. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question to Company Matters Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff no later than 11.00 am Monday, 22 April 2019 (Sydney time) (6.00 pm Sunday, 21 April 2019 (San Francisco time)).

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Credible and I look forward to your attendance and the opportunity to meet with you.



Credible Labs Inc.
ARBN: 621 866 813
22 4th Street, 8th Floor
San Francisco CA 94013 USA

Yours faithfully,

Ron Suber
Chairman

All capitalised terms used in the Notice of Annual Meeting, Proxy Statement, Proxy Card or CDI Voting Instruction Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report, dated 1 April 2019 (Sydney time) and 31 March 2019 (San Francisco time) .

**NOTICE OF
2019 ANNUAL MEETING OF SHAREHOLDERS**

To be held on
29 April 2019 (Australia)
28 April 2019 (U.S.)

The 2019 Annual Meeting (the “AGM” or the “Annual Meeting”) of Shareholders of Credible Labs Inc. (“Credible” or the “Company”) will be held on Monday, 29 April 2019 at 11.00 am (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (6.00 pm Sunday, 28 April 2019 (San Francisco time)) for the following purposes:

1. Re-Election of Dean Dorrell as a Director

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

“That Dean Dorrell who retires from his position as a Director of the Company in accordance with Section 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors of the Company (the “Board”) recommends that our Shareholders vote “FOR” on this Item 1 except for Dean Dorrell who abstains from making a recommendation on Item 1 due to his personal interest in this proposal.

2. Re-Election of Ronald Suber as a Director

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

“That Ronald Suber who retires from his position as a Director of the Company in accordance with Section 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board recommends that our Shareholders vote “FOR” on this Item 2 except for Ronald Suber who abstains from making a recommendation on Item 2 due to his personal interest in this proposal.

3. Re-Election of Ruirong Yang as a Director

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

“That Ruirong Yang who retires from his position as a Director of the Company in accordance with Section 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board recommends that our Shareholders vote “FOR” on this Item 3 except for Ruirong Yang who abstains from making a recommendation on Item 3 due to his personal interest in this proposal.

4. Re-Election of Annabelle Chaplain as a Director

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

“That Annabelle Chaplain who retires from her position as a Director of the Company in accordance with Section 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board recommends that our Shareholders vote “FOR” on this Item 4 except for Annabelle Chaplain who abstains from making a recommendation on Item 4 due to her personal interest in this proposal.

5. Re-election of Stephen Dash as a Director

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

“That Stephen Dash who retires from his position as a Director of the Company in accordance with Section 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board recommends that our Shareholders vote “FOR” on this Item 5 except for Stephen Dash who abstains from making a recommendation on Item 5 due to his personal interest in this proposal.

6. Amendment and Restatement of the Company's Bylaws

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

“That the Company's Bylaws be amended and restated in the form of the Amended and Restated Bylaws (the "Restated Bylaws") annexed as Annexure A (marked-up to show the proposed changes) and as described in the Explanatory Notes, and that the Restated Bylaws are hereby ratified, confirmed, approved and adopted.”

The Board recommends that our Shareholders vote “FOR” on this Item 6.

Record Date and Voting Rights

Shareholders may vote at the Annual Meeting if they are a Shareholder of record, hold CHESS Depository Interests (“CDIs”), or are a beneficial owner of Shares or CDIs held in Street Name (as defined below) on Friday, 29 March 2019 at 6.00 pm San Francisco time, Saturday, 30 March 2019 at 11.00 am Sydney time

(the “Record Date”). Section 2.11 of the Company’s Bylaws provides that the Record Date must not be more than 60 and not less than ten (10) days before the date of the Annual Meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive the Notice of Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. Holders of CDIs may also instruct our CDI depositary, CHESS Depositary Nominees Pty Ltd (“CDN”), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Instruction Form.

Any Shareholder may request access to the list of Shareholders of Record entitled to vote at the Annual Meeting upon request to the Company’s ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 10 April 2019

By Order of the Board

Stephen Dash
Founder and CEO

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE 2019 ANNUAL MEETING OF SHAREHOLDERS:

This Notice of Annual Meeting and Proxy Statement and the 31 December 2018 Financial Statements are available at www.credible.com

Proxy Statement

**2019 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON 29 APRIL 2019 (Australia) and 28 APRIL 2019 (US)**

The Board of Directors (the "Board") of Credible Labs Inc. (the "Company") is soliciting proxies for use at the 2019 Annual Meeting of Shareholders (the "Annual Meeting") to be held Monday, 29 April 2019 at 11.00 am (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (6.00 pm Sunday, 28 April 2019 (San Francisco time)) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this "Proxy Statement") and the accompanying Notice of the 2019 Annual Meeting (the "Notice of Annual Meeting") to Shareholders on or about 11 April 2019.

QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

At the Annual Meeting, the Shareholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will also report on matters of current interest to Shareholders and respond to any questions from Shareholders who attend the meeting in Sydney. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Dean Dorrell as a Director of the Company ("Item 1")
- the re-election of Ronald Suber as a Director of the Company ("Item 2")
- the re-election of Ruirong Yang as a Director of the Company ("Item 3")
- the re-election of Annabelle Chaplain as a Director of the Company ("Item 4")
- the re-election of Stephen Dash as a Director of the Company ("Item 5")
- an amendment and restatement of the Company's Bylaws ("Item 6")

Who is entitled to vote at the Annual Meeting?

Only those Shareholders of record, or beneficial owners of Shares or CDIs held in Street Name (as defined below), on Friday, 29 March 2019 at 6.00 pm San Francisco time, Saturday, 30 March 2019 at 11.00 am Sydney time (the "Record Date"), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 10,107,026 Shares of common stock outstanding (equivalent to 252,675,650 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual

Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 10,107,026 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents 1/25 of a Share of common stock.

Votes for, against and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Item 1, Item 2, Item 3, Item 4, Item 5 and item 6.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.6 of the Company's Bylaws, the holders of one-third of the Shares of stock issued and outstanding and entitled to vote at the Annual Meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business. Shares are counted as present at the Annual Meeting if:

- The Shareholder of record on the Record Date is present in person at the Annual Meeting;
- The Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and shares represented by "broker non-votes" are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your "proxy vote".

What is the difference between a Shareholder of record and a "Street Name" holder?

If you own Shares registered directly in your name with the Company's U.S. share registrar, Computershare, you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name

("Street Name"). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a "legal proxy" from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of Annual Meeting and attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Instruction Form.

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

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Can I vote my Shares or CDIs in person at the meeting?

