



intelliHR Limited

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Level 28, 345 Queen Street, Brisbane QLD 4000 on 15 November 2019 at 10am (EST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

intelliHR Limited
ACN 600 548 516

Notice of General Meeting

Notice is hereby given that the general meeting of the Shareholders of intelliHR Limited will be held at Level 28, 345 Queen Street, Brisbane QLD 4000 on 15 November 2019 at 10 am (Eastern Standard Time) (Meeting).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10am on 13 November 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2019.

RESOLUTION 1 REMUNERATION REPORT (NON-BINDING)

To consider, and if thought fit, to pass the following as a non-binding resolution:

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors’ Report for the financial year ending 30 June 2019.”

A voting exclusion statement is set out below.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 RE-ELECTION OF DIRECTOR -ALAN BIGNELL

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

“That Alan Bignell, who was appointed a Director in accordance with Rule 19.2(a) of the Company’s Constitution and retires upon the conclusion of the Meeting in accordance with Rule 19.2(b) of the Company’s Constitution be re-elected as a Director.”

RESOLUTION 3 APPROVAL OF OPTION INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 exception 9 and for all other purposes, Shareholders approve the Company’s Option Incentive Plan on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 4 APPROVAL OF PERFORMANCE RIGHTS INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 exception 9 and for all other purposes, Shareholders approve the Company’s Performance Rights Incentive Plan on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 5 APPROVAL OF 10% PLACEMENT FACILITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 - Remuneration Report (Non-Binding)	A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (b) the voter is the Chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.
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Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution	Persons excluded from voting
Resolution 3 - Approval of Option Incentive Plan	The Directors of the Company except one who is ineligible to participate in any employee incentive scheme in relation to the Company.
Resolution 4 - Approval of Performance Rights Incentive Plan	The Directors of the Company except one who is ineligible to participate in any employee incentive scheme in relation to the Company.
Resolution 5 - Approval of 10% Placement Facility	Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, the Company need not disregard a vote if:

- (b) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (c) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

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

Suzanne Yeates
intelliHR Limited
16 October 2019

intelliHR Limited
ACN 600 548 516

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 28, 345 Queen Street, Brisbane on 15 November 2019 at 10am (EST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of Explanatory Memorandum.

Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10am on 13 November 2019. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By Facsimile	+61 2 9287 0309
By Hand	Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000
Vote online	www.linkmarketservices.com.au

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Link Market Services Limited).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 4.00pm (EST) on 13 November 2019.

1 ANNUAL REPORT

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2019 which is available on the ASX platform at www.asx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;

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

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

There is no requirement for Shareholders to approve the Annual Report.

2 RESOLUTION 1 - REMUNERATION REPORT

2.1 Introduction

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2019.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

2.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general

meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were directors of the Company when the resolution to make the directors' report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3 RESOLUTION 2 - RE-ELECTION OF MR BIGNELL

ASX Listing Rule 14.5 provides that a company must hold an election of directors at each annual general meeting.

Rule 19.2 of the Company's Constitution provides that the Board may appoint casual vacancies, who hold office until the conclusion of the next AGM following their appointment. Such Directors are eligible for re-election.

Mr Alan Bignell was appointed a Director of the Company on 9 September 2019 and in accordance with Rule 19.2, retires with effect from the conclusion of the Meeting. Mr Bignell offers himself for re-election.

Mr Bignell has played an integral role in growing simPRO (a local Australian software business) to become a global SaaS business employing 300 staff, servicing over 5,000 clients and 120,000 users worldwide.

Mr Bignell has been with simPRO since 2012 and is currently Chief Financial Officer reporting to the CEO and attending all Group board meetings. Until recently, Mr Bignell was also Group Chief Operating Officer, with each country General Manager in Australia, New Zealand, United Kingdom and United States reporting to him. As well, Mr Bignell oversees the finance team, cashflow management, funding of country operations, financial reporting and budgeting. Mr Bignell has held previous senior executive roles in the financial services sector in organisations including Railways Credit Union (now known as Move Bank) (CFO), Manchester Unity a public company (CEO) and Sureplan Friendly Society a Life insurance company (CEO).

The Board (other than Mr Bignell) recommends that Shareholders vote in favour of Resolution 2.

