



NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

to be held at 10.00am (AEST) on Tuesday 25 August 2020
at Suite 302, 19a Boundary Street, Rushcutters Bay, NSW, 2011

Due to health concerns associated with the COVID-19 virus, BuildingIQ has organised a telephone conference call, so that stockholders can listen to the Special Meeting of Stockholders. This is not a virtual meeting. Therefore, while stockholders will be able to listen to the meeting via the conference call, stockholders will not be able to vote or revoke a proxy as part of the conference call. To ensure that your vote is counted at the Special Meeting, we urge you to complete and return the proxy card or CDI voting instruction form included with this Notice as soon as possible.

To register to attend the Special Meeting through the conference call facility please email companysecretary@buildingiq.com and provide your contact details and we will send you the details of how to join in and participate in the conference call.

USA Registered Office:
251 Little Falls Drive
City of Wilmington, County of New Castle
Delaware 19808-1674
United States

Dear Stockholders:

Enclosed is a Notice of Special Meeting and Proxy Statement advising the details for a special meeting (**Special Meeting**) of the holders of common stock and CHESS Depositary Interests (**CDIs**) of BuildingIQ, Inc. (**Company** or **BuildingIQ**) (**Stockholders**) to consider and vote on the resolutions required to implement the proposed investment in the Company by SNAPS Holding Company (**SNAPS**). The Special Meeting will be held on Tuesday 25 August 2020 at 10.00am (AEST) at Suite 302, 19a Boundary Street, Rushcutters Bay, NSW, 2011.

On 18 June 2020, the Company announced that it had entered into an investment agreement (**Investment Agreement**) with SNAPS, a US-based diversified technology holdings firm. Pursuant to the Investment Agreement, SNAPS will invest up to \$4,763,037 which will result in it obtaining a majority ownership position in the Company, subject to approval by the Company's Stockholders under the ASX Listing Rules.

The purpose of this Special Meeting is for you to consider, and vote on, proposals relating to the Investment Agreement and an associated subscription agreement between the Company and SNAPS of the same date (**Subscription Agreement**), to:

- approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock in the Company (**Shares**) from 500,000,000 to 1,500,000,000 (Resolution 1);
- approve the issue of 671,287,833 Shares to SNAPS in accordance with ASX Listing Rule 7.1 (Resolution 2);
- approve the issue of Shares on conversion of the April Convertible Note by SNAPS in accordance with ASX Listing Rule 7.1 (Resolution 3);
- approve the issue of Shares on conversion of the May Convertible Note by SNAPS in accordance with ASX Listing Rule 7.1 (Resolution 4); and
- approve the Amended and Restated Management Agreement dated 13 July, 2020 between SNAPS and the Company (Resolution 5).

As per the Company's announcement dated 1 July 2020, the Company has received notice from six holders of CDIs representing approximately 56% of the Company's CDIs (and equivalent number of underlying Shares) that they intend to vote in favour of each of Resolutions 1, 2, 3 and 4 in the absence of a superior proposal being announced before the Special Meeting. These notices of voting intention were obtained prior to the Company's decision to seek Stockholder approval of the Amended and Restated Management Agreement and therefore they do not address Resolution 5.

Please be aware that the resolutions put forward at the Special Meeting are all inter-dependent. This means that if one of the resolutions is not passed then none of the resolutions will proceed.

Due to the extraordinary circumstances surrounding the COVID-19 pandemic, and to mitigate the risks to the health and safety of our stockholders and the community, we encourage you to listen to the meeting via the conference call and not to attend the Special Meeting in person. To listen to the conference call, please provide your contact details by emailing the Company Secretary, Lisa Jones, at companysecretary@buildingiq.com and we will send you the details for joining and participating in the conference call.

If you would like to submit a question please do so prior to the Special Meeting by emailing your question to the Company Secretary at companysecretary@buildingiq.com.

Whether or not you expect to attend the Special Meeting, you are urged to vote or submit your proxy or CDI Voting Instruction Form as soon as possible so that your Shares can be voted at the Special Meeting in accordance with your instructions. For specific instructions on voting, please refer to the instructions in the Notice of Special Meeting of Stockholders, the proxy card or CDI Voting Instruction Form (as applicable). If you hold your Shares through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares.

Please take time to review the enclosed materials and vote!

Yours faithfully,

A handwritten signature in black ink, appearing to read 'SPAT', is positioned above the typed name and title.

Sanjay Patel
Chairman



NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that a Special Meeting of Stockholders (**Special Meeting**) of BuildingIQ, Inc. (**BuildingIQ** or the **Company**) will be held on Tuesday 25 August 2020 at 10.00am (AEST) at Suite 302, 19a Boundary Street, Rushcutters Bay, NSW, 2011.

You are entitled to notice of, and to vote at, the Special Meeting if you were a stockholder of record as of 7.00pm (AEST) on 27 July 2020 (**Record Date**).

All material in this Notice of Special Meeting should be read in conjunction with the Proxy Statement and the Explanatory Notes. Please read the Proxy Statement and Explanatory Notes carefully.

Business of the Special Meeting

The business of the Special Meeting will be to consider and vote on the proposed resolutions set out below. Resolutions 1 – 5 (each a **Resolution**, and together the **Resolutions**) are interdependent and are required to be passed in order for the Proposed Transaction to proceed.

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| <p>Resolution 1</p> <p>Amendment of Certificate of Incorporation to allow Increase to Authorized Share Capital</p> | <p>To consider, and if thought fit, pass the following as an ordinary resolution:</p> <p><i>“That, subject to the passing of all other Resolutions, Stockholders approve an amendment to the Company’s Amended and Restated Certificate of Incorporation, to increase the authorized number of shares of common stock, \$0.0001 par value per Share, from 500,000,000 to 1,500,000,000, as set forth in the Certificate of Amendment to the Amended and Restated Certificate of Incorporation, in substantially the form attached to the Notice of Special Meeting as Annexure A (Certificate of Amendment).”</i></p> <p>Further information in relation to this Resolution is set out in Section 3.1 of the Explanatory Notes which accompanies and forms part of this Notice of Special Meeting.</p> |
| <p>Resolution 2</p> <p>Approval for the issue of the 671,287,833 Shares</p> | <p>To consider, and if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“That, subject to the passing of all other Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, Stockholders approve the issue of 671,287,833 Shares to SNAPS on the terms and conditions set out in the Explanatory Note accompanying this Notice of Special Meeting.”</i></p> <p>Further information in relation to this Resolution is set out in Section 3.2 of the Explanatory Notes which accompanies and forms part of this Notice of Special Meeting.</p> |
| <p>Resolution 3</p> <p>Approval for the issue of Shares on conversion of the April Convertible Note</p> | <p>To consider, and if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“That, subject to the passing of all other Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, Stockholders approve the issue of Shares under the April Convertible Note to SNAPS on the terms and conditions set out in the Explanatory Note accompanying this Notice of Special Meeting.”</i></p> <p>Further information in relation to this Resolution is set out in Section 3.3 of the Explanatory Notes which accompanies and forms part of this Notice of Special Meeting.</p> |