Please Note: You may only vote your Shares in person at the meeting by completing a ballot at the meeting if you own shares of common stock and are a Shareholder of record on the Record Date. CDI holders can attend the meeting in Sydney, however are unable to vote in person at the meeting.

Even if you currently plan to attend the meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the Annual Meeting will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote my Shares of common stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, every holder of common stock present in person or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Shareholders.

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

Proxy Forms (US Common Stock – no online voting available)	
By mail	c/o Computershare Investor Services PO Box 505008 Louisville, KY 40233-9814 USA
By phone	Call toll free 1800 652 8683 within the USA, US territories & Canada on a touch tone telephone. Follow the instructions provided by the recorded message.
In person at the Annual Meeting	

How do I vote if I hold CDIs?

Important: If you are a *CDI holder*, you must take one of the following actions in order to vote at the Annual Meeting:

- Instructing CHESS Depository Nominees Pty Ltd. (“CDN”), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Computershare.
- Converting your CDIs into Shares of common stock and voting such Shares at the meeting in person or by proxy.

Note: In order to vote as a common stock holder in person at the meeting, such conversion to common stock must be completed prior to the Record Date. CDI holders should contact the Share Registry for information regarding the conversion process. If CDI holders convert their holding to common stock prior to the Record Date, then they may follow the instructions above for voting as a common stock holder.

- Informing the Company that you wish to nominate yourself or another person to be appointed as CDN’s proxy with respect to the Shares underlying your CDIs for the purposes of attending and voting at the Annual Meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

Each CDI represents 1/25 of a Share. Therefore, each CDI holder will be entitled to one vote for every 25 CDIs that they hold.

CDI Voting Instruction Forms (Australian Register)	
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name (as defined in the Proxy Statement), you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record or CDI holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by Computershare US no later than Wednesday, 24 April 2019 at 6.00 pm San Francisco time, Thursday, 25 April 2019 at 11.00 am Sydney time.

CDI Voting Instruction Forms

Completed CDI Voting Instruction Forms must be provided to Computershare no later than Monday, 22 April 2019 at 6.00 pm San Francisco time, Tuesday, 23 April 2019 at 11.00 am Sydney time, in accordance with the instructions on that form. The CDI voting deadline is two business days prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person

Please arrive at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales no later than 11.00 am (Sydney time) on Monday, 29 April 2019 in order to vote in person. All Shareholders as of the Record Date are invited to attend the Annual Meeting. You may be asked to present valid photo identification, such as a driver's license or passport, before being admitted to the meeting. If you hold your Shares in Street Name or you are a CDI holder, you may also be asked to present proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

What is the voting requirement to approve each of the items set forth in the Notice of Annual Meeting?

Section 2.9 of the Company's Bylaws provides that all elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Subject to voting exclusion statements for a proposal, the vote required to approve each Item is set forth below. Information on voting exclusions are set forth in the additional information provided for each Item.

Item 1 – Re-election of Dean Dorrell as a Director of the Company

Item 2 – Re-election of Ronald Suber as a Director of the Company

Item 3 – Re-election of Ruirong Yang as a Director of the Company

Item 4 – Re-election of Annabelle Chaplain as a Director of the Company

Item 5 – Re-election of Stephen Dash as a Director of the Company

Item 6 – Amendment and restatement of the Company's Bylaws

Members of the Board are elected by plurality vote. Accordingly, the five director nominees who receive the highest number of "FOR" votes will be elected as directors.

You may vote "FOR", "AGAINST" or "ABSTAIN" on the re-election of each Director.

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election of directors.

Please Note: *If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a "non-vote" occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the six items.*

How do I change my vote or revoke my proxy?

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

- filing a written statement to that effect with our ASX Representative at or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Annual Meeting, revoking your proxy, and voting in person.

If the written statement is not filed at the AGM, the written statement to the ASX Representative should be delivered by not later than 5:00 pm Sydney time on Friday, 26 April 2019 (Sydney time). The written statement can be delivered to Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff, or hand delivered to such address.

If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

If you are a holder of CDIs and you direct CDN how to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, by Tuesday, 23 April 2019 at 11.00 am

(Sydney time) a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting in person?

Credible will set up a telephone or webcast link to the meeting so that Shareholders can listen to the live meeting, the details of which will be lodged with the ASX prior to the Annual Meeting. Only Shareholders that attend in person will be able to ask questions at the meeting. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question to: Company Matters Pty Ltd, Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff by no later than 6.00 pm Sunday, 21 April 2019 (San Francisco time) being 11.00 am Monday, 22 April 2019 (Sydney time)).

Items of Business at the Annual Meeting

ITEMS 1 – 5 – RE-ELECTION OF DIRECTORS

Pursuant to Section 3.3 of the Company's Bylaws as currently in effect, all Directors are required to be elected at an annual meeting of Shareholders. If elected, the Director will hold office until the next annual meeting of Shareholders and will retain office until his or her successor has been elected and qualified at that meeting or until his or her earlier resignation or removal.

Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual Meeting of the Company.

The Company proposes to, by approval of an Amended and Restated Bylaws, amend Section 3.3 of its Bylaws as currently in effect to align each director's term of office with the requirements under the ASX Listing Rules, which would result in the Board being divided into three classes with a staggered three-year term. Please see Item 6 for further details.

Item 1: Re-election of Dean Dorrell to the Board

Dean Dorrell was re-elected as a Director of the Company at the Company's last annual meeting of Shareholders on 24 April 2018. In accordance with Section 3.3 of the Company's Bylaws as currently in effect, Dean Dorrell will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Dean is a member of Credible's Audit & Risk Management Committee.

Dean has a B.A. (Hons.) in Economics and had a successful initial career as a bond trader, arbitrageur and proprietary trader. He formulated some of the earliest proprietary models, quant trading systems and statistical arbitrage methods in the 1990's that led to him becoming Head of Bond Trading at Paribas in London and later joining Greenwich Capital and Greenwich Natwest.

Dean made his first angel investment in 1998 and during the mid-2000's transitioned into a VC/private equity/operating executive role with Redbus Group in London which had successful exits such as RFD to Lionsgate and Lovefilm (which was the merged entity that the Redbus founded Video Island became part of) to Amazon and was named winner of the Richard Branson sponsored Sunday Times Virgin Atlantic Fast Track 100.

Dean moved to Australia in 2010 and became the Managing Director and an Investment Committee Member of M.H. Carnegie & Co. in 2011, primarily leading the deal team in early stage venture investments and private equity deals (largely focused on distressed real assets such as marinas and pubs).

