



CANDIDATE REFERENCING MADE SIMPLE

## **XREF LIMITED**

ARBN 122 404 666

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### **NOTICE OF 2016 ANNUAL GENERAL MEETING**

EXPLANATORY NOTES

PROXY FORM

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**Date of Meeting**

25 November 2016

**Time of Meeting**

10:00am (AEDT)

**Place of Meeting**

Shangri-La Hotel  
176 Cumberland Street  
Sydney

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

## NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of the shareholders of Xref Limited (Xref or the Company) will be held at 10:00am (AEDT) on 25 November 2016 at the Shangri-La Hotel Sydney, 176 Cumberland Street, Sydney.

### ORDINARY BUSINESS

**1. To Consider the Financial Report**

To consider the Reports of the Directors and the Auditor, and the Financial Statements of the Company, for the year ended 30 June 2016.

*Note: this item of business is for discussion only and is not a Resolution. However, Shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.*

**2. Resolution 1 To Elect a Director – Mr Timothy Griffiths**

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

That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Timothy Griffiths, who was appointed as a Director of the Company on 18 January 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**3. Resolution 2 To Elect a Director – Mr Timothy Mahony**

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

That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Timothy Mahony, who was appointed as a Director of the Company on 18 January 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**4. Resolution 3 To Elect a Director – Mr Brad Rosser**

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

That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Brad Rosser, who was appointed as a Director of the Company on 18 August 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**5. Resolution 4 To Elect a Director – Mr Nigel Heap**

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

That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Nigel Heap, who was appointed as a Director of the Company on 18 August 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**6. Resolution 5 To Appoint and Remunerate the Auditor**

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

That Crowe Horwath New Zealand Audit Partnership be appointed as the Auditor of the Company to fill a casual vacancy following the resignation of PricewaterhouseCoopers New Zealand and:

- (a) hold office from the conclusion of this Meeting until the earlier of the conclusion of the next AGM or until the date the re-domicile of the Company to Australia takes effect; and

- (b) audit the Financial Statements of the Company for the year ended 30 June 2016 and, if required, for the year ending 30 June 2017, and that the Board of Directors be authorised to fix the Auditor's remuneration.

**7. Resolution 6 To Adopt the Remuneration Report**

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

That the Company's Remuneration Report for the financial year ended 30 June 2016, as set out in the Directors' Report in the Xref 2016 Annual Report, be adopted.

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

## SPECIAL BUSINESS

**8. Resolution 7 To Ratify the Previous Issue of 11,428,571 Shares under the Placement**  
To consider and, if thought fit, to pass the following Resolution as an **ordinary** resolution:

That, for the purposes of ASX Listing Rules 7.1 and 7.4, and for all other purposes, the issue by way of the placement of 11,428,571 fully paid ordinary shares in the capital of the Company, at A\$0.70 per share, which raised A\$7,999,999.70, as detailed in the ASX announcement dated 17 August 2016, and as set out in the attached Explanatory Notes, be hereby approved.

**9. Resolution 8 To Approve a 10% Placement Facility**

To consider and, if thought fit, to pass the following Resolution as a **Special** Resolution:

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

**10. Resolution 9 To Issue Options to Mr Brad Rosser**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

That, subject to the passing of Resolution 3, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 7,000,000 Options to Mr Brad Rosser (or his nominee), on the terms and conditions set out in the Explanatory Notes.

**11. Resolution 10 To Issue Options to Mr Nigel Heap**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

That, subject to the passing of Resolution 4, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 900,000 Options to Mr Nigel Heap (or his nominee), on the terms and conditions set out in the Explanatory Notes.

**12. Resolution 11 To Increase the Non-Executive Directors' Remuneration**

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

That the maximum aggregate cash-based remuneration payable to Non-Executive Directors in any financial year be increased by A\$300,000 from A\$200,000 to A\$500,000.

**13. To transact any other business brought forward in accordance with the Company's Constitution. Further information in relation to the matters to be considered at the AGM is set out in the attached Explanatory Notes.**

## NOTES

### 1. Explanatory Notes

The Explanatory Notes accompanying this Notice of AGM are incorporated in, and comprise part of, this Notice of AGM and should be read in conjunction with it. Shareholders should specifically refer to the Glossary in the Explanatory Notes, which contains definitions of capitalised terms used in both this Notice of AGM and the Explanatory Notes.

### 2. Voting Exclusion Statements

#### Resolution 6

The Company will disregard any votes cast (in any capacity) on Resolution 6 by, or on behalf of, any person who is a member of the Company's key management personnel (KMP) or a closely-related party of any member of KMP. However, the Company need not disregard any vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person chairing the AGM as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides. The prohibition on members of the Company's KMP voting does not apply to the Chairman of the AGM as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the AGM to vote.

#### Resolution 7

In respect of Resolution 7, the Company will disregard any votes cast on this Resolution by any person who participated in the issue of 11,428,571 fully paid ordinary shares in the Company and any associates of those persons. However, the Company need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person who is chairing the AGM 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.

#### Resolution 8

The Company will disregard any votes cast on Resolution 8 by any person (and any associates of such a person) who may participate in the 10% Placement Facility and any person (and any associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if Resolution 8 is passed. However, the Company need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person who is chairing the AGM 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.

