



NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held at 10.00am (AEST) on Friday 27 September 2019
at the offices of Computershare Investor Services Pty Limited,

Level 3

60 Carrington Street

Sydney NSW 2000

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

ARBN 605 422 160

Dear Stockholders:

We cordially invite you to attend a special meeting ("Special Meeting") of the holders of shares in the common stock of BuildingIQ, Inc. ("Company") ("Special Meeting"). The Special Meeting will be held on Friday 27 September 2019 at 10.00am (AEST) at Level 3, 60 Carrington Street, Sydney, New South Wales, Australia.

On 30 April 2019 we announced that we would be undertaking a capital raising through a private placement to raise a total of \$1.65m which was extended to raise a further \$500,000 as announced on 25 June 2019 ("Placement"). The Placement was conducted in tranches, with 23,728,814 CDIs issued on 1 May 2019 and 7,062,148 CDIs issued on 28 June 2019 at a price of \$0.0354. The second tranche of the Placement was completed on 28 August 2019 with the issue of 27,060,468 CDIs at a price of \$0.0364. The participation of one of the Company's directors in the Placement is subject to stockholder approval under the ASX Listing Rules.

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

- to "refresh" the Company's placement capacity under ASX Listing Rule 7.1 following the issue of CDIs under Tranche 1 of the Placement on 28 June 2019 and Tranche 2 of the Placement on 28 August 2019, in accordance with ASX Listing Rule 7.4;
- to "refresh" the Company's placement capacity under ASX Listing Rule 7.1A following the issue of 23,728,814 CDIs on 1 May 2019, in accordance with ASX Listing Rule 7.4;
- to approve the issue of CDIs under Tranche 1 and Tranche 2 of the Placement to a non-executive director, Gerd Goette in accordance with ASX Listing Rule 10.11.

Our board of directors (with the exception of Gerd Goette who as a proposed participant in the Placement makes no recommendation), recommends that our stockholders vote "FOR" the resolutions set out in the Notice of Special Meeting of Stockholders enclosed with this letter. All persons eligible to attend the Special Meeting are invited to attend in person. Whether or not you expect to attend the Special Meeting, you are urged to vote or submit your proxy or CDI Voting Instruction Form as soon as possible so that your shares can be voted at the Special Meeting in accordance with your instructions. For specific instructions on voting, please refer to the instructions in the Notice of Special Meeting of Stockholders, the proxy card or CDI Voting Instruction Form (as applicable). If you hold your shares through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your shares.

We look forward to seeing you at the Special Meeting.

Yours faithfully,



William Deane
Chairman

Notice is hereby given that a Special Meeting of Stockholders ("the Special Meeting") of BuildingIQ, Inc. ("BuildingIQ" or "the Company") will be held on Friday 27 September 2019 at 10.00am (AEST) at Level 3, 60 Carrington Street, Sydney, New South Wales, Australia.

All material in this Notice of Meeting should be read in conjunction with the Proxy Statement and the Explanatory Notes. Please read the Proxy Statement and Explanatory Notes carefully. If you have any questions about any part of the business of the Special Meeting, please consult your professional advisers or the Company Secretary, Ms Lisa Jones, on +61 2 9121 6214.