Dean co-founded Carthona Capital in 2014 which has become one of Australia's leading early stage venture capital companies with over \$200m of funds under management.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

If elected, and subject to passing of Item 6, Dean Dorrell will hold office as a Class II Director until the 2021 annual meeting of Stockholders. Please see Item 6 for further details.

Board Recommendation and Chairman's voting intention for Item 1:

The Board (other than Dean Dorrell) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 2: Re-election of Ronald Suber to the Board

Ronald Suber was re-elected as a Director of the Company at the Company's last annual meeting of Shareholders on 24 April 2018. In accordance with Section 3.3 of the Company's Bylaws as currently in effect, Ronald Suber will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Ron is chair of Credible's Remuneration & Nomination Committee.

Ron is currently the chairman of Credible. Ron is a prominent leader in the U.S. Fintech industry having held multiple leadership positions in the Fintech and corporate financial services sectors. He has more than 20 years of experience in sales, marketing, and business development across the hedge fund, broker-dealer and registered investment advisor industries.

Ron is currently President Emeritus and Senior Advisor to Prosper, Chairman of the board of directors of Credible. Advisory board member to Juvo, Unison, Money360, Yield Street, House Canary, MoneyLion, Qwil and eOriginal.

Previously, Ron was a Director at Prosper Funding LLC, President at Prosper Marketplace, Managing Director at Wells Fargo Securities, Head of Global Sales and Marketing, Senior Partner and Director of Merlin Securities, Senior Managing Director and Manager of Global Clearing Sales at Bear Sterns and President of Spectrum Global Fund Administration.

Ron holds a B.A. in Economics from UC Berkeley.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

If elected, and subject to passing of Item 6, Ron Suber will hold office as a Class III Director until the 2022 annual meeting of Stockholders. Please see Item 6 for further details.

Board Recommendation and Chairman's voting intention for Item 2:

The Board (other than Ronald Suber) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 3: Re-election of Ruirong Yang to the Board

Ruirong Yang was re-elected as a Director of the Company at the Company's last annual meeting of Shareholders on 24 April 2018. In accordance with Section 3.3 of the Company's Bylaws as currently in effect, Ruirong Yang will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Ruirong is a Partner at Marathon Venture Partners ("MVP"), a China-based early to growth stage fund focusing on healthcare and Fintech. Prior to MVP, Ruirong was a Managing Director at Northern Light Venture Capital, where he led the firm's investments both in healthcare and Fintech. He started his venture capital career with Orchid Asia Group Management in 2004, where he helped establish the firm's China operations and served as an Investment Director.

Prior to his venture capital career, Ruirong worked for ten years in various Chinese government and multinational corporations. He worked at the China's Ministry of Commerce for four years, where he oversaw operations of the Economic & Commercial offices of China across the world. He then served as a Vice Commercial Consul for the Chinese Consulate General in Houston, Texas promoting trade and investment between China and the southern region of the United States. He also worked as a Commodities Trader for Louis Dreyfus Corporation, participating in the trading and analysis of the agricultural commodities.

Ruirong serves as a Director for Harvard Business School Alumni Board and is a Fellow of Aspen Institute China Fellowship Program and a member of Aspen Global Leadership Network.

Ruirong holds a Bachelor of Economics degree from Shanghai Institute of Foreign Trade and a Masters of Business Administration (MBA) from Harvard Business School.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

If elected, and subject to passing of Item 6, Ruirong Yang will hold office as a Class I Director until the 2020 annual meeting of Stockholders. Please see Item 6 for further details.

Board Recommendation and Chairman's voting intention for Item 3:

The Board (other than Ruirong Yang) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 4: Re-election of Annabelle Chaplain to the Board

Annabelle Chaplain was re-elected as a Director of the Company at the Company's last annual meeting of Shareholders on 24 April 2018. In accordance with Section 3.3 of the Bylaws as currently in effect, Annabelle Chaplain will retire at the Annual Meeting and being eligible for re-election, submits herself for re-election as a director by shareholders of the Company.

Annabelle is the chair of Credible's Audit & Risk Management Committee and a member of the Remuneration & Nomination Committee.

Annabelle is a former Investment Banker with extensive experience as a company director across a range of industry sectors.

Currently, Annabelle is a non-executive director of ASX-listed Downer EDI Ltd and Seven Group Holdings Ltd and serves on both groups' Audit and Risk Committees. Annabelle is Chairman of Canstar Pty Ltd, a privately-owned leading digital intermediary in finance in Australia and New Zealand. She is also a director of The Australian Ballet and a Queensland Division Councillor of the Australian Institute of Company Directors. Annabelle's former board roles include being a board member of EFIC, Australia's export credit agency and the Federal Government's Board of Taxation.

A Fellow of the Australian Institute of Company Directors, Annabelle holds a Bachelor of Arts degree majoring in Economics and Mandarin from Griffith University in addition to a Masters of Business Administration (MBA) from the University of Melbourne. Annabelle holds an honorary doctorate from Griffith University for her service to banking and finance, and to the Gold Coast community.

Current directorships of listed companies: Downer EDI Ltd and Seven Group Holdings Ltd
Former directorships of listed companies in last three years: Nil

If elected, and subject to passing of Item 6, Annabelle Chaplain will hold office as a Class I Director until the 2020 annual meeting of Stockholders. Please see Item 6 for further details.

Board Recommendation and Chairman's voting intention for Item 4:

The Board (other than Annabelle Chaplain) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 5: Re-election of Stephen Dash to the Board

Stephen Dash was re-elected as a Director of the Company at the Company's last annual meeting of Shareholders on 24 April 2018. In accordance with Section 3.3 of the Company's Bylaws as currently in effect, Stephen Dash will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Stephen is the Founder and Chief Executive Officer of Credible.

Stephen has led Credible's strategy and execution since inception, raising more than \$70 million in capital, launching the Student Loan Refinancing, Private Student Loan Origination, Personal Loans, Credit Cards and Mortgage Marketplaces, and growing the Credible team to more than 100 people.

Prior to founding Credible, Stephen was an Investment Banker at J.P. Morgan, an Investment Director at M.H. Carnegie & Co, and a Co-founder of Quickcharge Media.

Current directorships of listed companies: Nil
Former directorships of listed companies in last three years: Nil

If elected, and subject to passing of Item 6, Stephen Dash will hold office as a Class II Director until the 2021 annual meeting of Stockholders. Please see Item 6 for further details.

