

MINT PAYMENTS LIMITED

ACN 122 043 029

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Mint Payments Limited (**Company**) will be held at the Macquarie Room, State Library of New South Wales, corner of Macquarie Street and Shakespeare Place, Sydney NSW 2000 on Monday 25 November 2019 at 3.00pm (AEDT).

BUSINESS

A. ACCOUNTS AND REPORTS

To table the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2019 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. RESOLUTIONS

1. Adoption of Remuneration Report

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

'That for the purposes of section 250R(2) of the Corporations Act 2001 (the Corporations Act) and for all other purposes, the Remuneration Report set out in the Annual Report of the Company for the financial year ended 30 June 2019 be adopted.'

This is a non-binding advisory resolution.

Voting Exclusion

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (as defined below) details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party (as defined below) of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Key Management Personnel has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any Director 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 of 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 *Corporations Regulations 2001* (Cth) (**Corporations Regulations**).

2. Re-election of Ms Anne Weatherston

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

'That Ms Anne Weatherston, a Director retiring by rotation in accordance with Rule 15.5(a) of the Company's Constitution and being eligible and having offered herself for re-election, be re-elected as a Director of the Company.'

3. Ratification of Past Issue of Shares

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

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given in respect of the issue of 64,568,563 fully paid ordinary shares in the Company on 10 September 2019 on the terms and conditions set out in the Explanatory Notes to Resolution 3.'

Voting Exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of Resolution 3 by or on behalf of:

- a person who participated in the issue; or
- an associate of a person who participated in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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

4. Approval for Issue of Shares – Roadhound Electronics Pty Ltd

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

'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the Company to issue 21,739,130 fully paid ordinary shares in the Company to Roadhound Electronics Pty Ltd and/ or its nominee, as part of the placement announced on 30 August 2019, being at an issue price of \$0.023 per share, on the terms and conditions set out in the Explanatory Notes to Resolution 4.'

Voting Exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of Resolution 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under the resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company), being Roadhound Electronics Pty Ltd; or
- an associate of that person.

However, the Company need not disregard a vote if:

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

5. Approval for Issue of Shares – TAAJ Corporation Pty Ltd

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

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 24,651,956 fully paid ordinary shares in the Company to TAAJ Corporation Pty Ltd, a related party of the Company, as part of the placement announced on 30 August 2019, being at an issue price of \$0.023 per share, on the terms and conditions set out in the Explanatory Notes to Resolution 5.'

Voting Exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of Resolution 5 by or on behalf of:

- a person who is to receive securities in relation to the Company, being TAAJ Corporation Pty Ltd; or
- an associate of that person.

However, the Company need not disregard a vote if:

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

6. Approval for 10% Placement Capacity

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

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue and allotment of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes to Resolution 6.'

Voting Exclusion

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

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue under this resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if:

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

By Order of the Board



Alex Teoh

Managing Director and Group CEO

Dated: 24 October 2019

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 24 October 2019 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

A. ACCOUNTS AND REPORTS

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2019 will be tabled before the meeting. There is no requirement for shareholders to approve those reports, however, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

B. RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Company is required to include in its Directors' Report a detailed Remuneration Report relating to the remuneration of the Company's Directors and Executives. Section 300A of the Corporations Act sets out the information to be included in the Remuneration Report. A copy of the report appears in the Company's Annual Report for the year ended 30 June 2019.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting. The vote on this Resolution is advisory to the Company only and does not bind the Board.

Under Section 250SA of the Corporations Act, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

Important notice regarding appointment of proxies in relation to Resolution 1

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity) by or on behalf of the Company's Key Management Personnel (including the Directors), details of whose remuneration are included in the Remuneration Report or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on Resolution 1 by a Key Management Personnel, or a Closely Related Party of a Key Management Personnel, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a Key Management Personnel or a closely related party of a Key Management Personnel.

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote in respect of Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2 – RE-ELECTION OF MS ANNE WEATHERSTON

Rule 15.5(a) of the Company's Constitution requires that a Director (except for the Managing

Director) must retire from office and seek re-election by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. Ms Anne Weatherston retires this year in accordance with this rule and is permitted to seek re-election.

Personal particulars of Ms Anne Weatherston are set out in the Board of Directors information included in the Company's 2019 Annual Report.