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| <p>Resolution 4</p> <p>Approval for the issue of Shares on conversion of the May Convertible Note</p> | <p>To consider, and if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“That, subject to the passing of all other Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, Stockholders approve the issue of Shares under the May Convertible Note to SNAPS on the terms and conditions set out in the Explanatory Note accompanying this Notice of Special Meeting.”</i></p> <p>Further information in relation to this Resolution is set out in Section 3.4 of the Explanatory Notes which accompanies and forms part of this Notice of Special Meeting.</p> |
| <p>Resolution 5</p> <p>Approval of Amended and Restated Management Agreement</p> | <p>To consider, and if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>“That, subject to the passing of all other Resolutions, Stockholders approve the Company’s entry into the Amended and Restated Management Agreement with SNAPS Holding Company on the terms summarised in the Explanatory Note accompanying this Notice of Special Meeting.”</i></p> <p>Further Information in relation to this Resolution is set out in Section 3.5 of the Explanatory Notes which accompanies and forms party of this Notice of Special Meeting.</p> |

Certain voting exclusions apply to Resolutions 2 to 4 set out above. Please refer to the Proxy Statement for details of these voting exclusions.

We encourage you to complete the enclosed proxy form or CDI Instruction Form and submit it as soon as possible so that it is received by no later than Thursday 20 August 2020. Alternatively, you can cast your vote online before Thursday 20 August 2020 by following the instructions in the proxy form.

To listen to the conference call of the Special Meeting, please send an email to companysecretary@buildingiq.com to obtain details for joining and participating in the conference call.

BY ORDER OF THE BOARD



Lisa Jones
Company Secretary
30 July 2020

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS: The Notice of Special Meeting, the Proxy Statement and the Explanatory Notes are available at www.buildingiq.com/investor-relations (for holders of Shares) and at www.investorvote.com.au (for holders of CDIs).

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

PROXY STATEMENT
SPECIAL MEETING OF STOCKHOLDERS
10.00am (AEST) ON 25 August 2020

This Proxy Statement, along with the Explanatory Notes, a proxy card and CDI Voting Instruction Form, is being made available to our Stockholders and CDI holders on or about 3 August 2020.

GENERAL INFORMATION

Why am I receiving these materials?

We have made these proxy materials available to you in connection with the solicitation by the Board of Directors (the **Board**) of BuildingIQ, Inc. (the **Company** or **BuildingIQ**) of proxies to be voted at the Special Meeting to be held on 25 August 2020 at 10.00am and at any postponements or adjournments of the Special Meeting.

If you held Shares as of 7.00pm (AEST) on 27 July 2020, which is the **Record Date** for the Special Meeting, you are invited to attend the Special Meeting and vote on the proposals described below under the heading “On what proposal am I voting?”

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

What is the purpose of the meeting?

At the Special Meeting, Stockholders are invited to act upon the matters outlined in the Notice of Special Meeting. All of the Resolutions are required in order for BuildingIQ to proceed with the Proposed Transaction (as summarised and defined in section 2.1 of the Explanatory Notes). The Resolutions, which are all interdependent, include Resolutions to:

- approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (**Certificate of Incorporation**) to increase the authorized number of shares of common stock in the Company (**Shares**) from 500,000,000 to 1,500,000,000 (Resolution 1);
- approve the issue of 671,287,833 Shares to SNAPS Holding Company (**SNAPS**) in accordance with ASX Listing Rule 7.1 (Resolution 2);
- approve the issue of Shares on conversion of the April Convertible Note by SNAPS in accordance with ASX Listing Rule 7.1 (Resolution 3);
- approve the issue of Shares on conversion of the May Convertible Note by SNAPS in accordance with ASX Listing Rule 7.1 (Resolution 4); and
- approve the Amended and Restated Management Agreement dated 13 July, 2020 between SNAPS and the Company.

Please refer to the Explanatory Notes for a detailed explanation of each Resolution and reasons for why approval is being sought by the Company for the Resolutions.

Why is stockholder approval necessary for the proposed Resolutions?

The Company requires stockholder approval under Delaware law in order to amend its Certificate of Incorporation to increase its authorised share capital as necessary to allow the Proposed Transaction to proceed – see section 3.1 in the Explanatory Notes for more details.

The Company’s securities are listed for sale on the ASX in the form of CDIs, each CDI representing one Share of our common stock, and the Company is subject to the ASX Listing Rules which require approval for Resolutions 2, 3 and 4 as further detailed in Sections 3.2-3.4 of the Explanatory Notes.

The Company requires stockholder approval for Resolution 5 pursuant to ASX Guidance Note 26: Management Agreements as the Company's decision to enter into a management agreement has a potential impact on ASX's assessment as to whether the entity's structure and operations are appropriate for a listed entity under Listing Rule 12.5 – see section 3.5 of the Explanatory Notes for more details.

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

The Company's current directors were appointed at the time the Company entered into the Investment Agreement and were nominated by SNAPS. The directors are associated with SNAPS and therefore give no recommendations to Stockholders as to how to vote on the Resolutions set out in the Notice of Special Meeting. The Chair of the Special Meeting intends to vote undirected proxies in favour of each the Resolutions.

What is the substantial shareholder voting intention?

As per the Company's announcement dated 1 July 2020, the Company has received notice from six holders of CDIs representing approximately 56% of the Company's CDIs (and equivalent number of underlying Shares) that they intend to vote in favour of each of Resolutions 1 to 4 in the absence of a superior proposal being announced before the Special Meeting. These notices of voting intention were obtained prior to the Company's decision to seek Stockholder approval of the Amended and Restated Management Agreement and therefore they do not address Resolution 5.

Those CDI holders have consented to the Company publicising this notice of voting intention and making reference to it in this Notice of Special General Meeting.

Who is entitled to vote at the Special Meeting?

If you were a holder of BuildingIQ Shares of common stock, either as a stockholder of record or as the beneficial owner of Shares held in street name, at the Record Date for the Special Meeting (7.00pm (AEST) on 27 July 2020), you may vote your Shares at the Special Meeting. As of the Record Date, there were 373,672,949 Shares of our common stock outstanding (equivalent to 373,672,949 CDIs assuming all Shares were converted into CDIs on the Record Date). Each Stockholder has one vote for each Share of common stock held as of the Record Date. Each CDI holder is entitled to direct CDN to vote one Share for every CDI held by such holder. As summarised below, there are some distinctions between Shares held of record and those owned beneficially and held in street name.