Business of the Special Meeting

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

Resolution 1 Ratification of Tranche 1 Placement Securities issued on 28 June 2019 under Listing Rule 7.1.	To consider, and if thought fit, pass the following resolution: <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 28 June 2019 of 7,062,148 CDIs (equivalent to 7,062,148 shares of common stock ("Shares")), at an issue price of \$0.0354 on the terms and conditions set out in the Explanatory Notes, is ratified and approved".</i>
Resolution 2 Ratification Tranche 2 Placement Securities issued on 28 August 2019 under Listing Rule 7.1	To consider, and if thought fit, pass the following resolution: <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 28 August 2019 of 27,060,468 CDIs (equivalent to 27,060,468 shares of common stock ("Shares")), at an issue price of \$0.0364 on the terms and conditions set out in the Explanatory Notes, is ratified and approved".</i>
Resolution 3 Ratification of Tranche 1 Placement Securities issued on 1 May 2019 under Listing Rule 7.1A	To consider, and if thought fit, pass the following resolution: <i>"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 1 May 2019 of 23,728,814 CDIs (equivalent to 23,728,814 shares of common stock ("Shares")), at an issue price of \$0.0354 on the terms and conditions set out in the Explanatory Notes, is ratified and approved".</i>
Resolution 4 Approval of issue of Tranche 1 and Tranche 2 Placement Securities to Mr Gerd Goette, Non-Executive Director, under ASX Listing Rule 10.11	To consider, and if thought fit, pass the following resolution: <i>"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,129,944 CDIs (equivalent to 1,129,944 shares of common stock "Shares") at an issue price of \$0.0354 and 961,538 CDIs (equivalent to 961,538 Shares) at an issue price of \$0.0364 to Gerd Goette (or his nominee) is approved on the terms and conditions set out in the Explanatory Memorandum"</i>

Certain voting exclusions apply to each of the resolutions set out above. Please refer to the Proxy Statement for details of these voting exclusions.

BY ORDER OF THE BOARD



Lisa Jones
Company Secretary
4 September 2019

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

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

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

PROXY STATEMENT

**SPECIAL MEETING OF STOCKHOLDERS
10.00am (AEST) ON 27 SEPTEMBER 2019**

**This Proxy Statement, along with a proxy card and CDI Voting Instruction Form,
is being made available to our stockholders and CDI holders on or about 5 September 2019**

GENERAL INFORMATION

Why am I receiving these materials?

We have made these proxy materials available to you in connection with the solicitation by the Board of Directors (the "Board") of BuildingIQ, Inc. (the "Company" or "BuildingIQ") of proxies to be voted at the special meeting of stockholders (the "Special Meeting") to be held on 27 September 2019 at 10.00am at Level 3, 60 Carrington Street, Sydney, New South Wales, Australia, and at any postponements or adjournments of the Special Meeting.

If you held Shares as of 7.00pm (AEST) on 5 September 2019, which is the Record Date for the Special Meeting, you are invited to attend the Special Meeting and vote on the proposals described below under the heading "On what proposal am I voting?"

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

On what proposals am I voting?

There are four proposed resolutions scheduled to be voted on at the Special Meeting, as set out on page 2 of the Notice of Meeting. Please refer to the Explanatory Notes for a detailed explanation of each proposed resolution and reasons for why approval is being sought by the Company for the proposed resolutions.

Why is stockholder approval necessary for the proposed resolutions?

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

ASX Listing Rule 7.1, 7.1A and 7.4

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval ("15% Placement Capacity") where an exemption to the rule does not apply. In addition, the Company obtained shareholder approval at its 2019 AGM under ASX Listing Rule 7.1A to issue up to a further 10% ("10% Placement Capacity").

The Company has recently conducted a Placement as announced to ASX on 30 April 2019 and 25 June 2019 to raise a total of \$2,150,000. The Company issued a total of 57,851,430 CDIs under the

Placement, having issued 23,728,814 CDIs (equivalent to 23,728,814 Shares), on 1 May 2019; 7,062,148 CDIs (equivalent to 7,062,148 Shares) on 28 June 2019; and 27,060,468 CDIs (representing 27,060,468 Shares) on 28 August 2019 ("Placement Securities"). The issue of the Placement Securities has almost exhausted the Company's 15% Placement Capacity and 10% Placement Capacity. As at the date of this Notice of Meeting, the Company is able to issue no more than 1,905,499 CDIs (representing an equal number of Shares) under its 15% Placement Capacity and 1,193,569 CDIs (representing an equal number of Shares) under its 7.1A capacity. Resolutions 1, 2 and 3 seek stockholder approval to ratify the issue of the Placement Securities in accordance with ASX Listing Rule 7.4, which would have the effect of 'refreshing' the Company's 15% Placement Capacity and 10% Capacity, as further explained in the Explanatory Notes.