#### Resolutions 9 and 10

For the purposes of the ASX Listing Rules, the Company will disregard any votes cast on Resolutions 9 and 10 by the two Directors, Messrs Brad Rosser and Nigel Heap, and by any of their associates, who are to receive securities in relation to the Company on the Resolution concerning them. However, the Company need not disregard any vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person chairing the AGM 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.

#### Resolution 11

The Company will disregard any votes cast on Resolution 11 by any Director of the Company or any of their associates. However, the Company need not disregard any vote by any such persons if it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the person who is chairing the AGM 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.

### 3. Proxies

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and specify the proportion or number of votes that each proxy is appointed to exercise. A Proxy Form accompanies this Notice of AGM. To record a valid vote, a Shareholder will need to complete and lodge the Proxy Form as follows:

- (a) by post to –  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia; or
- (b) by facsimile (within Australia) to 1800 783 447; or
- (c) by facsimile (outside Australia) to +61 3 9473 2555; or
- (d) online at [www.investorvote.com.au](http://www.investorvote.com.au).

Proxy Forms must be lodged not less than 48 hours prior to the start of the Meeting in order to be valid.

### 4. 'Snap Shot' Time

Under section 125 (2) of the Companies Act 1993, the Company may specify a date, not more than 20 working days before the Meeting, on which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting based on the names registered on the Company's share register as at the date fixed. The Directors have determined that all shares of the Company that are quoted on ASX as at 7:00pm (AEDT) on 23 November 2016 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Pursuant to section 125 (3) of the Companies Act 1993, the Company may also specify a date, not more than 30 working days or less than 10 working days before the Meeting, for determining which Shareholders are entitled to receive notice of the Meeting based on the names registered on the Company's share register as at the date fixed. The Directors have determined that all shares of the Company that are quoted on ASX as at 7:00pm (AEDT) on 28 October 2016 shall, for the purposes of determining entitlement to receive notice of the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

### 5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an executed certificate or letter authorising him or her to act as that company's representative. The authority may be sent to the Company and / or share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 6. Questions on the Notice

Should you wish to discuss the matters in this Notice of AGM, please do not hesitate to contact the Company Secretary.

## EXPLANATORY NOTES

These Explanatory Notes set out information in connection with the business to be considered at the 2016 Xref Limited Annual General Meeting and form part of the Notice of AGM of the Shareholders to be held on 25 November 2016. The Explanatory Notes aim to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice of AGM, and the reasons for the Resolutions proposed. Other than the information set out in these Explanatory Notes, the Directors believe that there is no other information that could reasonably be required by Shareholders in order to consider Resolutions 1 to 11.

## ORDINARY BUSINESS

The following items of ordinary business will be considered at the AGM.

### **To Consider the Financial Report**

This item of business relates to the consideration of the Company's Financial Statements, and the Reports of the Directors and the Auditor, for the year ended 30 June 2016, and gives the Shareholders the opportunity to ask questions or to make comments concerning the Financial Report during the AGM. Shareholders who elected to do so will have received a printed or email version of the Company's 2016 Annual Report. A copy is available on the ASX website and on the Company's website at <https://xref.global/au>, and may also be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

### **General Explanatory Notes Applying to Resolutions 1 to 4**

The Company undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate, for election as a Director and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. These include checks as to the person's character, experience, education, criminal record and bankruptcy history. Candidates for appointment or election as Non-Executive Directors provide the Board with the information mentioned in these General Explanatory Notes, as well as Consents for the Company to conduct any background or other checks the Company would ordinarily conduct. Candidates also provide details of their other commitments and an indication of time involved, and specifically acknowledge to the Company that they will have sufficient time to fulfil their responsibilities as Directors. A candidate for election as a Director of Xref discloses to the Company all interests, positions, associations and relationships that may bear on his or her independence.

There was no material adverse information revealed by the checks the Company performed about these Directors standing for election as Directors for the first time at this AGM. There were no details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect these Directors' capacity to bring independent judgements to bear on issues before the Board, and to act in the best interests of the Company and its security holders generally.

Article 20.3 of the Company's Constitution allows the Directors to appoint, at any time, a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not, at any time, exceed the maximum number specified by its Constitution and by the corporations legislation. Article 20.4 of the Company's Constitution provides that any Director appointed in accordance with Article 20.3 must retire at the next AGM and may seek re-election. Accordingly, Messrs Griffiths, Mahony, Rosser and Heap all resign as Directors at this AGM and, being eligible, seek approval to be elected as Directors. Article 20.4 of the Company's Constitution provides that the Company's Managing Director, being Mr Lee-Martin Seymour, is not required to retire at the AGM.



### **Resolution 1 To Elect a Director – Mr Timothy Griffiths**

Mr Griffiths was appointed as an Executive Director (Chief Technology Officer) of the Company on 18 January 2016 and, in being an executive and a substantial shareholder of Xref, is not considered by the Board to qualify as an independent Director. The term of office currently served by him is nine months at the date of this Notice of AGM.

Mr Griffiths is a co-founder of Xref (AU) Pty Ltd (former name Xref Pty Ltd). He is an MBA-qualified technologist, and has over 20 years' experience in technology, advising companies, including Virgin and SkyTV in the UK. Mr Griffiths worked for Benchmark Capital providing technical diligence for high tech start-up investment and was co-founder of the media company a2a plc, which floated on the UK stock market. More recently, he was the CIO for Jcurve Solutions, an Australian cloud NetSuite ERP provider, and is the founder of Answer42, a Sydney and London-based cloud consultancy.