Board Recommendation and Chairman's voting intention for Item 5:

The Board (other than Stephen Dash) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

ITEM 6

Item 6: Amendment and Restatement of the Company's Bylaws

Section 3.3 of the Company's Bylaws as currently in effect requires that all directors, including executive directors, be elected at each annual meeting of stockholders to hold office until the next annual meeting. ASX Listing Rule 14.4 requires that a director of an entity must not hold office (without re-election) past the third annual general meeting following that director's appointment or 3 years, whichever is longer. This rule does not apply to the Managing Director.

As such, under the Company's Bylaws, each director of the Company is required to retire at every annual meeting, and consequently, each director would be required to be re-elected every year. This results in a situation where directors are regularly required to seek re-election at intervals shorter than the 3 years contemplated under the Listing Rules.

Accordingly, the Company proposes to, by adoption of an Amended and Restated Bylaws, amend Section 3.3 of its Bylaws to align each director's term of office with the requirements under the ASX Listing Rules. The amendment would result in the Board being divided into three classes with a staggered three-year term. To achieve this, the directors in class 1 would initially be elected at the 2019 Annual Meeting to serve a one-year term, the directors in class 2 would initially be elected at the 2019 Annual Meeting to serve a two-year term, and the directors in class 3 would initially be elected at the 2019 Annual Meeting to serve a three-year term. Following the 2019 Annual Meeting, one class of directors would be elected at each annual meeting to serve for a three-year term, and those directors would hold office until their successors have been duly elected and qualified. The Board currently consists of five members which, subject to the passing of the resolutions contemplated in the Notice of Annual Meeting, will be classified into three classes as follows:

- Class 1: Annabelle Chaplain and Ruirong Yang who will initially serve a one-year term and thereafter be eligible for re-election for a three-year term;
- Class 2: Dean Dorrell and Stephen Dash, who will initially serve a two-year term and thereafter be eligible for re-election for a three-year term; and
- Class 3: Ron Suber, who will initially serve a three-year term and thereafter be eligible for re-election for a three-year term.

The proposed Amended and Restated Bylaws of the Company (marked-up to show the proposed changes) are annexed as Annexure A.

Pursuant to Section 141(d) of the Delaware General Corporation Law, the Amended and Restated Bylaws requires the approval of the Shareholders due to the subdivision of the Board into three classes of Directors.

The Board recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 31 December 2018.

The Corporations Act does not require a vote of Shareholders on the reports or statements. However, the Shareholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the Company's website: www.credible.com

If a Shareholder would like to receive a hard copy, please contact the Company's share registry.



Credible Labs Inc.
ARBN: 621 866 813
22 4th Street, 8th Floor
San Francisco CA 94013 USA

ANNEXURE A

AMENDED AND RESTATED BYLAWS OF THE COMPANY

BYLAWS
OF
CREDIBLE LABS INC. (FKA STAMPEDE LABS INC.)

~~Adopted February 26, 2013~~
~~As amended September 18, 2015~~
~~As amended December 7, 2017~~

[This page intentionally left blank.]

ARTICLE I CORPORATE OFFICES	3
1.1 Registered Office.	3
1.2 Other Offices.	3
ARTICLE II MEETINGS OF STOCKHOLDERS	3
2.1 Place Of Meetings.	3
2.2 Annual Meeting.	3
2.3 Special Meeting.	4
2.4 Notice Of Stockholders' Meetings.	4
2.5 Manner Of Giving Notice; Affidavit Of Notice.	4
2.6 Quorum.	5
2.7 Adjourned Meeting; Notice.	5
2.8 Organization; Conduct of Business.	5
2.9 Voting.	5
2.10 Waiver Of Notice.	5
2.11 Record Date For Stockholder Notice; Voting.	6
2.12 Proxies.	6
ARTICLE III DIRECTORS	7
3.1 Powers.	7
3.2 Number Of Directors.	7
3.3 Election, Qualification And Term Of Office Of Directors.	7
3.4 Nomination	7
3.5 Resignation And Vacancies.	7
3.6 Place Of Meetings; Meetings By Telephone.	8
3.7 Regular Meetings.	8
3.8 Special Meetings; Notice.	9
3.9 Quorum.	9
3.10 Waiver Of Notice.	9
3.11 Board Action By Written Consent Without A Meeting.	10
3.12 Fees And Compensation Of Directors.	10
3.13 Approval Of Loans To Officers.	10
3.14 Removal Of Directors.	10
3.15 Chairman Of The Board Of Directors.	11
ARTICLE IV COMMITTEES	11
4.1 Committees Of Directors.	11
4.2 Committee Minutes.	11
4.3 Meetings And Action Of Committees.	11
ARTICLE V OFFICERS	12
5.1 Officers.	12
5.2 Appointment Of Officers.	12
5.3 Subordinate Officers.	12
5.4 Removal And Resignation Of Officers.	12

5.5	Vacancies In Offices.	13
5.6	Chief Executive Officer.	13
5.7	President.	13
5.8	Vice Presidents.	13
5.9	Secretary.	13
5.10	Chief Financial Officer.	14
5.11	Treasurer.	14
5.12	Representation Of Shares Of Other Corporations.	15
5.13	Authority And Duties Of Officers.	15
ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS		15
6.1	Indemnification Of Directors And Officers.	15
6.2	Indemnification Of Others.	16
6.3	Payment Of Expenses In Advance.	16
6.4	Indemnity Not Exclusive.	16
6.5	Insurance.	16
6.6	Conflicts.	16
ARTICLE VII RECORDS AND REPORTS		17
7.1	Maintenance And Inspection Of Records.	17
7.2	Inspection By Directors.	17
ARTICLE VIII GENERAL MATTERS		18
8.1	Checks.	18
8.2	Execution Of Corporate Contracts And Instruments.	18
8.3	Stock Certificates; Partly Paid Shares.	18
8.4	Special Designation On Certificates.	19
8.5	Lost Certificates.	19
8.6	Construction; Definitions.	19
8.7	Dividends.	19
8.8	Fiscal Year.	20
8.9	Seal.	20
8.10	Transfer Of Stock.	20
8.11	Stock Transfer Agreements.	20
8.12	Registered Stockholders.	20
8.13	Facsimile Signature.	20
ARTICLE IX AMENDMENTS		21
ARTICLE X		21
ARTICLE XI		22
11.1	Restricted Securities.	22

AMENDED AND RESTATED BYLAWS

OF

CREDIBLE LABS INC.

(FKA STAMPEDE LABS INC.)