Listing Rule 10.11

Under ASX Listing Rule 10.11 a Company must not issue securities to a related party without the approval of stockholders. As a director, Gerd Goette is a related party and accordingly the Company is seeking stockholder approval in accordance with ASX Listing Rule 10.11 for the issue of CDIs under the Placement to Mr Goette.

Section 144 of the Delaware General Corporation Law

The Company is a Delaware corporation, and it is subject to the Delaware General Corporation Law (the "DGCL"). For the purposes of Section 144 of the DGCL ("Section 144"), the Placement may be deemed an interested party transaction because Mr Goette is a director of the Company. By approving and adopting the resolutions related to the Placement and Mr Goette's participation in the Placement, the stockholders will approve and adopt the Placement as an interested party transaction for purposes of Section 144.

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

The Board (with the exception of Mr Goette, who is a proposed participant in the Placement), recommends that you vote your Shares or direct CDN to vote your CDIs (as the case may be) **"FOR"** the approval of each of the resolutions set out in the Notice of Meeting.

Who is entitled to vote at the Special Meeting?

If you were a holder of BuildingIQ Shares, either as a stockholder of record or as the beneficial owner of Shares held in street name, at the Record Date for the Special Meeting (being 7.00pm on 5 September 2019), you may vote your Shares at the Special Meeting. As of the Record Date, there were 308,430,714 Shares outstanding (equivalent to 308,430,714 CDIs assuming all Shares were converted into CDIs on the Record Date). Each stockholder has one vote for each Share held as of the Record Date. Each CDI holder is entitled to direct CDN to vote one Share for every CDI held by such holder. As summarised below, there are some distinctions between Shares held of record and those owned beneficially and held in street name.

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

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

What does it mean to beneficially own Shares in "street name?"

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

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

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

The quorum requirement for holding the Special Meeting and transacting business is that holders of a majority of the voting power of the issued and outstanding Shares of BuildingIQ entitled to vote must be present in person or represented by proxy. Abstentions are counted for the purpose of determining the presence of a quorum. As of the Record Date, there were 308,430,714 Shares outstanding, and each Share is entitled to one vote at the Special Meeting.

What is the voting requirement to approve the proposed resolutions?

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

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

Voting exclusion statement

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

Resolution 1 Ratification of Tranche 1 Placement Securities issued on 28 June 2019 under Listing Rule 7.1.	The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement or any associates of those persons.
Resolution 2 Ratification Tranche 2 Placement Securities issued on 28 August 2019 under Listing Rule 7.1	The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement or any associates of those persons.
Resolution 3 Ratification of Tranche 1 Placement Securities issued on 1 May 2019 under Listing Rule 7.1A	The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the Placement or any associates of those persons.
Resolution 4 Approval of issue of Tranche 1 and Tranche 2 Placement Securities to Mr Gerd Goette, Non-Executive Director, under ASX Listing Rule 10.11	The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Goette or any of his associates.

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

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

How do I vote my Shares of BuildingIQ common stock?

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

Online: by following the Internet voting instructions included in the Notice of Meeting at any time up until 10.00am (AEST) on 24 September 2019.

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

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

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

How do I vote if I hold CDIs?

Each CDI holder is entitled to direct CDN to vote one Share for every CDI held by such holder. Those persons holding CDIs are entitled to receive notice of and to attend the Special Meeting and any adjournment or postponement thereof, and may direct CDN to vote their underlying Shares at the Special Meeting by voting online at www.investorvote.com.au, or by returning the CDI Voting Instruction Form to Computershare Investor Services Pty Ltd, the agent we designated for the collection and processing of voting instructions from our CDI holders, no later than 10.00am (AEST) on 24 September 2019 in accordance with the instructions on such form. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written directions.

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

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

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

How do I attend the Special Meeting?

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

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

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

Please include the following information in your request:

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

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

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

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

May I change my vote or revoke my proxy?

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

- filing a written statement to that effect with our Corporate Secretary at or before the taking of the vote at the Special Meeting;
- voting again via the Internet or telephone at a later time before the closing of those voting facilities at 10.00am (AEST) on 24 September 2019;
- submitting a properly signed proxy card with a later date that is received at or prior to the Special Meeting; or,
- attending the Special Meeting, revoking your proxy, and voting in person.