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

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

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

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

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

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

The quorum requirement for holding the Special Meeting and transacting business is that holders of a majority of the voting power of the issued and outstanding Shares of BuildingIQ entitled to vote must be present in person or represented by proxy. Abstentions are counted for the purpose of determining the presence of a quorum. As of the Record Date, there were 373,672,949 Shares of our common stock outstanding, and each Share is entitled to one vote at the Special Meeting.

What is the voting requirement to approve the proposed Resolutions?

For Resolution 1, regarding amendment of the Certificate of Incorporation to increase the authorized capital, an affirmative vote of a majority of the outstanding Shares entitled to vote at the Special Meeting is required to approve the Resolution.

For Resolution 2, regarding the issue of Shares to SNAPS, the affirmative vote of the holders of a majority of the Shares present in person or represented by proxy at the Special Meeting and voted for or against the matter is required to approve such Resolution.

For Resolution 3, regarding the issue of Shares upon conversion of the April Convertible Note, the affirmative vote of the holders of a majority of the Shares present in person or represented by proxy at the Special Meeting and voted for or against the matter is required to approve such Resolution.

For Resolution 4, regarding the issue of Shares upon conversion of the May Convertible Note, the affirmative vote of the holders of a majority of the Shares present in person or represented by proxy at the Special Meeting and voted for or against the matter is required to approve such Resolution.

For Resolution 5, regarding the Amended and Restated Management Agreement, the affirmative vote of the holders of a majority of the Shares present in person or represented by proxy at the Special Meeting and voted for or against the matter is required to approve such Resolution.

You may vote "FOR", "AGAINST" or "ABSTAIN" on the proposals as set out in the Resolutions. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote "AGAINST" Resolution 1, regarding amendment of the Certificate of Incorporation to increase the authorized capital. Abstentions will have no effect on the outcome of Resolutions 2, 3, 4 and 5 because abstentions are not considered a vote for or against a proposal. Broker non-votes will have no direct effect on the outcome of the proposal.

The Resolutions are interdependent, meaning that if any single Resolution is not passed, then none of the Resolutions will be taken to have been passed and the Proposed Transaction will not proceed. Therefore, a vote against a Resolution will have the effect of a vote against all Resolutions.

Voting exclusion statement

In accordance with ASX Listing Rule 14.11.1 and ASX Guidance Note 26, the Company will disregard any votes cast on certain Resolutions by certain persons. The voting exclusions applicable to each of the Resolutions are set out in the table below.

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| Resolution 2 Approval for the issue of the 671,287,833 Shares | <p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none">• SNAPS; and• any Associate of SNAPS, <p>save where it is cast by:</p> <ul style="list-style-type: none">• a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or• the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:<ul style="list-style-type: none">○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not |
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| | <p>an associate of a person excluded from voting, on the Resolution; and</p> <ul style="list-style-type: none"> the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |
| <p>Resolution 3</p> <p>Approval for the issue of Shares on conversion of the April Convertible Note</p> | <p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> SNAPS; and any Associate of SNAPS, <p>save where it is cast by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and <p>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p> |
| <p>Resolution 4</p> <p>Approval for the issue of Shares on conversion of May Convertible Note</p> | <p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> SNAPS; and any Associate of SNAPS, <p>save where it is cast by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and <p>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p> |
| <p>Resolution 5</p> <p>Approval of Amended and Restated</p> | <p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> SNAPS, and any Associate of SNAPS, |

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| Management Agreement | <p>save where it is cast by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. |
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How do I vote my Shares of BuildingIQ common stock?

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

Online: by following the Internet voting instructions included on the proxy form at any time up until 10.00am (AEST) on 20 August 2020. ***We strongly recommend voting online.***

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

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

How do I vote if I hold CDIs?

Each CDI holder is entitled to direct CDN to vote one Share for every CDI held by such holder. Those persons holding CDIs are entitled to receive notice of and to attend the Special Meeting and any adjournment or postponement thereof, and may direct CDN to vote their underlying Shares at the Special Meeting by voting online at www.investorvote.com.au, or by returning the CDI Voting Instruction Form to Computershare Investor Services Pty Ltd, the agent we designated for the collection and processing of voting instructions from our CDI holders, no later than 10.00am (AEST) on 20 August 2020 in accordance with the instructions on such form. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written directions. ***Given the current implications of the COVID-19 virus including significantly reduced staff working on-site at Computershare, we strongly encourage all CDI holders to vote online at www.investorvote.com.au if possible.***

Alternatively, CDI holders may inform us that they wish to nominate themselves or another person to be appointed as CDN's proxy for the purposes of voting at the Special Meeting.

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

How do I attend the Special Meeting?

Physical admission to the Special Meeting this year is limited to our holders of record of our Shares and CDIs. Due to the public health impact of COVID-19 and to mitigate the risks to the health and safety of Stockholders and the community, we strongly encourage you to listen to the meeting via the conference call and not to attend the Special Meeting in person. To listen to the conference call, please send an email to companysecretary@buildingiq.com to obtain details for joining and participating in the conference call.

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

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

May I change my vote or revoke my proxy?

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

- filing a written statement to that effect with our Corporate Secretary at or before the taking of the vote at the Special Meeting;
- voting again via the Internet or telephone at a later time before the closing of those voting facilities at 10.00am (AEST) on 20 August 2020;
- submitting a properly signed proxy card with a later date that is received at or prior to the Special Meeting; or,
- attending the Special Meeting and voting in person (although attendance at the Special Meeting will not, by itself, revoke a proxy).

The written statement or subsequent proxy should be delivered to BuildingIQ, Inc., 251 Little Falls Drive Wilmington, Delaware 19808-1674, United States of America, Attention: Corporate Secretary, or hand delivered to the Corporate Secretary, before the taking of the vote at the Special Meeting.

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

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, no later than 10.00am (AEST) on 20 August 2020, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Can any other business be conducted at the Special Meeting?

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

What happens if the Special Meeting is adjourned?

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

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

A representative of BDO East Coast Partnership, our auditor for the current and most recently completed fiscal year, will be present at the Special Meeting.

Who will pay for the cost of soliciting proxies?

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

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

Are there foreign ownership restrictions?

Yes. The CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933, as amended (***Securities Act***) for offers of securities which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are “restricted securities” under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a 'FOR US' designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

BY ORDER OF THE BOARD

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

Lisa Jones
Australian Company Secretary

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

EXPLANATORY NOTES
SPECIAL MEETING OF STOCKHOLDERS
10.00am (AEST) ON 25 August 2020

1 INTRODUCTION

These Explanatory Notes have been prepared for the information of Stockholders and holders of CDIs of BuildingIQ in relation to the business to be conducted at the Special Meeting.