The election of Mr Bignell satisfies Listing Rule 14.5.

4 RESOLUTIONS 3 AND 4 - APPROVAL OF INCENTIVE SCHEMES

4.1 Introduction

To provide an opportunity to eligible participants to participate in the Company's future growth and provide an incentive to contribute to that growth, the Company has since its listing in 2018 operated Option and Performance Rights Incentive Plans. These plans assist in attracting and retaining employees.

Copies of the plans will be made available for inspection at the Meeting. Summaries of the plans are set out in SCHEDULE 2 and SCHEDULE 3.

4.2 Requirement for Shareholder approval

Shareholder approval is not required under the Corporations Act or the ASX Listing Rules for the establishment or operation of the Option and Performance Rights Incentive Plans. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the 15% limit imposed by ASX Listing Rule 7.1 on the number of securities that may be issued without shareholder approval. ASX Listing Rule 7.2 exception 9(b) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by shareholders and the issue of securities is within 3 years from the date of shareholder approval of the issue of securities under the employee incentive scheme.

If an offer is made to a Director to participate in either the Option or Performance Rights Incentive Plans then separate Shareholder approval will need to be obtained prior to securities being issued to Directors under the relevant plan.

The following securities have been issued under the Option and Performance Rights Incentive Plans since the Company's initial public offer in January 2018:

- (a) 21,487,844 Options
- (b) 3,113,482 Performance Rights.

4.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4. These will allow the Company to issue securities for the benefit of participants of the Option and Performance Rights Incentive Plans whilst preserving the Company's 15% limit of issuing securities and provide flexibility in the manner in which the Option and Performance Rights Incentive Plans are managed.

5 RESOLUTION 5 - APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period following shareholder approval (10% Placement Facility).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 5.3(a) below) and may consist only of quoted Equity Securities.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.2 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

5.3 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period following shareholder approval by way of a special resolution. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

(a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$\text{Number of Equity Securities} = (A \times D) - E$

"A" the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that become fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and

7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

"D" is 10%

"E" is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

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

As the date of this Notice, the Company has on issue 155,408,870 Shares; being the only class of quoted Equity Security on issue. As a result, the Company has a capacity to issue:

- (i) 23,311,330 Equity Securities under Listing Rule 7.1; and
- (ii) following the Meeting and subject to Shareholders approving Resolution 5, 15,540,887 quoted Equity Securities under Listing Rule 7.1A.

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

5.4 Specific information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than when Shareholders approve the 10% Placement Facility; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, or issued for non-cash consideration for the acquisition of a new asset.

Following is a table that sets out the potential dilution of existing Shareholders if quoted Equity Securities are issued under the 10% Placement Facility:

Variable "A" in Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price (\$0.04)	Issue Price (\$0.08)	100% increase in Issue Price (\$0.16)
Current Variable A (155,408,870)	10% Voting Dilution (Shares)	15,540,887	15,540,887	15,540,887
	Funds Raised (\$)	621,635	1,243,271	2,486,542
50% increase in current Variable A (233,113,305)	10% Voting Dilution (Shares)	23,311,331	23,311,331	23,311,331
	Funds Raised (\$)	932,453	1,864,906	3,729,813
100% increase in current Variable A (310,817,740)	10% Voting Dilution (Shares)	31,081,774	31,081,774	31,081,774
	Funds Raised (\$)	1,243,271	2,486,542	4,973,084

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of quoted Equity Securities available under the 10% Placement Facility.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (iv) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed that those quoted options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (v) The issue price is \$0.08 being the closing price of the Shares on ASX on 4 October 2019.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (c) The latest date by which Equity Securities may be issued is 12 months after the Meeting. Approval for the issue of Equity Securities under the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Equity Securities may be issued to raise funds, in which case the Company intends to use the funds raised towards ongoing R&D and product enhancement, investment in sales and marketing to expand growth pipeline and/or general working capital to enable ongoing execution of business strategy.

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

- (e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:
 - (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
 - (ii) The effect of the issue of the Equity Securities on the control of the Company.
 - (iii) The financial situation and solvency of the Company.
 - (iv) Advice from corporate, financial and broking advisers (if applicable).