ARTICLE I

EFFECTIVE DATE; CORPORATE OFFICES

1.1 Effective Date.

These Amended and Restated Bylaws (these “Bylaws”) hereby amend and restate the Bylaws of the corporation in their entirety as set forth herein effective as of [], 2019 (the “Effective Date”).

~~1.1~~ 1.2 Registered Office.

The registered office of the corporation shall be in the City of Wilmington, County of New Castle, state of Delaware. The name of the registered agent of the corporation at such location is Corporation Service Company.

~~1.2~~ 1.3 Other Offices.

The Board of Directors may at any time establish other offices at any place or places where the corporation is qualified to do business.

ARTICLE II

MEETINGS OF STOCKHOLDERS

2.1 Place Of Meetings.

Meetings of stockholders shall be held at any place, within or outside the state of Delaware, designated by the Board of Directors. In the absence of any such designation, stockholders’ meetings shall be held at the registered office of the corporation.

2.2 Annual Meeting.

The annual meeting of stockholders shall be held on such date, time and place, either within or without the state of Delaware, as may be designated by resolution of the Board of Directors each year. At the meeting, directors shall be elected and any other proper business may be transacted.

2.3 **Special Meeting.**

A special meeting of the stockholders may be called at any time by the Board of Directors, the chairman of the board, the chief executive officer, the president or by one or more stockholders holding shares in the aggregate entitled to cast not less than ten percent of the votes at that meeting.

If a special meeting is called by any person or persons other than the Board of Directors, the chairman of the board, the chief executive officer or the president, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairman of the board, the chief executive officer, the president, any vice president, or the secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The officer receiving the request shall cause notice to be promptly given to the stockholders entitled to vote, in accordance with the provisions of Sections 2.4 and 2.5 of this Article II, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph of this Section 2.3 shall be construed as limiting, fixing, or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

2.4 **Notice Of Stockholders' Meetings.**

All notices of meetings with stockholders shall be in writing and shall be sent or otherwise given in accordance with Section 2.5 of these Bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. The notice shall specify the place (if any), date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.5 **Manner Of Giving Notice; Affidavit Of Notice.**

Written notice of any meeting of stockholders, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders may be given by electronic mail or other electronic transmission, in the manner provided in Section 232 of the Delaware General Corporation Law. An affidavit of the secretary or an assistant secretary or of the transfer agent of the corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

2.6 **Quorum.**

The holders of one-third of the shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise required by statute or by the certificate of incorporation. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (a) the chairman of the meeting or (b) holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, shall have power to adjourn the meeting to another place (if any), date or time.

2.7 **Adjourned Meeting; Notice.**

When a meeting is adjourned to another place (if any), date or time, unless these Bylaws otherwise require, notice need not be given of the adjourned meeting if the time and place (if any), thereof and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the place (if any), date and time of the adjourned meeting and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.8 **Organization; Conduct of Business.**

(a) Such person as the Board of Directors may have designated or, in the absence of such a person, the chief executive officer, or in his or her absence, the president or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as chairman of the meeting. In the absence of the secretary of the corporation, the secretary of the meeting shall be such person as the chairman of the meeting appoints.

(b) The chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including the manner of voting and the conduct of business. The date and time of opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting.

2.9 **Voting.**

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.11 of these Bylaws, subject to the provisions of Sections 217 and 218 of the General Corporation Law of Delaware (relating to voting rights of fiduciaries, pledgors and joint owners of stock and to voting trusts and other voting agreements).

Except as may be otherwise provided in the certificate of incorporation, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

2.10 Waiver Of Notice.

Whenever notice is required to be given under any provision of the General Corporation Law of Delaware or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice, or any waiver of notice by electronic transmission, unless so required by the certificate of incorporation or these Bylaws.

2.11 Record Date For Stockholder Notice; Voting.

In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action.

If the Board of Directors does not so fix a record date:

(a) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

(b) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, if such adjournment is for thirty (30) days or less; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

2.12 **Proxies.**

Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by an instrument in writing or by an electronic transmission permitted by law filed with the secretary of the corporation, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, facsimile, electronic or telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(e) of the General Corporation Law of Delaware.

ARTICLE III

DIRECTORS

3.1 **Powers.**

Subject to the provisions of the General Corporation Law of Delaware and any limitations in the certificate of incorporation or these Bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.2 **Number Of Directors.**

Upon the adoption of these Bylaws, the number of directors constituting the entire Board of Directors shall be five (5). Thereafter, this number may be changed by a resolution of the Board of Directors or of the stockholders. No reduction of the authorized number of directors shall have the effect of removing any director before such director's term of office expires.

3.3 **Election, Qualification And Term Of Office Of Directors.**

~~(a) Except as provided in Section 3.4 of these Bylaws, and unless otherwise provided in the certificate of incorporation, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Directors need not be stockholders unless so required by the certificate of incorporation or these Bylaws, wherein other qualifications for directors may be prescribed. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal.~~ (a) Subject to the terms and conditions of Sections 3.3(b), 3.3(c), 3.3(d) and 3.4 of these Bylaws, and unless otherwise provided in the certificate of incorporation, directors shall be elected at each annual meeting of stockholders. The office of each director shall not (without re-appointment) extend beyond the latest of (i) the date of the third annual meeting of the corporation's stockholders held following the date of appointment of such director or (ii) the date falling three (3) years after the date of appointment of such director; provided,

however, that in no event shall the office of any director (without re-appointment) extend beyond the applicable Class Expiry Meeting (as defined below) with respect to the Class (as defined below) in which such director is classified.

~~Unless otherwise specified in the certificate of incorporation, elections of directors need not be by written ballot~~

~~(a)~~(b) The Board of Directors shall be divided into three (3) classes (“Classes”), designated as Class I (the “Class I Directors”), Class II (the “Class II Directors”) and Class III (the “Class III Directors”). Each class shall consist, as nearly as may be possible, of one-third of the whole Board. With respect to the directors of the corporation serving as of the Effective Date, the term of office of the directors classified as a Class I Director by the Board of Directors as of the Effective Date shall expire at the first annual meeting of the corporation’s stockholders held following the Effective Date; the term of office of the directors classified as a Class II Director by the Board of Directors as of the Effective Date shall expire at the second annual meeting of the corporation’s stockholders held following the Effective Date; and the term of office of the directors classified as a Class III Director by the Board of Directors as of the Effective Date shall expire at the third annual meeting of the corporation’s stockholders held following the Effective Date. As used herein, “Class Expiry Meeting” means (i) with respect to the Class I Directors, every third annual meeting of the corporation’s stockholders, calculated from the first annual meeting of the corporation’s stockholders held following the Effective Date, (ii) with respect to the Class II Directors, every third annual meeting of the corporation’s stockholders, calculated from the second annual meeting of the corporation’s stockholders held following the Effective Date, and (iii) with respect to the Class III Directors, every third annual meeting of the corporation’s stockholders, calculated from the third annual meeting of the corporation’s stockholders held following the Effective Date.