Mr Griffiths is not currently, and has not within the last three years been, a Director of any other public listed company.

**Directors' Recommendation:** The Directors (except Mr Griffiths) support the election of Mr Griffiths and recommend that Shareholders vote in favour of Resolution 1.

### **Resolution 2 To Elect a Director – Mr Timothy Mahony**

Mr Mahony was appointed as a Non-Executive Director of the Company on 18 January 2016. The term of office currently served by him is therefore nine months at the date of this Notice of AGM. The Board considers that Mr Mahony, if elected, will qualify as an Independent Director.

Mr Mahony has a Bachelor of Financial Administration, and has spent 17 years working in investment banking, specialising in capital markets and debt trading, and the last seven of those years as a director of Fay Richwhite Australia. He has been involved, as either an investor or founder, in a number of technology start-ups, either successfully exiting the business or growing the business to a mature growth phase. Mr Mahony was executive director of Perpetua, a business continuity and data storage business, which was acquired by an ASX-listed company. He is a founder and director of Globalx Information, a digital information company providing information, software and services to the legal, corporate and spatial markets throughout Australia and the UK. Mr Mahony was also an executive director of Quill Stationery, a leading paper-based stationery company in Australia with a wholly-owned manufacturing subsidiary in China.

Mr Mahony is not currently, and has not within the last three years been, a Director of any other public listed company.

**Directors' Recommendation:** The Directors (except Mr Mahony) support the election of Mr Mahony and recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 To Elect a Director – Mr Brad Rosser**

Mr Rosser was appointed as a Non-Executive Director and the Chairman of the Company on 18 August 2016. The term of office currently served by him is therefore two months at the date of this Notice of AGM. The Board considers that Mr Rosser, if elected, will qualify as an Independent Director.

Mr Rosser holds an MBA (with distinction from Cornell University's Johnson Graduate School of Management) and a Bachelor of Commerce (First Class Honours) from the University of Western Australia (where he won a number of scholarships). Mr Rosser is a business builder and entrepreneur who worked for McKinsey and Co from 1992 to 1995 before working as Director of Corporate Development for Virgin in London from 1995 to 1999, helping to identify and implement start-up businesses. After leaving Virgin, he worked for several successful start-ups, as well as assisting Unilever to set up Unilever Ventures, its incubation arm in the UK. In 2008, Mr Rosser founded the BSF Group, an organisation that helps start-ups to secure funding, launch successfully and then grow profitably. He is a director of TIE (a not-for-profit entrepreneurial organisation); a founding director of the Centennial Health Club; a founding

partner of Social Check (an Australian technology company that enables people to audit their social media presence); and a mentor for the ANZ Innovyz programme. Mr Rosser has published the book 'Better Stronger Faster: The Entrepreneurs Guide to Success in Business'.

Mr Rosser is not currently, and has not within the last three years been, a Director of any other public listed company.

**Directors' Recommendation:** The Directors (except Mr Rosser) recommend that Shareholders vote in favour of Resolution 3.

#### **Resolution 4 To Elect a Director – Mr Nigel Heap**

Mr Heap was appointed as a Non-Executive Director of the Company on 18 August 2016. The term of office currently served by him is therefore two months at the date of this Notice of AGM. The Board considers that Mr Heap, if elected, will qualify as an Independent Director.

Mr Heap has completed INSEAD's Advanced Management Program and holds a Bachelor of Laws from Manchester University. He is the UK and Ireland Managing Director and Chairman of the Asia Pacific business of Hays plc, the leading global professional recruitment group, and a member of the group's management board. Mr Heap joined Hays in 1988 and over the last 19 years has successfully led the growth of the Asia-Pacific business. He serves as a Director of Hays Specialist Recruitment (Australia) Pty Limited and Hays Specialist Recruitment (Australia) Pty Limited New Zealand Branch.

Mr Heap is currently a Director of Hays UK Ltd (since April 2012), but has not within the last three years been a Director of any other public listed company.

**Directors' Recommendation:** The Directors (except Mr Heap) recommend that Shareholders vote in favour of Resolution 4.

#### **Resolution 5 To Appoint and Remunerate the Auditor Background**

Since the change of the Company's nature, the scale of its activities and its re-admission to the official list of ASX, the Company has had its operations substantially based in Australia and is in the process of having the Company re-domiciled to Australia. On 27 May 2016 Shareholders approved the appointment of Crowe Horwath Sydney to hold the office of Auditor with effect from the date the re-domicile of the Company to Australia takes effect until the Company's next annual general meeting (as prescribed by section 327C of the Corporations Act). Following a review of organisations that have the capacity to provide auditing services to the Company, Crowe Horwath Sydney was selected on the basis of its expertise, independence and proposed fees. In particular, Crowe Horwath Sydney is considered to have extensive experience in the industry in which the Company operates. On this basis, and considering that the primary operations of the Company have been in Australia since January 2016, it was impractical for PricewaterhouseCoopers New Zealand to continue as the Company's Auditor and therefore PricewaterhouseCoopers New Zealand resigned as Auditor, as announced to ASX on 17 August 2016. From that date, and as an interim measure until the date the re-domicile of the Company to Australia takes effect, Crowe Horwath New Zealand Audit Partnership was appointed Auditor and completed the Company's audit for the year ended 30 June 2016.