The Board, with Ms Anne Weatherston abstaining, recommends to shareholders the re-election of Ms Anne Weatherston.

3. RESOLUTION 3 – RATIFICATION OF PAST ISSUE OF SHARES

(a) Purpose

Under Resolution 3, approval is sought for the purposes of ASX Listing Rule 7.4 and for all other purposes, in respect of the issue of 64,568,563 fully paid ordinary shares issued on 10 September 2019 to sophisticated and professional investors (**Placement Shares**), by way of a placement as announced by the Company on 30 August 2019 (**Placement**).

All Placement Shares were issued under the Company's 15% placement capacity in accordance with ASX Listing Rule 7.1. Resolution 3 seeks shareholder approval to ratify this issue under Listing Rule 7.4 and refresh the 15% capacity. Details of the allottees to which the Placement Shares were issued are provided in section 3(c)(iv) below.

Approval of the securities issued under the Company's 15% placement capacity will enable the Company to refresh its ability to issue further securities in the future without seeking shareholder approval in accordance with ASX Listing Rule 7.1.

(b) ASX Listing Rules

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company can issue without shareholder approval in any 12 month period to 15% of its issued securities

ASX Listing Rule 7.4 allows for shareholders to retrospectively approve an issue of securities pursuant to Listing Rule 7.1, provided that the issue was not in breach of ASX Listing Rule 7.1. The issue of the Placement Shares considered by Resolution 3 did not breach ASX Listing Rule 7.1. Shareholders are being asked to approve the issue of the Placement Shares in accordance with ASX Listing Rule 7.4.

If the Placement Shares are treated as having been issued with shareholder approval pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities under Listing Rule 7.1 is restored. The Company does not presently propose to issue further securities without shareholder approval, however the Directors consider it prudent to retain the capacity to issue further securities and accordingly seek shareholder approval of the issue of Placement Shares as set out in Resolution 3.

(c) Additional Information required under ASX Listing Rule 7.5

The Company provides the following information in relation to the issue of the Placement Shares:

(i) Number of securities issued

A total of 64,568,563 Placement Shares were issued on 10 September 2019.

(ii) Issue price

The Placement Shares were issued at a price of \$0.023 (2.3 cents) per Placement Share.

(iii) Terms of the securities issued

The Placement Shares issued pursuant to the Placement are fully paid ordinary shares in the capital of the Company and rank equally with other ordinary shares on issue.

(iv) Basis of which the persons to whom securities were issued was determined

The Placement Shares were issued to a group of new and existing sophisticated and institutional investors as identified by the Company with the assistance of its corporate advisor North Ridge Partners Pty Limited (**North Ridge**) and included clients of North Ridge (being 62,394,650 Placement Shares).

Placement Shares were also issued to North Ridge in consideration for corporate advisory services provided to the Company (being 2,173,913 Placement Shares).

(v) The use of the funds

As announced by the Company on 30 August 2019, the funds raised by the Company from the issue of the Placement Shares will put the Company in a strong position, enabling it to grow and consolidate the momentum it has achieved to date in the direct travel payments industry. The funds will be used for:

- technology development to build out Mint's payment platform functionality and further integrate with the new global acquirer relationship;
- sales and marketing resources to capitalise on direct payments opportunity in the Australian SME travel industry; and
- general working capital.

(vi) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice preceding the Explanatory Notes.

(d) Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES TO ROADHOUND ELECTRONICS PTY LTD

(a) Purpose

Resolution 4 seeks approval for the purposes of ASX Listing Rule 7.1 for the issue of 21,739,130 ordinary fully paid shares (**Roadhound Shares**) to Roadhound Electronics Pty Ltd (**Roadhound**) and/ or its nominee, as part of and on the same terms and conditions as the Company's placement announced on 30 August 2019, being at an issue price of \$0.023 per share (**Placement**).

Roadhound is an existing substantial shareholder of the Company with a shareholding interest of 17.13% as set out in its most recent substantial holder notice dated 23 May 2018, and it (and/ or its nominee) participated in the first tranche of the Placement and was issued with 13,043,478 fully paid ordinary shares in the Company on 10 September 2019 in exchange for subscription funds of \$300,000 (being at an issue price of \$0.023 per share). Roadhound is not a related party of the Company.