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

2 Proposed Transaction

2.1 Overview

On 18 June 2020, BuildingIQ announced to the ASX that it had confirmed the definitive terms of an investment agreement (**Investment Agreement**) with SNAPS, a US-based diversified technology holdings firm, and that both parties had signed the Investment Agreement. The terms were revised from an original letter of intent previously disclosed in announcements to the ASX on 27 April 2020 and 23 March 2020. Under the Investment Agreement and an associated subscription agreement between those parties announced on the same date (**Subscription Agreement**), SNAPS has agreed to provide the following funding to BuildingIQ:

- certain loan transactions pursuant to secured convertible notes in the aggregate principal amount of A\$735,310;
- to settle and fund the resolution of approximately A\$2.3 million of alleged Company payables claimed by various vendors;
- to settle and fund the resolution claim of approximately A\$977,727 alleged by Fifo Capital; and
- an additional working capital contributions as required in SNAPS' discretion up to an aggregate limit of A\$750,000,

and in consideration of the investments above, and excluding the conversion rights under the secured convertible notes, SNAPS will acquire and become owner of 671,287,833 Shares.

To date, a total of A\$735,310 of funds have been provided in two tranches:

- the first tranche of A\$424,780 in principal amount of a secured convertible note was provided on 10 April 2020 and is convertible into Shares at a conversion price of A\$0.018 per Share, subject to Stockholder approval (**April Convertible Note**); and
- the second tranche of A\$310,530 in principal amount of a secured convertible note was provided on 6 May 2020 and is convertible into Shares at a conversion price of A\$0.006 per Share, subject to Stockholder approval (**May Convertible Note**). (The April Convertible Note and May Convertible Note are collectively referred to in these Explanatory Notes as **Convertible Notes**.)

The Convertible Notes will mature and become convertible when the pilot of BuildingIQ's technology across 20 sites in North America is completed to demonstrate the functionality of the technology. The

pilot has been delayed because of COVID-19 restrictions on access to buildings and travel. Currently, it is expected to be at least 3 months before the pilot is completed. Concurrently with the execution of the Investment Agreement, BuildingIQ and SNAPS entered into an amendment to the Convertible Notes to change the type of securities into which the April Convertible Note converts from CDIs into Shares of common stock and change the conversion price of the May Convertible Note from A\$0.018 to A\$0.006.

In accordance with the Investment Agreement, SNAPS will invest up to A\$4,763,037 and accordingly will acquire a total of 746,641,722 Shares (representing approximately 66.26% of the total issued and outstanding Shares in BuildingIQ, including 75,353,889 Shares issuable on conversion of the aggregate principal amount of the Convertible Notes, but excluding any shares issuable upon conversion of any accrued but unpaid interest on the Convertible Notes) (**Proposed Transaction**). No CDIs will be issued or acquired by SNAPS as part of the investment.

As part of the investment:

- Mr. William Deane resigned from his positions as the Interim Chair and non-executive Director, and Mr. Gerd Goette resigned from his positions as the Acting President & CEO and Director effective 17 June, 2020; and
- two new directors, Mr. Sanjay Patel and Mr. Daivesh Sanghvi, were appointed to the Board, effective 17 June, 2020.

The Investment Agreement allows SNAPS to nominate up to three individuals for election to the Board for so long as the Convertible Notes are outstanding or SNAPS and its associates hold at least 50% of the Shares. Although SNAPS has chosen not to exercise its right to nominate a third director at this time, it reserves the right to do so in the future as provided in the Investment Agreement. The Company is required to use its reasonable best efforts to cause the individuals nominated by SNAPS to be elected to the Board.

In addition, while the Convertible Notes held by SNAPS remain outstanding, SNAPS will have approval rights with respect to certain actions of BuildingIQ or its subsidiaries, including, among others:

- issuing any new securities or convertible securities;
- declaring or making payment of any dividends;
- disposing of all or a material portion of BuildingIQ's business or assets, or merging with another entity;
- being subject to a change in control (whether voluntary or involuntary);
- dissolving or liquidating BuildingIQ; and
- increasing or decreasing the number of directors on the Board.

In connection with entering into the Investment Agreement, BuildingIQ and SNAPS have entered into a management agreement, dated as of 17 June, 2020, and amended and restated as of 13 July, 2020 (**Management Agreement**). Pursuant to the Management Agreement, SNAPS will (i) negotiate and attempt to resolve claims against the Company by Fifo Capital, mCloud, Johnson Controls and various vendors; (ii) provide accounting services relating to tracking and budgeting income and expenses and oversee all banking and financial matters; (iii) obtain additional offers of funding for the Company's approval; (iv) review and provide input on the Company's business plan; and (v) hire and supervise employees on behalf of the Company. SNAPS will be paid a management fee of US\$10,000 per month during the term of the Management Agreement. The Management Fee will accrue but not be payable in cash until BuildingIQ first achieves a net profit in any fiscal quarter, determined in accordance with applicable accounting standards. The Management Agreement will terminate upon conversion (or repayment) of the Convertible Notes, unless sooner terminated as provided therein.

2.2 Stockholder Approval Requirement

The Company does not have sufficient authorized Shares available for issuance to SNAPS under the Proposed Transaction and therefore is seeking Stockholder approval of an amendment of the Company's Certificate of Incorporation to increase its authorized capital (Resolution 1).

The Company is subject to the ASX Listing Rules because its Shares (represented by CDIs) are quoted on ASX. The Company is required under ASX Listing Rule 7.1 to seek Stockholder approval of the issuance of 671,287,833 Shares to SNAPS (Resolution 2), the issuance of Shares upon conversion of the April Convertible Note (Resolution 3) and the issuance of Shares upon conversion of the May Convertible Note (Resolution 4).

Under the Subscription Agreement, the Company is required to call a general meeting of Stockholders to approve Resolutions 2 to 4 and together the **Stockholder Approval Condition**. If the Stockholder Approval Condition has not been satisfied by, or has become incapable of being satisfied before, the date that is three months after the date of the Subscription Agreement (being 17 September 2020), then SNAPS may terminate the Subscription Agreement.

The Resolutions are subject to each of the other Resolutions being passed at the Special Meeting. Accordingly, the Resolutions should be considered collectively as well as individually.

2.3 About SNAPS

SNAPS Holding Company is a Fargo, North Dakota (USA) based corporation, which owns and operates multiple companies in the fields of telecom, healthcare, communication, industrial, software and agriculture technology industries. SNAPS has significant investments and relationships in commercial real estate markets with its core team management experience of over 130 years.