(c) At each annual meeting of the corporation’s stockholders held following the Effective Date, each director elected at such annual meeting of the corporation’s stockholders shall be:

(i) if such director is a newly-elected director elected to fill a vacancy on the Board caused by the earlier resignation, removal, incapacity or death of a previously elected director, elected for a term, as determined in accordance with Section 3.3(a) of these Bylaws, to succeed such preceding director and, in such case, shall be of the same Class as such preceding director;

(ii) if such director is a newly-elected director who is elected as an additional member of the Board of Directors, automatically classified into the Class that at the time of such election contains the least number of directors (assuming, for this purpose, the effectiveness of any and all other resolutions of the stockholders of the corporation approved at such annual meeting of the corporation’s stockholders), or, if all Classes are at such time comprised of the same number of directors (assuming, for this purpose, the effectiveness of any

and all other resolutions of the stockholders of the corporation approved at such annual meeting of the corporation's stockholders), to the Class the most recent Class Expiry Meeting of which was such annual meeting of the corporation's stockholders, in each case to serve a term as determined in accordance with Section 3.3(a) of these Bylaws or

(i)(iii) if such director has been re-elected to serve a new term following the expiry of such director's term, automatically classified in the same Class in which such director served in his or her then-expiring term, and shall serve a new term as a member of such Class as determined in accordance with Section 3.3(a) of these Bylaws.

~~(b)~~(d) Without limiting the foregoing, directors shall hold office until the annual meeting at which such director's term expires and until such director's successor is elected and qualified or until such director's earlier death, resignation, disqualification or removal. Directors are eligible for re-appointment at the expiry of their term of office. Unless otherwise specified in the certificate of incorporation, elections of directors need not be by written ballot. Directors need not be stockholders unless so required by the certificate of incorporation or these Bylaws, wherein other qualifications for directors may be prescribed.

3.4 **Nomination**

Nominations for the election of directors by a stockholder must be received by the corporation no later than 35 business days prior to the date of the annual meeting.

3.5 **Resignation And Vacancies.**

Any director may resign at any time upon written notice to the attention of the Secretary of the corporation. When one or more directors so resigns and the resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this section in the filling of other vacancies.

Unless otherwise provided in the certificate of incorporation or these Bylaws:

(a) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(b) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the certificate of incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected, or if no such director is in office,

by a majority of all directors then in office, although less than a quorum, or by a sole remaining director.

If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the certificate of incorporation or these Bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the General Corporation Law of Delaware.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole board (as constituted immediately prior to any such increase), then the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 211 of the General Corporation Law of Delaware as far as applicable.

3.6 Place Of Meetings; Meetings By Telephone.

The Board of Directors of the corporation may hold meetings, both regular and special, either within or outside the state of Delaware.

Unless otherwise restricted by the certificate of incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.7 Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

3.8 Special Meetings; Notice.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the chairman of the board, the chief executive officer, the president, any vice president, the secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail, facsimile, electronic transmission, or telegram, charges prepaid, addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the holding of the

meeting. If the notice is delivered personally or by facsimile, electronic transmission, telephone or telegram, it shall be delivered at least 48 hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting. The notice need not specify the place of the meeting, if the meeting is to be held at the principal executive office of the corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

3.9 **Quorum.**

At all meetings of the Board of Directors, a majority of the total number of directors then in office shall constitute a quorum for the transaction of business, provided, however, that a quorum shall not be less than 1/3 of the total number of directors constituting the entire authorized Board of Directors as determined in Section 3.2 above. If a quorum is not present at any meeting of the Board of Directors, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

3.10 **Waiver Of Notice.**

Whenever notice is required to be given under any provision of the General Corporation Law of Delaware or of the certificate of incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, or waiver by electronic mail or other electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors, or members of a committee of directors, need be specified in any written waiver of notice unless so required by the certificate of incorporation or these Bylaws.

3.11 **Board Action By Written Consent Without A Meeting.**

Unless otherwise restricted by the certificate of incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

3.12 **Fees And Compensation Of Directors.**

Unless otherwise restricted by the certificate of incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. No such compensation shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. The maximum aggregate compensation permitted for all non-executive directors for their service as a member of the Board of Directors shall be AUD 350,000.00.

3.13 **Approval Of Loans To Officers.**

The corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiary, including any officer or employee who is a director of the corporation or its subsidiary, whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the corporation. The loan, guaranty or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in this section shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

3.14 **Removal Of Directors.**

Unless otherwise restricted by statute, by the certificate of incorporation or by these Bylaws, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors; provided, however, that if the stockholders of the corporation are entitled to cumulative voting, if less than the entire Board of Directors is to be removed, no director may be removed without cause if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

3.15 **Chairman Of The Board Of Directors.**

The corporation may also have, at the discretion of the Board of Directors, a chairman of the Board of Directors who shall not be considered an officer of the corporation.

ARTICLE IV

COMMITTEES

4.1 Committees Of Directors.

The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate 1 or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in these Bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the General Corporate Law of Delaware to be submitted to stockholders for approval or (ii) adopting, amending or repealing any Bylaw of the corporation.

4.2 Committee Minutes.

Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

4.3 Meetings And Action Of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.6 (place of meetings and meetings by telephone), Section 3.7 (regular meetings), Section 3.8 (special meetings and notice), Section 3.9 (quorum), Section 3.10 (waiver of notice), and Section 3.11 (action without a meeting) of these Bylaws, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Directors and its members; provided, however, that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee, that special meetings of committees may also be called by resolution of the Board of Directors and that notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

5.1 Officers.

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chief executive officer, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and any such other officers as may be appointed in accordance with the provisions of Section 5.3 of these Bylaws. Any number of offices may be held by the same person.

5.2 Appointment Of Officers.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections 5.3 or 5.5 of these Bylaws, shall be appointed by the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers.

The Board of Directors may appoint, or empower the chief executive officer or the president to appoint, such other officers and agents as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

5.4 Removal And Resignation Of Officers.

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board of Directors at any regular or special meeting of the board or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom the power of removal is conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.5 Vacancies In Offices.

Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

5.6 **Chief Executive Officer.**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the board, if any, the chief executive officer of the corporation (if such an officer is appointed) shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the corporation and shall have the general powers and duties of management usually vested in the office of chief executive officer of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as chief executive officer shall also be the acting President of the corporation whenever no other person is then serving in such capacity.

5.7 **President.**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the board (if any) or the chief executive officer, the president shall have general supervision, direction, and control of the business and other officers of the corporation. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as president shall also be the acting chief executive officer of the corporation whenever no other person is then serving in such capacity.

5.8 **Vice Presidents.**

In the absence or disability of the chief executive officer and president, the vice presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, these Bylaws, the president or the chairman of the board.

5.9 **Secretary.**

The secretary shall keep or cause to be kept, at the principal executive office of the corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and stockholders. The minutes shall show the time and place of each meeting, the names of those present at directors' meetings or committee meetings, the number of shares present or represented at stockholders' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the corporation or at the office of the corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes

of shares held by each, the number and date of certificates evidencing such shares, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors required to be given by law or by these Bylaws. He or she shall keep the seal of the corporation, if one be adopted, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

5.10 **Chief Financial Officer.**

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

The chief financial officer shall render to the chief executive officer, the president, or the Board of Directors, upon request, an account of all his or her transactions as chief financial officer and of the financial condition of the corporation. He or she shall have the general powers and duties usually vested in the office of chief financial officer of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as the chief financial officer shall also be the acting treasurer of the corporation whenever no other person is then serving in such capacity. Subject to such supervisory powers, if any, as may be given by the Board of Directors to another officer of the corporation, the chief financial officer shall supervise and direct the responsibilities of the treasurer whenever someone other than the chief financial officer is serving as treasurer of the corporation.

5.11 **Treasurer.**

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records with respect to all bank accounts, deposit accounts, cash management accounts and other investment accounts of the corporation. The books of account shall at all reasonable times be open to inspection by any member of the Board of Directors.

The treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the chief financial officer, the chief executive officer, the president or the Board of Directors, upon request, an account of all his or her transactions as treasurer. He or she shall have the general powers and duties usually vested in the office of treasurer of a corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The person serving as the treasurer shall also be the acting chief financial officer of the corporation whenever no other person is then serving in such capacity.

5.12 **Representation Of Shares Of Other Corporations.**

The chairman of the board, the chief executive officer, the president, any vice president, the chief financial officer, the secretary or assistant secretary of this corporation, or any other person authorized by the Board of Directors or the chief executive officer or the president or a vice president, is authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by the person having such authority.

5.13 **Authority And Duties Of Officers.**

In addition to the foregoing authority and duties, all officers of the corporation shall respectively have such authority and perform such duties in the management of the business of the corporation as may be designated from time to time by the Board of Directors.

ARTICLE VI

**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND
OTHER AGENTS**

6.1 **Indemnification Of Directors And Officers.**

The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.1, a "director" or "officer" of the corporation includes any person (a) who is or was a director or officer of the corporation, (b) who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.2 Indemnification Of Others.

The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.2, an "employee" or "agent" of the corporation (other than a director or officer) includes any person (a) who is or was an employee or agent of the corporation, (b) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (c) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.3 Payment Of Expenses In Advance.

Expenses incurred in defending any action or proceeding for which indemnification is required pursuant to Section 6.1 or for which indemnification is permitted pursuant to Section 6.2 following authorization thereof by the Board of Directors shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that the indemnified party is not entitled to be indemnified as authorized in this Article VI.

6.4 Indemnity Not Exclusive.

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that such additional rights to indemnification are authorized in the certificate of incorporation.

6.5 Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

6.6 **Conflicts.**

No indemnification or advance shall be made under this Article VI, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the certificate of incorporation, these Bylaws, a resolution of the stockholders or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

ARTICLE VII

RECORDS AND REPORTS

7.1 **Maintenance And Inspection Of Records.**

The corporation shall, either at its principal executive offices or at such place or places as designated by the Board of Directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these Bylaws as amended to date, accounting books, and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

A complete list of stockholders entitled to vote at any meeting of stockholders, arranged in alphabetical order for each class of stock and showing the address of each such stockholder and the number of shares registered in each such stockholder's name, shall be open to the examination of any such stockholder for a period of at least ten (10) days prior to the meeting in the manner provided by law. The stock list shall also be open to the examination of any stockholder during the whole time of the meeting as provided by law. This list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them.

7.2 Inspection By Directors.

Any director shall have the right to examine the corporation's stock ledger, a list of its stockholders, and its other books and records for a purpose reasonably related to his or her position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the corporation to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

ARTICLE VIII

GENERAL MATTERS

8.1 Checks.

From time to time, the Board of Directors shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

8.2 Execution Of Corporate Contracts And Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.3 Stock Certificates; Partly Paid Shares.

The shares of a corporation shall be represented by certificates, provided that the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

The corporation may issue the whole or any part of its shares as partly paid and subject to call for the remainder of the consideration to be paid therefor. Upon the face or back of each stock certificate issued to represent any such partly paid shares, upon the books and records of the corporation in the case of uncertificated partly paid shares, the

total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. Upon the declaration of any dividend on fully paid shares, the corporation shall declare a dividend upon partly paid shares of the same class, but only upon the basis of the percentage of the consideration actually paid thereon.

8.4 **Special Designation On Certificates.**

If the corporation is authorized to issue more than one class of stock or more than one series of any class, then the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate that the corporation shall issue to represent such class or series of stock; provided, however, that, except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate that the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the powers, the designations, the preferences, and the relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

8.5 **Lost Certificates.**

Except as provided in this Section 8.5, no new certificates for shares shall be issued to replace a previously issued certificate unless the latter is surrendered to the corporation and cancelled at the same time. The corporation may issue a new certificate of stock or uncertificated shares in the place of any certificate previously issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or the owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

8.6 **Construction; Definitions.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Delaware General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

If the Certificate of Incorporation of the corporation provides for more or less than one vote for any share, on any matter, every reference in these Bylaws to a majority or other proportion of stock, voting stock or shares shall refer to such majority or other proportion of the votes of such stock, voting stock or shares.

8.7 **Dividends.**

The directors of the corporation, subject to any restrictions contained in (a) the General Corporation Law of Delaware or (b) the certificate of incorporation, may declare and pay dividends upon the shares of its capital stock. Dividends may be paid in cash, in property, or in shares of the corporation's capital stock.

The directors of the corporation may set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and may abolish any such reserve. Such purposes shall include but not be limited to equalizing dividends, repairing or maintaining any property of the corporation, and meeting contingencies.