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

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, no later than 10.00am (AEST) on 24 September 2019, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Can any other business be conducted at the Special Meeting?

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

What happens if the Special Meeting is adjourned?

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

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

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

Who will pay for the cost of soliciting proxies?

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

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

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Lisa Jones", written in a cursive style.

Lisa Jones
Company Secretary
4 September 2019

BUILDINGIQ, INC.
251 Little Falls Drive
City of Wilmington, County of New Castle,
DELAWARE 19808-1674

UNITED STATES OF AMERICA.

EXPLANATORY NOTES

SPECIAL MEETING OF STOCKHOLDERS
10.00am (AEST) ON 27 SEPTEMBER 2019

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

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

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

RESOLUTIONS 1 & 2- Ratification of Issue of Placement Securities under Listing Rule 7.1

The Company has recently conducted a Placement as announced to ASX on 30 April 2019 and 25 June 2019 to raise a total of \$2,150,000. The Company issued 57,851,430 CDIs under the Placement, having issued 23,728,814 CDIs (equivalent to 23,728,814 Shares), on 1 May 2019; 7,062,148 CDIs (equivalent to 7,062,148 Shares) on 28 June 2019; and 27,060,468 CDIs (equivalent to 27,060,468 Shares) on 28 August 2019 ("Placement Securities").

The Placement Securities were issued on the following basis:

- (a) 34,122,616 CDIs issued pursuant to ASX Listing rule 7.1 comprising 7,062,148 CDIs issued on 28 June 2019 and 27,060,468 CDIs issued on 28 August 2019; and
- (b) 23,728,814 CDIs issued pursuant to ASX Listing Rule 7.1A on 1 May 2019;

Resolutions 1 and 2 seek stockholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 34,122,616 Placement Securities issued pursuant to ASX Listing Rule 7.1 (**7.1 Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without securityholder approval under ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with securityholder approval for the purpose of ASX Listing Rule 7.1.

Pursuant to the 7.1 Ratification, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 in order to maintain greater flexibility to raise funds up to the 15% limit to meet future needs during the next twelve months, without the costs and delay of convening a general meeting of the Company. The requirement to obtain stockholder approval for any future issue of equity securities, before the issue, could limit the Company's ability to take advantage of future market opportunities that may arise.

Technical information required by ASX Listing Rule 7.5

The Company provides the following information in relation to the 7.1 Ratification as required by ASX Listing Rule 7.5.

Number of CDIs issued:	34,122,616 CDIs (representing an equal number of Shares).
Date of issue:	(a) 7,062,148 CDIs were issued on 28 June 2019. (b) 27,060,468 CDIs were issued on 28 August 2019
Issue price:	(a) 7,062,148 CDIs at \$0.0354 per CDI (b) 27,060,468 CDIs at \$0.0364 per CDI.
Allottees:	Sophisticated and professional investors who are not related parties of the Company.
Terms of issue:	The CDIs rank equally in all respects with the existing CDIs on issue.
The use or intended use of funds raised:	The Company intends to use the proceeds raised to support the growth of its greenfield business and for working capital.
Voting exclusion statement:	Voting exclusion statements relating to Resolutions 1 and 2 are included in the Proxy Statement.

The Board believes that the ratification of the Placement Securities is beneficial to the Company for the reasons outlined above. Accordingly, the Board (with the exception of Mr Goette who makes no recommendation as he is a proposed participant in the Placement), recommends that securityholders vote in favour of Resolutions 1 and 2.

RESOLUTION 3- Ratification of Issue of Placement Securities under ASX Listing Rule 7.1A

As noted above, 23,728,814 Placement Securities were issued pursuant to ASX Listing Rule 7.1A.

This resolution seeks Stockholder ratification pursuant to ASX Listing Rule 7.4 for the issue of all of the Placement Securities issued pursuant to ASX Listing Rule 7.1A ("7.1A Ratification").