#### **Requirement for Shareholder Approval**

Shareholders are being asked to approve the appointment of Crowe Horwath New Zealand Audit Partnership, who completed the audit of the Financial Statements of the Company for the year ended 30 June 2016, and, if required, will complete the audit for the year ending 30 June 2017, and to approve that the Board of Directors be authorised to fix the Auditor's remuneration.

**Directors' Recommendation:** The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. Each Director confirms that he has no personal interest in the outcome of Resolution 5.



## **Resolution 6 To Adopt the Remuneration Report**

The Corporations Act requires that a resolution be put to the Company's shareholders to adopt the Remuneration Report for the year ended 30 June 2016, as disclosed in the Directors' Report in Xref's 2016 Annual Report. While the Company is, at the date of this Notice of AGM, a New Zealand company, and therefore not required to follow the Corporations Act in this regard, as Xref is in the final stages of moving its domicile to Australia it believes that it is good practice to put forward this resolution. The vote on this Resolution is advisory only and non-binding. The Resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act, if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. The Company encourages all Shareholders to cast their votes on Resolution 6. In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by any member of the Company's key management personnel (KMP) whose remuneration details are included in the Remuneration Report of its 2016 Annual Report, or any closely-related parties of such a member, unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the AGM as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

KMP of the Company are the Directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMP for the financial year ended 30 June 2016. The KMP's closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 6 by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business.

**Directors' Recommendation:** The Directors recommends that Shareholders vote in favour of Resolution 6.

## **SPECIAL BUSINESS**

The following items of special business will be considered at the AGM.

### **Resolution 7 To Ratify the Previous Issue of 11,428,571 Shares under the Placement**

Resolution 7 proposes the approval of the issue and allotment of the placement of 11,428,571 fully paid ordinary shares in the capital of the Company, the issue of which was announced to ASX by the Company on 10 and 17 August 2016 pursuant to ASX Listing Rule 7.1. ASX Listing Rule 7.1 allows the Board to issue up to 15% of the Company's issued capital in any 12-month period without approval of the Shareholders.

ASX Listing Rule 7.4 provides that an issue that is approved after it has been made is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1. The effect of the approval is to allow the Board of the Company to issue additional securities within the 15% limit under ASX Listing Rule 7.1 immediately after the Resolution is adopted instead of having to wait until 17 August 2017 (which would be 12 months after the placement was made).

As announced to ASX on 17 August 2016, the Company issued 11,428,571 Shares to Australian institutions and sophisticated investors, at an issue price of A\$0.70, as previously announced to ASX on 10 August 2016. The majority of the placement was made to existing and new institutional investors, and included a new cornerstone investor. The lead manager

for the placement was Taylor Collison Limited. The issue raised A\$7,999,999.70 to provide working capital for Xref to continue to accelerate its global expansion into North America and the United Kingdom (UK), to work on global integrations, to fast-track software improvements in order to leverage data analytics, to pay transaction costs and to use the remaining proceeds for general corporate purposes. The Shares issued rank equally in all respects with existing Shares in the Company.

**Directors' Recommendation:** The Directors recommends that Shareholders vote in favour of Resolution 7.

## **Resolution 8 To Approve a 10% Placement Facility**

### **General**

ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12-month period after its annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity, for the purpose of ASX Listing Rule 7.1A, is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. Xref is an eligible entity. The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section Formula for Calculating 10% Placement Facility below).

### **Description of ASX Listing Rule 7.1A**

#### Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a Special Resolution at an annual general meeting.

#### Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities in the Company. The Company, as at the date of this Notice of AGM, has on issue the following classes of Equity Securities:

- 51,552,239 fully paid ordinary shares quoted on ASX;
- 1,923,076 fully paid ordinary shares, not quoted on ASX, in escrow until 18 January 2017;
- 48,226,924 fully paid ordinary shares, not quoted on ASX, in escrow until 8 February 2018;
- 16,666,667 A Class Performance Rights, not quoted on ASX, in escrow until 8 February 2018;
- 16,666,667 B Class Performance Rights, not quoted on ASX, in escrow until 8 February 2018;
- 16,666,666 C Class Performance Rights, not quoted on ASX, in escrow until 8 February 2018; and
- 4,508,909 Options, not quoted on ASX, with an exercise price of A\$0.23 and an exercise period expiry date of 1 February 2019, in escrow until 8 February 2018.

#### Formula for Calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue, or agree to issue, during the 10% Placement Period (refer to section 10% Placement Period below), a number of Equity Securities calculated in accordance with the following formula:

#### **(A x D) – E**

Where:

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - plus the number of partly paid ordinary shares that became fully paid ordinary shares in the 12 months;

- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rules 7.1 and 7.4;
- less the number of fully paid ordinary shares cancelled in the 12 months.

*(Note that A has the same meaning as in ASX 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 ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue, or agreement to issue, that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

#### ASX Listing Rules 7.1 and 7.1A

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

At the date of this Notice of AGM, the Company has on issue 101,702,239 fully paid ordinary shares and therefore has a capacity to issue:

- 15,255,335 Equity Securities under ASX Listing Rule 7.1; and
- subject to Shareholder approval being obtained under Resolution 8, 10,170,223 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section Formula for Calculating 10% Placement Facility above).