Sanjay Patel is the President, CEO and Chairman of SNAPS. An entrepreneur with a track record of 29 years in business, Mr. Patel has established and operated multiple companies in various industries. He brings a unique combination of business experience in implementing enterprise solutions, and growing new ventures. He has technical expertise in the fields of wireless systems, computer hardware, software, telecommunications, network engineering and healthcare. Mr. Patel holds a Bachelor of Science in Electronics, Communication and Computer Engineering from California State University.

Daivesh Sanghvi, as a co-founder of SNAPS, brings 30 years of experience in next generation and disruptive technology businesses in IoT / AI, telecom, mission-critical communication, utility, manufacturing, retail, and enterprise solutions. His key focus is driving the strategic growth of these companies. Mr. Sanghvi's areas of expertise include business visioning, sales & marketing, product management, technical oversight and supervisory management of all the clients and partner relationships. Mr. Sanghvi holds a Bachelor of Science in Electronics and Computer Science from MSRIT University.

3 Resolutions

3.1 Resolution 1 – Amendment of Certificate of Incorporation to allow increase to authorised capital

The Board of the Company has determined that it is advisable and in the best interests of the Company to amend the Company's Certificate of Incorporation to allow for an increase in the authorized number of Shares of common stock from 500,000,000 to 1,500,000,000. The full text of the proposed Certificate of Amendment to the Company's Certificate of Incorporation is attached as *Annexure A* to the Notice of Special Meeting.

The Company is incorporated in Delaware, USA. The Company's Certificate of Incorporation currently authorizes up to 500,000,000 Shares of common stock. As of the Record Date, 373,672,949 Shares of common stock were outstanding. In addition, as of the Record Date, the Company had an aggregate of 3,153,018 Shares of common stock reserved for issuance upon exercise of outstanding stock options under the Company's 2012 Equity Incentive Plan (as amended) and an aggregate of 34,214,277 Shares of common stock reserved for future issuance under the 2012 Equity Incentive Plan; 2,112,500 Shares of common stock reserved for issuance upon exercise of the options granted

to the underwriter of the Company's IPO; and 6,861,792 Shares of common stock reserved for issuance upon exercise of the options granted to the lead manager of the Company's December 2017 placement. Accordingly, as of the Record Date, the Company has approximately 79,985,464 Shares of common stock unreserved and available for future issuance.

The proposed amendment to the Certificate of Incorporation is necessary to allow the Company to issue to SNAPS 671,287,833 Shares, plus additional Shares issuable upon conversion of the Convertible Notes, under the Proposed Transaction as is contemplated by Resolutions 2,3 and 4. The Proposed Transaction in which the Shares are to be issued to SNAPS is described in Section 2.1 of this Explanatory Note and is incorporated into this Section 3.1 by reference.

In addition to the increase in authorized Shares necessitated by the Proposed Transaction under the Investment Agreement, the increased authorized common stock will provide the Board with the flexibility to approve the issuance of additional Shares of common stock, and securities that are convertible or exercisable into Shares of common stock, without further vote of the stockholders, except as required under applicable law or the ASX Listing Rules. The number of Shares to be issued in any particular transaction and the price and other terms on which such Shares will be issued will be determined solely by the Board. Without an increase in the number of authorized Shares of common stock over and above the amount required under the Proposed Transaction, the Company may be constrained in its ability to raise capital in a timely fashion or at all and may lose important business opportunities, which could adversely affect its financial performance and growth. Except for issuances pursuant to the Proposed Transaction, the Company currently has no definitive plans, understandings or agreements concerning the issuance of any newly authorized Shares of common stock if this proposal is approved by Stockholders.

Under the Certificate of Incorporation, stockholders do not have preemptive rights with respect to the Company's common stock. Thus, if the Company elects to issue additional Shares of common stock, the issuance of additional Shares may decrease the relative percentage of equity ownership of existing Stockholders, thereby diluting the voting power of their common stock. The ability of the Board to authorize the issuance of the additional Shares of common stock that would be available if the proposed amendment is approved could have the effect of discouraging or preventing a hostile takeover. Further, the increased authorized capital stock may have the effect of permitting current management, including the current board of directors, to retain its position, and place it in a better position to resist changes that stockholders may wish to make if they are dissatisfied with the conduct of the Company's business.

Approval of Resolution 1 is subject to the passing of the other Resolutions at this Special Meeting. The approval of the Resolutions at this Special Meeting will satisfy the Stockholder Approval Condition. Accordingly, the Resolutions should be considered collectively as well as individually. If Resolution 1 is not passed, the Company will not have satisfied the Stockholder Approval Condition and SNAPS may terminate the Subscription Agreement, along with its obligation to provide any additional funding to the Company as provided in the Investment Agreement. The Company's inability to obtain additional funding is likely to have a significant effect on the Company's business and results of operations and ability to continue as a going concern.

If Resolution 1 is approved, the amendment of the Certificate of Incorporation will become effective upon filing the Certificate of Amendment to the Certificate of Incorporation (a copy of which is attached as Annexure A) with the Secretary of State of Delaware, which the Company intends to do promptly after Stockholder approval is obtained for the resolution.

The Board provides no recommendation as to how Stockholders should vote on this Resolution given the interest of the directors in the Proposed Transaction as founders of SNAPS and Mr. Sanjay's controlling interest in SNAPS. The Chair intends to vote undirected proxies in favor of this Resolution.

3.2 Resolution 2 - Approval for the issue of the 671,287,833 Shares

(a) Background to the Share Issue

Pursuant to the Subscription Agreement, the Company has agreed to issue 671,287,833 Shares to SNAPS, subject to Stockholder approval (**Share Issue**). The Proposed Transaction

of which the Share Issue is a part is described in Section 2.1 of this Explanatory Note and is incorporated into this Section 3.2 by reference. The number of Shares to be issued under the Share Issue will comprise approximately 64% of the Company's total number of Shares on issue (before the issue of any Shares the subject of Resolutions 3 and 4).

Resolution 2 seeks Stockholder approval for the Share Issue under ASX Listing Rule 7.1.

(b) *Listing Rule 7.1*

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Share Issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Stockholders under Listing Rule 7.1.

Resolution 2 seeks the required shareholder approval to the Share Issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the Share Issue. In addition, the shares issued under the Share Issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

Approval of Resolution 2 is subject to the passing of the other Resolutions at this Special Meeting. The approval of the Resolutions at this Special Meeting will satisfy the Stockholder Approval Condition. Accordingly, the Resolutions should be considered collectively as well as individually. If Resolution 2 is not passed, the Company will not have satisfied the Stockholder Approval Condition and SNAPS may terminate the Subscription Agreement, along with its obligation to provide any additional funding to the Company as provided in the Investment Agreement. The Company's inability to obtain additional funding is likely to have a significant effect on the Company's business and results of operations and ability to continue as a going concern.