The subscribers may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 50,042,062, representing 47.49% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in SCHEDULE 4 to this Explanatory Memorandum.

- (g) A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities, and no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chair or Chairperson	means the chair of the Company.
Closely Related Party of a member of the Key Management Personnel	means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or intelliHR	intelliHR Limited
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the same meaning given in the Listing Rules.
EST	means Eastern Standard Time.
Explanatory Memorandum	means this explanatory memorandum.
Key Management Personnel	has the same meaning given in the Listing Rules.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Option Incentive Plan	means the option incentive plan the terms of which are summarised in SCHEDULE 2.

Performance Right	means a right granted by the Company to be issued Shares, subject to satisfaction of vesting conditions.
Performance Rights Incentive Plan	means the Performance Rights incentive plan the terms of which are summarised in SCHEDULE 3.
Proxy Form	means the proxy form attached to this Notice.
Relevant Directors	means those directors who approved the last directors' report.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Securities	has the meaning given in the Corporations Act.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Spill Meeting	has the meaning given in section 2.2 of the Explanatory Memorandum.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means volume weighted average price as defined in the Listing Rules.

SCHEDULE 2 TERMS OF THE OPTION INCENTIVE PLAN

A summary of the terms of the Option Incentive Plan are as follows:

(a) Eligibility Criteria

The Option Incentive Plan will be open to eligible participants (including full-time and part time employees, executives, Directors and consultants) of intelliHR or any of its subsidiaries who the Board designates as being eligible.

(b) Grant of Options

All Options are to be offered to participants for no consideration. The offer must be in writing and specify, amongst other things, the number of Options for which the participants may apply, the period within which the Options may be exercised and any conditions to be satisfied before exercise, the Option expiry date (as determined by the Board) and the exercise price for the Options.

(c) Exercise

The Options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full.

(d) Lapse

The Options shall lapse upon the earlier of the date specified by the Board or events contained in the Option Incentive Plan rules in certain circumstances.

(e) Rights of Participants

Once Shares are allotted upon exercise of the Options, the participant will hold the Shares free of restrictions. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Options will be correspondingly changed to the extent necessary to comply with the Listing Rules. In the event of a change of control, the Board shall have discretion to deal with the Options, including allowing accelerated vesting or the issue of Options in the substituted corporation. A holder of Options is not entitled to participate in a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options.

(f) Assignment

The Options are not transferable or assignable without the prior written approval of the Board.

(g) Administration

The Option Incentive Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions

(subject to the Listing Rules, if applicable) in addition to those set out in the Option Incentive Plan.

(h) Termination and Amendment

The Option Incentive Plan may be terminated or suspended at any time by the Board. The Option Incentive Plan may be amended at any time by the Board except where the amendment reduces the rights of the holders of Options.

(i) Restriction on Disposal

A participant must not dispose of any interest in an Option or share issue on exercise of an Option granted under the Option Incentive Plan until the end of the three year period commencing on the date of the grant of the Option.

SCHEDULE 3 PERFORMANCE RIGHTS PLAN

A summary of the terms of the Performance Rights Plan are as follows:

(a) Eligibility Criteria

The Rights Plan will be open to eligible participants (including employees and consultants) of intelliHR or any of its subsidiaries who the Board designates as being eligible. No Director may be designated an eligible participant for the purposes of the plan.

(b) Grant of Performance Rights

Performance rights will be offered to eligible participants for no consideration under the Rights Plan. The offer must be in writing and specify, amongst other things, the number of Performance Rights for which the participants may accept, the date on which the Performance Rights vest and any conditions to be satisfied before vesting, and any other terms attaching to the rights.

(c) Vesting of Performance Rights

The performances right vest, subject to the satisfaction of any vesting conditions or any other conditions contained in the offer, by the participant giving a signed notice to intelliHR.

(d) Lapse

Unvested Performance Rights shall lapse upon the earlier of the date specified by the Board or the events contained in the Rights Plan rules, including termination of employment or resignation, redundancy, death or disablement.

(e) Rights of Participants

Performance rights issued under the Rights Plan do not entitle the holder to notice of, or to vote at, or attend Shareholders' meetings, or to receive any dividends declared by intelliHR.

Should intelliHR undergo a reorganisation or reconstruction of capital or any other such change, the terms of the rights will be correspondingly changed to the extent necessary to comply with the Listing Rules.