#### Minimum Issue Price

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

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within five Trading Days of the date referred to in section Minimum Issue Price (i) above, the date on which the Equity Securities are issued.

#### 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the AGM at which the approval is obtained; or
- the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

#### **ASX Listing Rule 7.1A**

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period in addition to using the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 8 is a Special Resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

#### **Specific Information Required by ASX Listing Rule 7.3A**

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class over the 15 Trading Days on which trades in that class were recorded immediately before:
- the date on which the price at which the Equity Securities are to be issued is agreed; or
  - if the Equity Securities are not issued within five Trading Days of the date in section Specific Information Required by ASX Listing Rule 7.3A (a)(i) above, the date on which the Equity Securities are issued.
- (b) There is a risk that:
- the market price for the Company's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the risk of voting dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of AGM. The table also shows:

- two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro rata entitlement issue) or future-specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

| Variable 'A' in ASX Listing Rule 7.1A.2                       |                           | Dilution                                  |                        |   |
|---|---------------------------|---|------------------------|---|
|   |                           | A\$0.27<br>50% decrease in<br>Issue Price | A\$0.54<br>Issue Price | A\$1.08<br>100% increase<br>Issue Price |
| Current Variable A:<br>101,702,239 Shares                     | 10%<br>Voting<br>Dilution | 10,170,224 shares                         | 10,170,224 shares      | 10,170,224 shares                       |
|   | Funds<br>Raised           | A\$2,745,960                              | A\$5,491,921           | A\$10,983,842                           |
| 50% increase in<br>current Variable A:<br>152,553,358 Shares  | 10%<br>Voting<br>Dilution | 15,255,335 shares                         | 15,255,335 shares      | 15,255,335 shares                       |
|   | Funds<br>Raised           | A\$4,118,940                              | A\$8,237,881           | A\$16,475,762                           |
| 100% increase in<br>current Variable A:<br>203,404,478 Shares | 10%<br>Voting<br>Dilution | 20,340,447 shares                         | 20,340,447 shares      | 20,340,447 shares                       |
|   | Funds<br>Raised           | A\$5,491,921                              | A\$10,983,841          | A\$21,967,683                           |

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- No current Options are exercised into Shares before the date of the issue of the Equity Securities;
- 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%;

- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of a placement under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
  - The table shows only the effect of the issue of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 and no other issues of Equity Securities;
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
  - The issue price is A\$0.54, being the closing price of the Shares on ASX on 21 October 2016.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) 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 referred to in the Note to ASX Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), for continued development of the Xref business in Australia, the UK and in Canada, and for ongoing future working capital purposes.
- (e) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each allottee will be determined on a case-by-case basis having regard to 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, a rights issue or other issue in which the 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 advisers (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of AGM, but may include existing substantial Shareholders and / or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments, or the nominee of such vendors.
- (g) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 28 August 2015 AGM, but did not issue any Shares under that approval. The approval under the resolution at the 2015 AGM for the issue of Equity Securities ceased to be valid because the Shareholders approved a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) with the acquisition of Xref Pty Ltd.
- (h) The total number of Equity Securities issued in the 12 months preceding the date of this Meeting is 139,512,480, made up of 85,003,571 fully paid ordinary shares, 50,000,000 performance rights and 4,508,909 Options. The issue of Shares represents approximately 509% of the total fully paid ordinary shares and 836% of the



fully diluted Equity Securities on issue at the commencement of the 12-month period prior to the date of this Notice of AGM. Details of these issues are:

#### Ordinary Shares

On 23 December 2015 the Company issued 20,000,000 fully paid ordinary shares to investors under ASX Listing Rules Chapters 1 and 2 in its re-admission public Prospectus dated 7 December 2015. The capital raising, at A\$0.20 per Share, which raised A\$4,000,000, had been approved at a Shareholders' meeting held on 26 November 2015. At the time of issue, the Company's shares were suspended (on 26 November 2015) in order to satisfy the ASX re-admission requirements; the Company's share price was A\$0.40. The Company was reinstated and its Shares re-commenced trading on ASX on 8 February 2016. The funds raised are being used on growing the Xref business in Australia, and expanding the business offshore into the UK and Canada.

On 23 December 2015 the Company issued 3,575,000 fully paid ordinary shares to the convertible noteholders of Xref (AU) Pty Ltd (former name: Xref Pty Ltd) on the conversion of A\$550,000 worth of convertible notes and accrued interest of A\$22,000 into fully paid ordinary shares in the Company at an effective issue price of A\$0.16 per Share. The issue of Shares to 16 parties, which included future Director Mr Timothy Mahony, had been approved at the Shareholders' meeting held on 26 November 2015. No funds were raised, as the issue was made on the conversion of existing debt into equity under the terms of the Xref (AU) Pty Ltd acquisition approved by Shareholders on 26 November 2015.

On 18 January 2016 the Company issued 50,000,000 fully paid ordinary shares to vendors in connection with the purchase of all of the shares in Xref (AU) Pty Ltd. The purchase of the Xref (AU) Pty Ltd business and the issue of Shares to three parties as partial consideration, which included associates of future Directors Messrs Lee-Martin Seymour and Timothy Griffiths, had been approved at a Shareholders' meeting held on 26 November 2015. No funds were raised, as the issue was made as part of the acquisition of Xref (AU) Pty Ltd, as approved by Shareholders on 26 November 2015.