(c) *Technical information required for approval under ASX Listing Rule 7.3*

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- The Shares will be issued to SNAPS.
- The number of Shares to be issued is 671,287,833.
- The Shares will be issued as shares of common stock and will rank equally with other shares of common stock in the Company on issue.
- The Shares will be issued as soon as practicable after Resolutions 1, 2, 3, 4 and 5 are approved by the requisite affirmative vote of the Stockholders and the filing of the Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of Delaware, and in any event no later than three months after the Special Meeting.
- The consideration for the Shares will be SNAPS providing funding of up to \$4,027,727, which equals up to A\$0.006 per Share if all of the \$4,027,727 is used to (i) settle and fund the resolution of approximately \$2,300,000 of amounts allegedly owing by the Company to various vendors, (ii) settle and fund the resolution of a claim of approximately \$977,727 alleged by a third party and (iii) provide additional working capital contributions as required in SNAPS' discretion of up to \$750,000. The per Share

consideration may be effectively less than A\$0.006 to the extent the Company is able to settle and fund the claims for less than the amounts alleged to be due. The resolution of such claims is inherently unpredictable and subject to uncertainties.

- The purpose of the issue of the Shares is to raise funding for the Company as described in the Investment Agreement.
- A summary of the material terms of the Share Issue is set out at Section 2 of this Explanatory Note.
- A voting exclusion statement is included in the Notice of Special Meeting. However, as of the Record Date, neither SNAPS nor any of its associates own any Shares of common stock of the Company.

If Stockholders approve Resolution 2, as well as the other Resolutions being voted upon at the Special Meeting, Stockholders will experience significant dilution of their current equity ownership in the Company and a change of control of the Company will occur.

The Directors provide no recommendation as to how Stockholders should vote on this Resolution given the interest of the directors in the Proposed Transaction as founders of SNAPS and Mr. Sanjay's controlling interest in SNAPS. The Chair intends to vote undirected proxies in favor of this Resolution.

3.3 Resolution 3 - Approval for the issue of Shares on conversion of the April Convertible Note

(a) Background to the April Convertible Note

Pursuant to the April Convertible Note, the Company has agreed to issue Shares (**April Convertible Note Shares**) on conversion of the April Convertible Note to SNAPS, subject to Stockholder approval (**April Convertible Note Issue**). A summary of the material terms of the April Convertible Note are set out in Section 3.3(c) of this Explanatory Note.

The Company agreed to issue the April Convertible Note Shares in reliance on Listing Rule 7.2 Exception 17, which excludes from the restrictions in Listing Rule 7.1 (summarised in Section 3.2) an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. This exception effectively allowed the Company to agree to issue the April Convertible Note Shares which would otherwise have fallen outside the Company's placement capacity under Listing Rule 7.1, on the condition that the issue is approved by stockholders before the issue is made.

Resolution 3 seeks Stockholder approval for the issue of the April Convertible Note Shares under ASX Listing Rule 7.1.

(b) Listing Rule 7.1

A summary of Listing Rule 7.1, which applies to issues of ordinary securities, is set out in Section 3.2. Resolution 3 seeks the required shareholder approval to the April Convertible Note Issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the April Convertible Note Issue. In addition, the April Convertible Note Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

Approval of Resolution 3 is subject to the passing of the other Resolutions at this Special Meeting. The approval of the Resolutions at this Special Meeting will satisfy the Stockholder Approval Condition. Accordingly, the Resolutions should be considered collectively as well as individually. If Resolution 3 is not passed, the Company will not have satisfied the Stockholder Approval Condition and SNAPS may terminate the Subscription Agreement. Further, SNAPS

will be unable to convert the April Convertible Note into Shares and the Company will be required to repay the principal balance and accrued but unpaid interest on the April Convertible Note on the maturity date. If the Company is unable to repay the amounts outstanding under the April Convertible note, SNAPS could exercise its security interest in the assets of the Company and its subsidiary. As a result, any event of default on the April Convertible Note could have an adverse effect on the Company's business and operations.

(c) *Technical information required for approval under ASX Listing Rule 7.3*

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- The Shares will be issued to SNAPS.
- The Shares will be issued as shares of common stock and will rank equally with other shares of common stock in the Company on issue.
- The maximum number of Shares that may be issued on conversion of the April Convertible Note is determined by dividing (x) the outstanding principal balance and unpaid accrued interest with respect to the April Convertible Note on the date of conversion by (y) the conversion price of A\$0.018. Assuming the April Convertible Note is converted as of 1 November, 2020, which is within 3 months after the date of the Special Meeting, the principal amount of A\$424,780 plus A\$12,540.47 (US\$1=A\$1.45) of unpaid accrued interest would be convertible into a maximum of 24,295,582 Shares (representing approximately 6.1% of the Company's total number of Shares on issue, before the issue of any Shares the subject of Resolutions 2 and 4).
- The Shares will be issued on a date that is no later than three months after the date of the Special Meeting.
- The consideration for each Share will be \$0.018 of principal and accrued interest.
- The funds received in respect of the April Convertible Note were used for working capital purposes.
- A summary of the material terms of the April Convertible Note is as follows:
 - The April Convertible Note is a secured subordinated obligation of the Company secured by a lien on all of the assets of the Company and all of the assets of its subsidiary, BuildingIQ, Pty Ltd.
 - The April Convertible Note bears interest at 6.0% per annum, accruing monthly.
 - The April Convertible Note matures on (i) 31 May, 2020 or (ii) such other date by which the Company successfully demonstrates the functionality of their Energy Worksite and Facility Worksite products in at least 20 buildings.
 - The principal amount of A\$424,780, together with all accrued and unpaid interest, is convertible into Shares of common stock at a conversion price of A\$0.018.
 - The April Convertible Note includes customary event of default provisions and provides for a default interest rate of 10%.
- A voting exclusion statement is included in the Notice of Special Meeting. However, as of the Record Date, neither SNAPS nor any of its associates own any Shares of common stock of the Company.

The Directors provide no recommendation as to how Stockholders should vote on this Resolution given the interest of the directors in the Proposed Transaction as founders of SNAPS and Mr. Sanjay's controlling interest in SNAPS. The Chair intends to vote undirected proxies in favor of this proposal.