In the event of a change of control, the Board shall have discretion to deal with the Performance Rights, including allowing accelerated vesting of the rights.

(f) Quotation

Performance rights will not be quoted on the ASX. intelliHR will apply for official quotation of any Shares issued under the Rights Plan in accordance with the Listing Rules and having regard to any disposal restrictions.

(g) Assignment

Performance rights are not transferable or assignable without the prior written approval of the Board.

(h) Administration

The Rights Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the plan.

(i) Termination and Amendment

The Rights Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Rights Plan except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Performance Rights.

SCHEDULE 4 INFORMATION REQUIRED BY LISTING RULE 7.1A.3

Information required by LR 7.3A.6	Issue 1	Issue 2	Issue 3	Issue 4
Date of issue:	5 April 2019	24 April 2019	24 April 2019	26 April 2019
Number issued:	1,186,875	79,995	6,071,666	56,000
Class/Type of equity security:	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares
Summary of terms:	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue
Names of persons who received securities or basis on which those persons was determined:	Holder of \$0.01 Options	Holder of Options	Clients of Moore Stephens (Vic) Pty Limited and Adelaide Equity Partners Limited, who were not related parties.	Holder of \$0.02 Options
Price:	Exercise of \$0.01 Options	Exercise of (a) 30,000 Options at \$0.02 per share	\$0.12 per share	Exercise of \$0.02 Options

Information required by LR 7.3A.6		Issue 1	Issue 2	Issue 3	Issue 4
			(b) 49,995 Options at \$0.04 per share		
Discount to market price (if any):		N/A	N/A	17.2% to the last closing price	N/A
<i>For cash issues</i>					
Total cash consideration received:		\$11,868.75	\$2,599.80	\$728,599.92	\$1,120
Amount of cash consideration spent:		\$11,868.75	\$2,599.80	\$728,599.92	\$1,120
Use of cash consideration:		General working capital	General working capital	Ongoing R&D and product enhancement, investment in sales and marketing to expand growth pipeline, general working capital to enable ongoing execution of business strategy	General working capital
Intended use for remaining amount of cash (if any):		N/A	N/A	N/A	N/A

Information required by LR 7.3A.6	Issue 5	Issue 6	Issue 7	Issue 8
Date of issue:	2 May 2019	2 May 2019	25 June 2019	9 August 2019
Number issued:	416,667	1,011,668	18,852,876	17,330,123
Class/Type of equity security:	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares	Fully paid ordinary shares
Summary of terms:	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue	Fully paid ordinary shares ranking equally with ordinary shares on issue
Names of persons who received securities or basis on which those persons was determined:	Clients of Moore Stephens (Vic) Pty Limited and Adelaide Equity Partners Limited, who were not related parties.	Clients of Moore Stephens (Vic) Pty Limited and Adelaide Equity Partners Limited, who were not related parties.	Clients of Morgans Financial Limited, who were not related parties.	Clients of Morgans Financial Limited, who were not related parties.
Price:	\$0.12 per share	\$0.12 per share	\$0.075 per share	\$0.075 per share
Discount to market price (if any):	17.2% to the last closing price prior to the	17.2% to the last closing price prior to the	18.5% to the last closing price prior to the	18.5% to the last closing price prior to the

Information required by LR 7.3A.6	Issue 5		Issue 6		Issue 7		Issue 8	
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agreement entered into	being	agreement entered into	being	agreement entered into	being	agreement entered into	being
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For cash issues

Total cash consideration received:	\$50,000.04	\$121,400.16	\$1,413,965.70	\$1,299,759.20
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Amount of cash consideration spent:	\$50,000.04	\$121,400.16	\$749,622.73	\$1,299,759.20
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- Use of cash consideration:
- Ongoing R&D and product enhancement
 - o Platform enhancements to improve ability to integrate additional modules to create a complete people solution for customers
 - o Continuing investment in analytics, natural language processing and reporting functionality to maintain and widen product advantage over competition
 - Investment in sales and marketing to expand growth pipeline
 - o Targeting run rate of 4 new customers per sales person per month
 - o Current sales team approaching capacity given growth in current lead generation pipeline
 - o New sales staff to be brought on-line as required to meet growth opportunities
 - General working capital to enable ongoing execution of business strategy
 - o Continue to grow customer base to increase headcount beyond 7,500 contracted users