On 17 August 2016 the Company issued 11,428,571 fully paid ordinary shares in a placement at a price of A\$0.70 per Share, which raised A\$7,999,999.70. The majority of the placement was made to existing and new institutional investors, and included a new cornerstone investor. The lead manager for the placement was Taylor Collison Limited. The closing Share price on the date of issue was A\$0.705. The issue raised A\$7,999,999.70 to provide working capital for Xref to continue to accelerate its global expansion into North America and the UK, to work on global integrations, to fast-track software improvements in order to leverage data analytics, to pay transaction costs and to use the remaining proceeds for general corporate purposes. Further details of the issue are set out under Resolution 7 above, wherein Shareholders are being asked to approve this placement.

#### Performance Rights

On 18 January 2016 the Company issued to 50,000,000 performance rights to vendors in connection with the settlement of the purchase of all of the shares in Xref (AU) Pty Ltd. The purchase of the Xref (AU) Pty Ltd business and the issue of performance rights to the two vendors as partial consideration, being associates of future Directors Messrs Lee-Martin Seymour and Timothy Griffiths, had been approved at a Shareholders' meeting held on 26 November 2015. No funds were raised, as the issue was made as part of the acquisition of Xref (AU) Pty Ltd and full details of the performance rights were set out in the Notice for the 26 November 2015 Extraordinary General Meeting (EGM). At the time of issue, the Company's shares had been suspended since 26 November 2015 in order to satisfy the ASX re-admission requirements, and the Company's closing Share price was A\$0.40 on 26 November 2015. The Company was reinstated and its shares re-commenced trading on 8 February 2016. The funds raised have been used to grow the Xref business in Australia, and expanding the business offshore into the UK and Canada.

### Options

On 1 February 2016 the Company issued 2,808,909 Options to Taylor Collison Limited, as detailed in the Notice of EGM for the meeting held on 26 November 2015, which approved the issue of these Options. The Options were issued for no cash consideration, but for the provision of corporate services in relation to introducing Xref Pty Ltd to the Company. The Options have an exercise price of A\$0.23 and will expire if not exercised by 1 February 2019.

On 1 February 2016 the Company issued 1,700,000 Options to the three Non-Executive Directors and the Managing Director, as detailed in the Notice of EGM for the meeting held on 26 November 2015, which approved the issue of these Options. The Options were issued for no cash consideration to the Non-Executive Directors, Messrs Simon O'Loughlin – 300,000, Simon Taylor – 250,000 and Timothy Mahony – 900,000, and to Managing Director Stephen McPhail – 250,000, as a key component of their remuneration by the Company. Each Option has an exercise price of A\$0.23 and will expire if not exercised by 1 February 2019. The Options have been escrowed until 8 February 2018.

At the time the Options were issued, the Company's shares had been suspended since 26 November 2015 in order to satisfy the ASX re-admission requirements, and the Company's closing Share price was A\$0.40 on 26 November 2015. The Company was reinstated and its shares re-commenced trading on 8 February 2016. The Options have been escrowed until 8 February 2018.

- (i) A Voting Exclusion Statement is included in this Notice of AGM. At the date of this Notice of AGM, the Company has not approached any particular existing Shareholder or security holder, or an identifiable class of existing security holder, to participate in the issue of the Equity Securities. No existing Shareholders' votes will therefore be excluded under the Voting Exclusion Statement in this Notice of AGM.

**Directors' Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 8. The Chairman intends to vote any undirected proxies in favour of Resolution 8.

### **Resolution 9 To Issue Options to Mr Brad Rosser**

The Board has resolved, subject to obtaining Shareholder approval, to issue a maximum of 7,000,000 Options to the Company's Non-Executive Chairman, Mr Brad Rosser (or his nominee), which will each enable him to acquire one new ordinary share in the Company. The Options will have an exercise price of A\$0.70 and 4,500,000 of the Options will expire, if not exercised, by 25 November 2021 (expiry date) and 2,500,000 of the Options will expire, if not exercised, by 25 November 2022. The Share price at the date of this Notice of AGM was A\$0.54, and this compares to a Share price high of A\$0.61 and a low of A\$0.53 in the month leading up to this Notice of AGM. Following Shareholder approval and the issue of the Options, the first tranche of 2,000,000 Options will vest on 25 November 2017, the second tranche of 2,500,000 Options will vest on 25 November 2018, and the third tranche and balance of 2,500,000 Options will vest on 25 November 2019.

The Options will be granted as a key component of Mr Rosser's remuneration in order to retain his services and provide him with incentive linked to the performance of the Company. Shareholder approval is required under ASX Listing Rule 10.11 because Mr Rosser is a Director of the Company and, as such, a related party of the Company. If Shareholder approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX Listing Rule 7.1.