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior securityholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains securityholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A. By ratifying the issue of the Placement Securities issued on 1 May 2019, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.5

The Company provides the following information in relation to the 7.1 Ratification as required by ASX Listing Rule 7.5.

Number of CDIs issued:	23,728,814 CDIs (representing an equal number of Shares).
Date of issue:	1 May 2019
Issue price:	\$0.0354
Allottees:	Sophisticated and professional investors who are not related parties of the Company.
Terms of issue:	The CDIs rank equally in all respects with the existing CDIs on issue.
The use or intended use of funds raised:	The Company intends to use the proceeds raised to support the growth of its greenfield business and for working capital.
Voting exclusion statement:	Voting exclusion statements relating to Resolution 3 is included in the Proxy Statement.

The Board believes that the ratification of the above issue of Placement Securities is beneficial to the Company for the reasons outlined above. Accordingly, the Board (with the exception of Mr Goette who makes no recommendation as he is a proposed participant in the Placement), recommends that securityholders vote in favour of Resolution 3.

RESOLUTION 4- Approval of issue of Placement Securities to Mr Gerd Goette

The Company is seeking securityholder approval for the issue of 2,091,482 CDIs Placement Securities to Mr Gerd Goette under his proposed participation in the Placement on the same terms as the other investors.

ASX Listing Rule 10.11 requires securityholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

Mr Goette, being a director, is a related party of the Company and accordingly the Company seeks securityholder approval under ASX Listing Rule 10.11 for the issue of the Placement Securities to Mr Goette.

Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue of CDIs under the Placement to Mr Goette:

- (a) the CDIs will be issued to Mr Gerd Goette (or his nominee);
- (b) the maximum number of CDIs (representing an equal number of Shares) to be issued is 2,091,482;
- (c) the CDIs will be issued no later than 1 month after the date of the Meeting;

(d) the issue price of the CDIs is:

- (i) 1,129,944 CDIs under Tranche 1 of the Placement at an issue price of \$0.0354 (total \$40,000); and
- (ii) and 961,538 CDIs under Tranche 2 of the Placement at an issue price of \$0.0364 (total \$35,000),

being the same issue price paid by the other investors in the Placement.

(e) a voting exclusion statement for Resolution 4 is included in the Proxy Statement;

(f) the funds raised will be used for the same purposes as all other funds raised under the Placement, namely, to support the growth of the Company's greenfield business and to provide working capital.

The directors, other than Mr Goette, recommend that stockholders vote in favour of this resolution.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Lisa Jones', written in a cursive style.

Lisa Jones
Company Secretary

4 September 2019



BIQ

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

Lodge your vote:



Online:
www.investorvote.com.au



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

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Vote online or view the notice of meeting, 24 hours a day, 7 days a week:

www.investorvote.com.au

- ☒ **Cast your vote**
- ☒ **Access the notice of meeting**
- ☒ **Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

For your vote to be effective it must be received by 10.00am (AEST) on Tuesday, 24 September 2019.

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name on 5 September 2019 at 7.00pm (AEST) entitles you to one vote.

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

Signing Instructions

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

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

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

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

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

GO ONLINE TO VOTE
or turn over to complete the form

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



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



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of BuildingIQ, Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Stockholders of BuildingIQ, Inc. to be held at the offices of Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW 2000 on Friday, 27 September 2019 at 10.00am (AEST) 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

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name, or the name of your appointee, in this box.

Computershare will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Special Meeting of Stockholders. Please remember that the form of proxy is subject to all terms and conditions that apply to proxies as outlined in the Notice of Meeting including any cut off time for receipt of valid proxies.

STEP 3

Voting Instructions - Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 10:00am (AEST) on Tuesday, 24 September, 2019. Please read the instructions overleaf before marking any boxes with an X.

	For	Against	Abstain
1 Ratification of Tranche 1 Placement Securities issued on 28 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification Tranche 2 Placement Securities issued on 28 August 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Tranche 1 Placement Securities issued on 1 May 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Tranche 1 and Tranche 2 Placement Securities to Mr Gerd Goette, Non-Executive Director	<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

B I Q

2 5 5 8 9 0 A



Computershare