3.4 Resolution 4 - Approval for the issue of Shares on conversion of the May Convertible Note

(a) Background to the May Convertible Note

Pursuant to the May Convertible Note, the Company has agreed to issue Shares (**May Convertible Note Shares**) on conversion of the May Convertible Note to SNAPS, subject to Stockholder approval (**May Convertible Note Issue**). A summary of the material terms of the May Convertible Note is set out in Section 3.4(c) of this Explanatory Note.

The Company agreed to issue the May Convertible Note Shares in reliance on Listing Rule 7.2 Exception 17, which excludes from the restrictions in Listing Rule 7.1 (summarised in Section 3.2) an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. This exception effectively allowed the Company to agree to issue the May Convertible Note Shares which would otherwise have fallen outside the Company's placement capacity under Listing Rule 7.1, on the condition that the issue is approved by stockholders before the issue is made.

Resolution 4 seeks Stockholder approval for the issue of May Convertible Note Shares under ASX Listing Rule 7.1.

(b) Listing Rule 7.1

A summary of Listing Rule 7.1, which applies to issues of ordinary securities, is set out in Section 3.2. It therefore requires the approval of the Company's Stockholders under Listing Rule 7.1.

Resolution 4 seeks the required shareholder approval to the May Convertible Note Issue under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the May Convertible Note Issue. In addition, the May Convertible Note Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

Approval of Resolution 4 is subject to the passing of the other Resolutions at this Special Meeting. The approval of the Resolutions at this Special Meeting will satisfy the Stockholder Approval Condition. Accordingly, the Resolutions should be considered collectively as well as individually. If Resolution 4 is not passed, the Company will not have satisfied the Stockholder Approval Condition and SNAPS may terminate the Subscription Agreement. Further, SNAPS will be unable to convert the May Convertible Note into Shares and the Company will be required to repay the principal balance and accrued but unpaid interest on the May Convertible Note on the maturity date. If the Company is unable to repay the amounts outstanding under the May Convertible note, SNAPS could exercise its security interest in the assets of the Company and its subsidiary. As a result, any event of default on the May Convertible Note could have an adverse effect on the Company's business and operations.

(c) Technical Information required by ASX Listing Rule 7.3:

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- The Shares will be issued to SNAPS.
- The Shares will be issued as shares of common stock and will rank equally with other shares of common stock in the Company on issue.

- The maximum number of Shares that may be issued on conversion of the May Convertible Note is determined by dividing (x) the outstanding principal balance and unpaid accrued interest with respect to the May Convertible Note on the date of conversion by (y) the conversion price of A\$0.006. Assuming the May Convertible Note is converted as of 1 November, 2020, which is within 3 months after the date of the Special Meeting, the principal amount of A\$310,530 plus A\$8,854.93 (US\$1=A\$1.45) of unpaid accrued interest would be convertible into a maximum of 53,230,822 Shares (representing approximately 12.5% of the Company's total number of Shares on issue, before the issue of any Shares the subject of Resolutions 2 and 3).
- The Shares will be issued on a date that is no later than three months after the date of the Special Meeting.
- The consideration for each Share will be A\$0.006 of principal and accrued interest.
- The funds received in respect of the May Convertible Note were used to for working capital purposes.
- A summary of the material terms of the May Convertible Note is as follows:
 - The May Convertible Note is a secured subordinated obligation of the Company secured by a lien on all of the assets of the Company and all of the assets of its subsidiary, BuildingIQ, Pty Ltd.
 - The May Convertible Note bears interest at 6.0% per annum, accruing monthly.
 - The May Convertible Note matures on (i) May 31, 2020 or (ii) such other date by which the Company successfully demonstrates the functionality of their Energy Worksite and Facility Worksite products in at least 20 buildings.
 - The principal amount of A\$310,530, together with all accrued and unpaid interest, is convertible into Shares of common stock at a conversion price of A\$0.006.
 - The May Convertible Note includes customary event of default provisions and provides for a default interest rate of 10%.
- A voting exclusion statement is included in the Notice of Special Meeting. However, as of the Record Date, neither SNAPS nor any of its associates own any Shares of common stock of the Company.

The Directors provide no recommendation as to how Stockholders should vote on this Resolution given the interest of the directors in the Proposed Transaction as founders of SNAPS and Mr. Sanjay's controlling interest in SNAPS. The Chair intends to vote undirected proxies in favor of this proposal.

3.5 Resolution 5 – Approval of entry into the Management Agreement

(a) Background to the Management Agreement

As noted in section 2.1 of these Explanatory Notes, in connection with entering into the Investment Agreement, the Company and SNAPS entered into the Management Agreement with SNAPS, which was amended and restated on 13 July 2020, pursuant to which SNAPS was appointed as Manager of the Company.

The Company now proposes to put the Management Agreement to Stockholders for approval as part of the approval process for the issuance of Shares to SNAPS, including upon conversion of the April Conversion Note and the May Conversion Note.

Accordingly, Resolution 5 seeks Stockholder approval for the Company's entry into the Management Agreement. Approval of Resolution 5 is subject to the passing of the other Resolutions at this Special Meeting. The approval of the Resolutions at this Special Meeting will satisfy the Stockholder Approval Condition. Accordingly, the Resolutions should be considered collectively as well as individually. If Resolution 5 is not passed, the Company will not have satisfied the Stockholder Approval Condition and SNAPS may terminate the Subscription Agreement, along with its obligation to provide any additional funding to the Company as provided in the Investment Agreement. The Company's inability to obtain additional funding is likely to have a significant effect on the Company's business and results of operations and ability to continue as a going concern.

(b) *ASX Guidance Note 26: Management Agreements*

ASX Guidance Note 26: Management Agreements (**Guidance Note 26**) provides that entering into a management agreement affects the structure and operations of a listed entity, including the role of its Board.

In this respect, Guidance Note 26 states that ASX's view on whether a particular management agreement is appropriate for a listed entity will depend on whether or not the agreement has been approved by shareholders with full disclosure of all material terms.

The Company is now seeking Stockholder approval of its entry into the Management Agreement for the purposes of Guidance Note 26.

(c) *Material Terms of the Management Agreement*

The material terms of the Management Agreement are summarized below.

(i) Services

The Manager will manage all of the Company's financial matters and perform the following services and duties for the Company:

- negotiate and attempt to resolve certain claims against the Company, with the exclusive authority to direct the use of funds invested by SNAPS the purpose of settling such claims and the right and power to settle and pay such claims directly with and to vendors and other payees;
- provide or procure certain accounting services, manage and oversee all banking and financial matters, process all invoices, make payments for services, and manage all accounting functions of the Company;
- monitor and review the Company's financing structure and seek to improve the terms of the same, with the exclusive authority to obtain offers for loans and other financial credits required to finance the Company's activities, negotiate the same and present final terms to the Company for approval if necessary;
- review the Company's business plan and provide and implement proposals for changes as appropriate; and
- regularly review the Company's business strategy and provide input regarding such strategy and development process;
- hire, employ, supervise and discharge employees of the Company as required in connection with the operation of the Company; and
- enter into contracts for and on behalf of the Company, except as otherwise required by applicable law or to the extent limited by contractual obligations with its other lenders.