(b) ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the company's issued share capital at the commencement of the twelve month period. One circumstance where an action or an issue is not taken into account in calculating the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with ASX Listing Rule 7.3:

- The maximum number of securities to be issued is 21,739,130.
- The Roadhound Shares will be issued by no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver of modification of the ASX Listing Rules).
- The issue price for the Roadhound Shares is \$0.023 (2.3 cents) per share.
- The Roadhound Shares will be issued to Roadhound and/ or its nominee as investors to the Placement.
- The Roadhound Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary fully paid shares.
- Any funds raised via the issue of the Roadhound Shares are intended to be used to fund:
 - technology development to build out Mint's payment platform functionality and further integrate with the new global acquirer relationship;
 - sales and marketing resources to capitalise on direct payments opportunity in the Australian SME travel industry; and

- general working capital,

as set out in the Company's announcement of 30 August 2019.

- A voting exclusion statement as set out in the Notice of Annual General Meeting applies to this Resolution 4.

(c) Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – APPROVAL FOR ISSUE OF SHARES TO TAAJ CORPORATION PTY LTD

(a) Background

As announced to ASX on 30 August 2019, TAAJ Corporation Pty Ltd (**TAAJ**), an entity associated with the Company's Managing Director and CEO Alex Teoh, indicated that it intends to subscribe for shares as part of the Placement.

(b) Why approval is being sought under ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a company to obtain the approval of shareholders before issuing equity securities to a related party of the company which includes a director of that company. Shareholder approval is sought under ASX Listing Rule 10.11, as the passing of Resolution 5 will permit TAAJ (or its nominee), a related entity of a director of the Company, to subscribe for shares in the Company as part of the Placement.

If shareholder approval is given under ASX Listing Rule 10.11, it is not required under ASX Listing 7.1 due to the operation of ASX Listing Rule 7.2 Exception 14.

(c) Additional Information for shareholders under ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires that certain information is included in a notice of meeting to approve a transaction for the purpose of ASX Listing Rule 10.11. The following information is provided in accordance with ASX Listing Rule 10.13:

- The securities will be issued to TAAJ and/ or its nominee.
- The maximum number of securities to be issued is 24,651,956.
- The securities will be issued by no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver of modification of the ASX Listing Rules).
- TAAJ is a related party of the Company, being an entity associated with Mr Alex Teoh, the Company's Managing Director and CEO.
- The issue price for the securities is \$0.023 (2.3 cents) per share.
- The securities will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary fully paid shares.

- Any funds raised via the issue of the securities are intended to be used to fund:
 - technology development to build out Mint’s payment platform functionality and further integrate with the new global acquirer relationship;
 - sales and marketing resources to capitalise on direct payments opportunity in the Australian SME travel industry; and
 - general working capital,

as set out in the Company’s announcement of 30 August 2019.

- A voting exclusion statement as set out in the Notice of Annual General Meeting applies to this Resolution 5.

(d) Why approval is not being sought under Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act and must give the benefit within 15 months of such approval. The issue of shares in the Placement to TAAJ (and/ or its nominee) is considered a ‘financial benefit’ under the Corporations Act.

One exception to the section 208 prohibition is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the parties were dealing at arms’ length (or less favourable terms). The Company considers the proposed issue of shares to TAAJ (and/ or its nominee) is reasonable in the circumstances as the issue is on the same terms and conditions as the Placement announced to ASX on 30 August 2019 and was announced at that time.

As such, the Company considers that the proposed issue of shares falls within the exception set out in section 210 of the Corporations Act and therefore no shareholder approval is required for the purposes of Chapter 2E of the Corporations Act.

(e) Recommendation

The Directors, with Mr Alex Teoh abstaining, recommend that the shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – APPROVAL FOR 10% PLACEMENT CAPACITY

(a) ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued share capital (at the time of the issue or the agreement to issue) through placements over a 12-month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company’s 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Resolution 6 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using 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 capitalisation of \$300 million or less. The Company is an eligible entity.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated as follows:

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

Where:

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

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months;

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

D is 10%

E is the number of equity securities issued or agreed to be issued under 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 holders of ordinary securities under rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A(4) and 3.10.5A:

- (i) give to the ASX a list of the allottees of the equity securities and the number of equity securities to be allotted to each (but this list is not required to be released to the market); and
- (ii) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

(b) Minimum Price

The issue price of each such security must be no less than 75% of the volume weighted average price for securities in that 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 securities are to be issued is agreed; or
- (ii) if the securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.