### **Information Required under ASX Listing Rule 10.13**

For the purpose of ASX Listing Rule 10.13, information regarding the proposed Options grant is provided as follows to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- The Options will be issued to Director Mr Brad Rosser (or his nominee);
- The Company will issue a maximum of 7,000,000 Options to Mr Rosser;

- The exercise price of A\$0.70 per Share was obtained by reviewing the Company's Share price history and subjectively determining an appropriate premium to the price of the Company's shares on ASX for the period prior to the completion of the Notice of AGM;
- There is no loan scheme in relation to the Options or the subsequent issue of Shares upon exercise of the Options;
- The Options will be issued to Mr Rosser within one month of the date of the AGM;
- The Options will not be issued for cash consideration, but as a key component of Mr Rosser's remuneration by the Company; and
- No funds will be raised from the issue of the Options.

Resolution 9 is an ordinary Resolution.

**Directors' Recommendation:** The Directors (other than Mr Rosser) do not have an interest in the outcome of Resolution 9 and therefore recommend that Shareholders vote in favour of Resolution 9. The Chairman of the Meeting for this item of business intends to vote undirected proxies in favour of Resolution 9.

### **Resolution 10 To Issue Options to Mr Nigel Heap**

The Board has resolved, subject to obtaining Shareholder approval, to issue a maximum of 900,000 Options to the Company's Non-Executive Director, Mr Nigel Heap (or his nominee), which will each enable him to acquire one new ordinary share in the Company. The Options will have an exercise price of A\$0.70 and will expire, if not exercised, by 25 November 2021 (expiry date). The Share price at the date of this Notice of AGM was A\$0.54, and this compares to a Share price high of A\$0.61 and a low of A\$0.53 in the month leading up to this Notice of AGM.

Following Shareholder approval and the issue of the Options, the first tranche of 300,000 Options will vest on 25 November 2016. The second tranche of 300,000 Options will vest upon the Company and its subsidiaries achieving sales revenue of A\$2,500,000 or more during any six-month reporting period that ends on or prior to a date that is 30 months after the date of issue of the Options. The final tranche of 300,000 Options will vest on 18 August 2018, being the second anniversary of Mr Heap joining the Board. In all three cases, vesting is conditional on Mr Heap remaining a director of the Company on the date the Options vest.

The Options will be granted as a key component of Mr Heap's remuneration in order to retain his services and provide him with incentive linked to the performance of the Company. Shareholder approval is required under ASX Listing Rule 10.11 because Mr Heap is a Director of the Company and, as such, a related party of the Company. If Shareholder approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX Listing Rule 7.1.

### **Information Required under ASX Listing Rule 10.13**

For the purpose of ASX Listing Rule 10.13, information regarding the proposed Options grant is provided as follows to the extent that such information is not disclosed elsewhere in these Explanatory Notes:

- The Options will be issued to Director Mr Nigel Heap (or his nominee);
- The Company will issue a maximum of 900,000 Options to Mr Heap;
- The exercise price of A\$0.70 per Share was obtained by reviewing the Company's Share price history and subjectively determining an appropriate premium to the price of the Company's shares on ASX for the period prior to the completion of the Notice of AGM;
- There is no loan scheme in relation to the Options or the subsequent issue of Shares upon exercise of the Options;
- The Options will be issued to Mr Heap within one month of the date of the AGM;
- The Options will not be issued for cash consideration, but as a key component of Mr Heap's remuneration by the Company; and
- No funds will be raised from the issue of the Options.

Resolution 10 is an ordinary Resolution.

**Directors' Recommendation:** The Directors (other than Mr Heap) do not have an interest in the outcome of Resolution 10 and therefore recommend that Shareholders vote in favour of Resolution 10. The Chairman intends to vote undirected proxies in favour of Resolution 10.

#### **Resolution 11 To Increase the Non-Executive Directors' Remuneration**

The current maximum aggregate amount of A\$200,000 per annum for Directors' remuneration was approved by Shareholders prior to the Company's Initial Public Offering Prospectus dated 26 February 2007, and includes base fees and superannuation contributions made by the Company in relation to the Non-Executive Directors. The purpose of Resolution 11 is to approve an increase in the maximum aggregate amount of remuneration that may be paid to the Non-Executive Directors by A\$300,000 from A\$200,000 per annum to a maximum aggregate of A\$500,000 per annum. The proposed increase in the maximum aggregate amount of remuneration for the Non-Executive Directors will allow the Company to pay Non-Executive Directors base fees, Board Committee fees and superannuation, if applicable. In addition to these fees, certain Non-Executive Directors are eligible to participate in the Company's Employee Option Plan (EOP).

The maximum aggregate amount of remuneration does not include the value of any Options that may be granted to Non-Executive Directors under the EOP. The proposed increase takes into account that since 2007 the number of Xref's Non-Executive Directors has been increased from one to three and there has been an expansion of the Board's Committee structures. The Directors have assessed a number of ASX-listed companies of a similar nature, size and market capitalisation as that of Xref. The proposed ceiling of A\$500,000 per annum broadly accords with ceilings used by these other companies. It should be noted that this is a ceiling only and it is not intended at this time that the full amount of this A\$500,000 be paid to Non-Executive Directors. The increase in the ceiling will give the Company flexibility to appropriately remunerate any new appointments to the Board. For the purpose of ASX Listing Rule 10.17, details of any securities issued to Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of the holders of the Company's ordinary securities at any time within the preceding three years are as follows:

#### ***Information Required under ASX Listing Rule 10.17***

On 27 January 2014 the Company issued 98,438 fully paid ordinary shares (4,921,875 pre-consolidation) to former Non-Executive Director Christopher David Castle as payment for Director's fees of A\$18,687.50 for the nine months to 30 June 2014. On 27 January 2014 the Company issued 50,000 fully paid ordinary shares (2,500,000 pre-consolidation) to former Non-Executive Director Christopher David Castle as a placement of Shares that raised A\$10,000. Both issues of Shares to Mr Castle, at a Share price of A\$0.20 (A\$0.004 pre-consolidation), had been approved at a Shareholders' meeting held on 24 January 2014.