(ii) Term

The Management Agreement will terminate automatically upon conversion or repayment (**Repayment**) of the entire outstanding amount of the Convertible Notes.

Resolutions 3 and 4 seek Stockholder approval to convert the Convertible Notes into Shares, which if approved, and if the Convertible Notes are converted, shall be issued to SNAPS by a date that is no later than three months after the date of this Special Meeting (**Issue Date**).

Accordingly, if the Resolutions at this Special Meeting are approved and the Convertible Notes are converted, the Management Agreement will expire on the Issue Date, unless the Company makes the Repayment or the Management Agreement is validly terminated in accordance with the termination provisions set out below at 3.5(v) before the Issue Date, or the Repayment does not occur.

Following the expiry of the Management Agreement, the Board intends to manage the Company's business in the ordinary course.

(iii) Exclusivity

The Company appoints Manager as the sole and exclusive manager of the Company to perform the services upon the terms and conditions of the Management Agreement. The services and duties under the Management Agreement may be carried out by affiliates, employees and/or independent contractors of the Manager. Neither the Manager nor its affiliates, employees and/or independent contractors are obligated to dedicate any specific portion of their time or the services of any particular individual exclusively to the management of the Company's business. Employees and independent contractors of the Manager manage or provide services to SNAPS and its affiliates or other customers and the Company will compete with them for resources and support.

(iv) Management Fees; Reimbursement of Expenses

The Company will pay the Manager a fee of US\$10,000 per month (**Management Fee**) during the term of the Management Agreement, payable in cash. However, the Management Fee will accrue but not be payable until the Company first achieves a net profit in any fiscal quarter (determined in accordance with applicable accounting standards). The Company will reimburse the Manager for all out of pocket expenses required, in the Manager's discretion, for the provision of services pursuant to the Management Agreement.

(v) Termination

The Manager may resign or terminate the Management Agreement at any time in its discretion upon at least fifteen calendar days' prior written notice to the Company.

The Company may terminate the Management Agreement on at least thirty calendar days' prior written notice to the Manager if:

- (A) the Board, acting in good faith, reasonably determines that the Manager engaged in gross negligence, fraud or willful misconduct in the performance of its duties under the Management Agreement; or
- (B) the Manager becomes insolvent.

In the event the Manager resigns or the Management Agreement is terminated, the Board will have the right to appoint a replacement manager to perform the duties of the Manager under the Management Agreement.

(vi) Amendment

The Management Agreement may not be modified or amended except by a written instrument duly executed by each of the parties.

If required under Guidance 26, the Company will seek Stockholder approval for any material amendment to the Management Agreement.

(vii) Indemnification of Manager

The Manager is not responsible or liable for any loss or damage, whether as a loss of profits or otherwise, to the Company (or its subsidiaries or affiliates), arising out of any act or omissions involving any error of judgement or any negligence on the part of the Manager or any of its agents or employees in connection with the performance of the services under the Management Agreement.

The Company agrees to:

- (A) reimburse and/or advance the Manager and its affiliates (collectively, the **Indemnitees**) for expenses incurred or which will be incurred, including without limitation costs and fees (including reasonable attorneys' fees), and judgments, arising out of or in connection with the defense of any claim, action, proceeding, investigation charge or prosecution made or otherwise instituted against the Company and any of the Indemnitees, jointly or severally, arising out of or otherwise related to the services provided pursuant to the Management Agreement, the operation of the Company on or before the Effective Date, and for the acts or omissions of the Company, including its directors, officers, agents, employees, and contractors, including without limitation any claims of any nature whatsoever made by or on behalf of any of the Company's Stockholders; and
- (B) retain legal counsel to defend promptly and diligently, at Company's sole expense, any claim, action, proceeding, investigation charge or prosecution made or otherwise instituted against Company and any of the Indemnitees, jointly or severally, arising out of or in connection with any of the foregoing.

The Directors provide no recommendation as to how Stockholders should vote on this Resolution given the interest of the directors in the Proposed Transaction as founders of SNAPS and Mr. Sanjay's controlling interest in SNAPS. The Chair intends to vote undirected proxies in favor of this proposal.

Annexure A

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF BUILDINGIQ, INC.

BuildingIQ, Inc., a corporation duly organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify that:

1. This Certificate of Amendment amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on March 23, 2018 (the "Certificate of Incorporation").

2. The first sentence of Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"The total number of shares of stock that the Corporation shall have authority to issue is 1,500,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock")."

3. This amendment was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on _____, 2020.

BuildingIQ, Inc.

By: _____
Name: Sanjay Patel
Title: Chairman



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

Lodge your vote:



Online:
www.investorvote.com.au



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

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

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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form

XX



Vote online 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your vote



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999



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

For your vote to be effective it must be received by 10.00am (AEST) on Thursday, 20 August 2020.

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name on 27 July 2020 at 7.00pm (AEST) entitles you to one vote.

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

Signing Instructions

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

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

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

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

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

GO ONLINE TO VOTE
or turn over to complete the form

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



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



I 9999999999

IND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1

CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of BuildingIQ, Inc. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special General Meeting of BuildingIQ, Inc. to be held at Suite 302, 19a Boundary Street, Rushcutters Bay, NSW, 2011 on Tuesday, 25 August 2020 at 10.00am (AEST) and at any adjournment or postponement of that meeting.

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

STEP 2

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

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

Due to the health implications of the COVID-19 virus CDI holders are strongly urged to vote online in accordance with the instructions set out at Step 1 and not to attend the meeting in person or appoint a proxy to attend the meeting in person.

STEP 3

Voting Instructions - Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 10.00am (AEST) on Thursday, 20 August, 2020. Please read the instructions overleaf before marking any boxes with an X.

| | | For | Against | Abstain |
|---|---|--------------------------|--------------------------|--------------------------|
| 1 | Amendment of Certificate of Incorporation to allow Increase to Authorized Share Capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | Approval for the issue of the 671,287,833 Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Approval for the issue of Shares on conversion of the April Convertible Note | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Approval for the issue of Shares on conversion of the May Convertible Note | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Approval of Amended and Restated Management Agreement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Resolutions are interdependent meaning that if any single Resolution is not passed then none of the Resolutions will be taken to have been passed. Therefore, a vote against a Resolution will have the effect of a vote against all Resolutions.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

B I Q

2 6 5 9 0 2 A



Computershare +