(c) Risk of economic and voting dilution of existing ordinary security holders

Number of Shares		\$0.011 (50% decrease in Issue Price)	\$0.022 (Issue Price)	\$0.044 (100% increase in Issue Price)
862,776,715 being Variable A	10% Voting Dilution	86,277,671 Shares	86,277,671 Shares	86,277,671 Shares
	Funds Raised	\$949,054	\$1,898,108	\$3,796,217
1,294,165,073 being a 50% increase in Variable A	10% Voting Dilution	129,416,507 Shares	129,416,507 Shares	129,416,507 Shares
	Funds Raised	\$1,423,581	\$2,847,163	\$5,693,886
1,725,553,430 being a 100% increase in Variable A	10% Voting Dilution	172,555,343 Shares	172,555,343 Shares	172,555,343 Shares
	Funds Raised	\$1,898,108	\$3,796,217	\$7,592,435

If Resolution 6 is approved and the Company issues equity securities under the 10% Placement Capacity, there is a risk 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 on the date of the Annual General Meeting; 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,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The above table shows the potential dilution of existing ordinary security holders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows two examples of:

- (i) the dilution effects where variable 'A' is the number of Shares on issue, and where variable 'A' is increased by 50% and 100% based on the number of Shares on issue; and
- (ii) the dilution effects where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price on 11 October 2019.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- (ii) No options are exercised into shares before the date of the issue of equity securities.
- (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 table does not show examples of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.
- (v) The table shows only the effect of issue of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of equity securities under the 10% Placement Capacity consists only of shares.

(d) Timing

The Company may only issue equity securities pursuant to the 10% Placement Capacity within 12 months of the date of this Annual General Meeting. Further, the approval will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(e) Use of Funds

The Company may use the funds raised from issue of equity securities pursuant to the 10% Placement Capacity for working capital, for further development in building out its payment platform functionality and integration with new global acquirer relationships, for the acquisition of new assets and for sales and marketing resources to capitalize on direct payments opportunities in the Australian SME travel industry.

Subject to satisfaction of any other applicable regulatory requirements, the Company may also issue securities for non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(f) Allocation Policy

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

- (i) the methods of raising funds that are available to the Company including but not limited to rights issues or other issues in which existing security holders can participate;
- (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; and
- (iv) advice from corporate, financial and broking advisors (if applicable).

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

(g) Information required under Listing Rule 7.3A.6(b)

The Company did not seek approval for the 10% Placement Capacity at its 2018 annual general meeting and as such no equity securities were issued under this capacity in the 12 months preceding the date of the upcoming Annual General Meeting. Therefore no information is provided under Listing Rule 7.3A.6(b).

(h) Voting Exclusion

A voting exclusion statement as set out in the Notice of Annual General Meeting applies to this Resolution 6.

(i) Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 6.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 3:00pm (AEDT) on Saturday 23 November 2019.

Corporate Representatives

For a corporate representative to vote they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a show of hands, each member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that it a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

In person:	Link Market Services Limited 1A Homesbush Bay Drive Rhodes NSW 2138
By mail:	Mint Payments Limited
(reply paid envelope enclosed):	C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By fax:	Link Market Services +61 2 9287 0309


By no later than 3.00pm (AEDT) on Saturday 23 November 2019.

You may submit your proxy form online at www.linkmarketservices.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the attached proxy form.

Shareholders and their proxies should note the provisions of sections 250BB and 250BC of the Corporations Act which apply to voting by proxy.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Mint Payments 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

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Mint Payments 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 **3:00pm on Monday, 25 November 2019 in the Macquarie Room, State Library of New South Wales, corner of Macquarie Street and Shakespeare Place, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for Issue of Shares – TAAJ Corporation Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Anne Weatherston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval for 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Past Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval for Issue of Shares – Roadhound Electronics Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * 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 Resolution is 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:

- 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
- 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 **3:00pm on Saturday, 23 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Mint Payments 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

* 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.**