Information required by LR 7.3A.6	Issue 5	Issue 6	Issue 7	Issue 8
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o Global expansion strategy

Intended use for remaining amount of cash (if any):	N/A	N/A	As noted above.	As noted above.
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Information required by LR 7.3A.6	Issue 9	Issue 10	Issue 11	Issue 12
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Date of issue:	9 August 2019	9 August 2019	9 August 2019	13 August 2019
Number issued:	833,333	4,166,666	4,166,666	3,817,001
Class/Type of equity security:	Fully paid ordinary shares	Option	Option	Fully paid ordinary shares
Summary of terms:	Fully paid ordinary shares ranking equally with ordinary shares on issue	Unlisted Options with an exercise price of \$0.30 and expiry date of 30 April 2021	Unlisted Options with an exercise price of \$0.075 and expiry date of 9 August 2021	Fully paid ordinary shares ranking equally with ordinary shares on issue
Names of persons who received securities or basis on which those persons was determined:	Robert Bromage, the Company's Managing Director	Investors participating in the Company's placement in April 2019.	Investors participating in the Company's placement in April 2019.	Clients of Morgans Financial Limited
Price:	\$0.12 per share	Attaching Options	Attaching Options	\$0.075 per share

Information required by LR 7.3A.6	Issue 9	Issue 10	Issue 11	Issue 12
Discount to market price (if any):	17.2% to the last closing price prior to the agreement being entered into	N/A	N/A	18.5% to the last closing price prior to the agreement being entered into
<i>For cash issues</i>				
Total cash consideration received:	\$99,999.96	Attaching Options	Attaching Options	\$286,275.07
Amount of cash consideration spent:	\$99,999.96	N/A	N/A	N/A
Use of cash consideration:	Ongoing R&D and product enhancement, investment in domestic and international sales and marketing to expand growth pipeline, general working capital to enable ongoing execution of business strategy	N/A	N/A	Ongoing R&D and product enhancement, investment in domestic and international sales and marketing to expand growth pipeline, general working capital to enable ongoing execution of business strategy

Information required by LR 7.3A.6	Issue 9	Issue 10	Issue 11	Issue 12
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Intended use for remaining amount of cash (if any):	N/A	N/A	N/A	As noted above.
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Information required by LR 7.3A.6	Issue 13	Issue 14
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Date of issue:	10 September 2019	10 September 2019
Number issued:	385,867	1,878,788
Class/Type of equity security:	Fully paid ordinary shares	Performance rights
Summary of terms:	Fully paid ordinary shares ranking equally with ordinary shares on issue	Performance rights issued relating to FY2020 STI's
Names of persons who received securities or basis on which those persons was determined:	Paul Trappett (198,367) and Glenn Donaldson (187,500).	Paul Trappett (1,090,909) and Glenn Donaldson (787,879).

Information required by LR		Issue 13	Issue 14
7.3A.6			
Price:		Vesting of Performance Rights upon satisfaction of vesting conditions	N/A
Discount to market price (if any):		N/A	N/A
<i>For cash issues</i>			N/A
Total cash consideration received:		N/A	N/A
Amount of cash consideration spent:		N/A	N/A
Use of cash consideration:		N/A	N/A
Intended use for remaining amount of cash (if any):		N/A	N/A
<i>For non-cash consideration</i>			
The non-cash consideration that was paid		N/A	For services provided and to be provided.

Information required by LR 7.3A.6	Issue 13	Issue 14
Current value of that non-cash consideration	N/A	N/A

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

intelliHR Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (EST) on Friday, 15 November 2019 at Level 28, 345 Queen Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Remuneration Report

For Against Abstain*

☐ ☐ ☐

5 Approval of 10% Placement Facility

For Against Abstain*

☐ ☐ ☐

2 Re-election of Director – Alan Bignell

☐ ☐ ☐

3 Approval of Option Incentive Plan

☐ ☐ ☐

4 Approval of Performance Rights Incentive Plan

☐ ☐ ☐


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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (EST) on Wednesday, 13 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

intelliHR Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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