8.8 **Fiscal Year.**

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors and may be changed by the Board of Directors.

8.9 **Seal.**

The corporation may adopt a corporate seal, which may be altered at pleasure, and may use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

8.10 **Transfer Of Stock.**

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction in its books.

8.11 **Stock Transfer Agreements.**

The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General Corporation Law of Delaware.

8.12 **Registered Stockholders.**

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner, shall be entitled to hold liable for calls and assessments the person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

8.13 **Facsimile Signature.**

In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

ARTICLE IX

AMENDMENTS

The Bylaws of the corporation may be adopted, amended or repealed by the stockholders entitled to vote; provided, however, that the corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal Bylaws upon the directors. The fact that such power has been so conferred upon the directors shall not divest the stockholders of the power, nor limit their power to adopt, amend or repeal Bylaws.

ARTICLE X

Notwithstanding anything herein or in the Certificate of Incorporation to the contrary, for such time as the Corporation is admitted to the Official List of ASX Limited (the “ASX”), the following shall apply:

1. Except to the extent of any express written waiver (whether before or after the relevant act is taken) by ASX, if the Official Listing Rules of ASX or any other rules of ASX which are applicable to the Corporation from time to time (collectively the “Listing Rules”) prohibit an act being done, the Corporation shall not have the power or authority to take such act.
2. Nothing contained in the Certificate of Incorporation or these Bylaws shall prevent an act being done that the Listing Rules require to be done.
3. If the Listing Rules require an act to be done or not to be done, the Board of Directors (and any committee or subcommittee thereof) and each officer of the Corporation shall have authority to cause such act to be done or not to be done (as the case may be).
4. If the Listing Rules require the Certificate of Incorporation or these Bylaws to contain a provision and such document does not contain such provision, such applicable document shall, and shall be deemed to, contain such provision.
5. If the Listing Rules require the Certificate of Incorporation or these Bylaws not to contain any provision otherwise contained herein or therein, such provision shall be, and shall be deemed to be, excluded from such document.
6. If any provision of the Certificate of Incorporation or these Bylaws is or becomes inconsistent with the Listing Rules, such inconsistency shall not affect the validity or enforceability of any other provision of such document, and such document shall not contain that provision to the extent of the inconsistency.

ARTICLE XI

To the extent that any provision of these Bylaws is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision of these Bylaws, and following any determination by a court of competent jurisdiction that any provision of these Bylaws is invalid or unenforceable, these Bylaws shall contain only such provisions (A) as were in effect immediately prior to such determination and (B) were not so determined to be invalid or unenforceable.

11.1 **Restricted Securities.**

In connection with the corporation's admission to the Official List of the ASX and its listing of CHESS Depositary Interests ("CDIs") (with each CDI representing an interest in one twenty-fifth of a share of Common Stock) on the ASX, certain stockholders (each a "Restricted Stockholder") were required by the ASX to enter into an escrow (each an "Escrow Agreement") under which each stockholder agreed, among other things, to certain restrictions and prohibitions from engaging in transactions in the shares of capital stock (including capital stock in the form of CDIs) held or acquired by the stockholder (including shares of capital stock that may be acquired upon exercise of a stock option, warrant or other right) or shares of capital stock which attach to or arise from such capital stock (collectively, the "Restricted Securities") for a period of time identified in the Escrow Agreement (the "Lock-Up Period").

The corporation may refuse to acknowledge a disposal (including registering a transfer) of Restricted Securities during the Lock-Up Period except as permitted by the ASX or the Listing Rules.

11.2 **Registration of transfer.**

_____The corporation may refuse to acknowledge or register any transfer of shares of the corporation's capital stock (including CDIs) held or acquired by a stockholder (including shares of the corporation's capital stock that may be acquired upon exercise of a stock option, warrant or other right) or shares of the corporation's capital stock which attach to or arise from such shares which are not made:

(a) in accordance with the provisions of Regulation S of the Securities Act of 1933 (U.S.), as amended to date and the rules and regulations promulgated thereunder (the "U.S. Securities Act") (Rule 901 through Rule 905 and preliminary notes);

(b) pursuant to registration under the U.S. Securities Act; or

(c) pursuant to an available exemption from registration.



Credible Labs Inc.
ARBN 621 866 813

CRD

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

Lodge your vote:



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

CDI Voting Instruction Form

XX

For your vote to be effective it must be received by 11.00am (Sydney time) on Tuesday, 23 April 2019

How to Vote on Items of Business

Every 25 (twenty-five) CHESS Depositary Interest (CDI) is equivalent to 1 (one) share of Company Common Stock, so that every 25 (twenty-five) CDI registered in your name at on Saturday, 30 March 2019 entitles you to 1 (one) vote.

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

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

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

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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



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



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Credible Labs Inc hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Credible Labs Inc to be held at DLA Piper, Level 22, 1 Martin Place, Sydney NSW 2000 on Monday, 29 April 2019 at 11.00am (Sydney time) and at any adjournment or postponement of that meeting.

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

STEP 2 Items of Business



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

	For	Against	Abstain
Item 1 Re-Election of Dean Dorrell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-Election of Ronald Suber as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-Election of Ray Yang as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-Election of Annabelle Chaplain as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-Election of Stephen Dash as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Amendment and Restatement of the Company's Bylaws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

CRD

2 4 9 8 0 7 A

Computershare +



Credible Labs Inc.
ARBN 621 866 813

CRDRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Lodge your vote:



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

CDI Voting Instruction Form

XX

For your vote to be effective it must be received by 11.00am (Sydney time) on Tuesday, 23 April 2019

How to Vote on Items of Business

Every 25 (twenty-five) CHESS Depositary Interest (CDI) is equivalent to 1 (one) share of Company Common Stock, so that every 25 (twenty-five) CDI registered in your name at on Saturday, 30 March 2019 entitles you to 1 (one) vote.

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

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

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

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:



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

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN 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.



IND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Credible Labs Inc hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Credible Labs Inc to be held at DLA Piper, Level 22, 1 Martin Place, Sydney NSW 2000 on Monday, 29 April 2019 at 11.00am (Sydney time) and at any adjournment or postponement of that meeting.

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

STEP 2 Items of Business



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

	For	Against	Abstain
Item 1 Re-Election of Dean Dorrell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-Election of Ronald Suber as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-Election of Ray Yang as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-Election of Annabelle Chaplain as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-Election of Stephen Dash as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Amendment and Restatement of the Company's Bylaws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____/____/____

CRD

2 4 9 8 0 7 A

Computershare +