On 2 September 2014 the Company issued 87,500 fully paid ordinary shares (4,375,000 pre-consolidation) to former Non-Executive Director Christopher David Castle as payment for Director's fees of A\$13,125 for the six months to 31 December 2014. The issue of Shares to Mr Castle, at a Share price of A\$0.15 (A\$0.003 pre-consolidation), had been approved at a Shareholders' meeting held on 28 August 2014.

On 23 December 2015 the Company issued 250,000 fully paid ordinary shares to former Non-Executive Director Simon O'Loughlin at a Share price of A\$0.20 for an amount subscribed of A\$50,000 under the Company's Prospectus dated 7 December 2015. The issue of Shares to Mr O'Loughlin had been approved at a Shareholders' meeting held on 26 November 2015.

On 23 December 2015 the Company issued 150,000 fully paid ordinary shares to former Non-Executive Director Simon Taylor at a Share price of A\$0.20, which raised A\$30,000 under the Company's Prospectus dated 7 December 2015. The issue of Shares to Mr Taylor had been approved at a Shareholders' meeting held on 26 November 2015.

On 23 December 2015 the Company issued 1,000,000 fully paid ordinary shares to Non-Executive Director Timothy Mahony at a Share price of A\$0.20, which raised A\$200,000 under the Company's Prospectus dated 7 December 2015. The issue of Shares to Mr Mahony had been approved at a Shareholders' meeting held on 26 November 2015.

On 23 December 2015 the Company issued 681,250 fully paid ordinary shares to Biatan Pty Ltd in its capacity as trustee of the Mahony Family Trust, an associate of Non-Executive Director Mr Timothy Mahony, as a convertible noteholder on the conversion of convertible notes and accrued interest into Shares at an effective issue price of A\$0.16. The issue of Shares to an associate of Mr Mahony had been approved at a Shareholders' meeting held on 26 November 2015.

On 1 February 2016 the Company issued 1,450,000 Options to three Non-Executive Directors, as detailed in the Notice of EGM for the meeting held on 26 November 2015, which approved the issue of these Options. The Options were issued to Non-Executive Directors Messrs Simon O'Loughlin – 300,000, Simon Taylor – 250,000 and Timothy Mahony – 900,000 as a key component of their remuneration by the Company. Each Option has an exercise price of A\$0.23 and will expire if not exercised by 1 February 2019. The Options have been escrowed until 8 February 2018.

**Directors' Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 11.



## GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

**Annual General Meeting** or **AGM** mean the annual general meeting convened by the Notice of AGM.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors of the Company from time-to-time.

**Chairman** means the person chairing the Annual General Meeting.

**Company** means Xref Limited ARBN 122 404 666.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Employee Option Plan** or **EOP** mean the Xref employee option plan approved by Shareholders at the Special Meeting held on 27 May 2016.

**Equity Securities** means a Share, a right to a Share or Option, a convertible security or any security that ASX decides to classify as an equity security.

**Explanatory Notes** means the explanatory notes accompanying this Notice of AGM.

**Notice** means this notice of Annual General Meeting, including the Explanatory Notes and the Proxy Form.

**Option** means an unlisted option in the Company to acquire Shares.

**Proxy Form** means the proxy form accompanying this Notice of AGM.

**Resolution** means the resolutions to be considered by Shareholders at this AGM.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the holder of a Share.

**Special Resolution** means a resolution that requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

**Xref** means Xref Limited ARBN 122 404 666.

**Xref Limited (ASX:XF1)**

ARBN 122 404 666

14 / 13 Hickson Road, Dawes Point, Sydney NSW 2000 Australia  
Website: [xref.global](http://xref.global)



Xref Limited  
ARBN 122 404 666

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

XF1

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

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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



**For your vote to be effective it must be received by 10:00am (AEDT) Wednesday 23 November 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**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 registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**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

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Xref Limited hereby appoint

☐ the Chairman of the Meeting

 OR 

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Xref Limited to be held at the Shangri-La Hotel, 176 Cumberland Street, Sydney on Friday, 25 November 2016 at 10:00am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 6 (except where I/we have indicated a different voting intention below) even though Item 6 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 6 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

|    |   | For                      | Against                  | Abstain                  |
|----|---|--------------------------|--------------------------|--------------------------|
| 1  | To Elect a Director – Mr Timothy Griffiths                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2  | To Elect a Director – Mr Timothy Mahony                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3  | To Elect a Director – Mr Brad Rosser                                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4  | To Elect a Director – Mr Nigel Heap                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5  | To Appoint and Remunerate the Auditor                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6  | To Adopt the Remuneration Report                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7  | To Ratify the Previous Issue of 11,428,571 Shares under the Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8  | To Approve a 10% Placement Facility                                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9  | To Issue Options to Mr Brad Rosser                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 | To Issue Options to Mr Nigel Heap                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 | To Increase the Non-Executive Directors' Remuneration                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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

/ /