

FUTURE FIBRE TECHNOLOGIES LIMITED
(ACN: 064 089 318)

NOTICE OF EXTRAORDINARY GENERAL MEETING – 10 May 2018

Notice is hereby given that Future Fibre Technologies Limited (the “Company”) will hold an Extraordinary General Meeting at 11:00am (AEST) on 10 May 2018 at Pullman on the Park, 192 Wellington Pde, East Melbourne VIC 3002 Australia for the purpose of transacting the business set out in this Notice.

DATED 06 April 2018

By order of the Board:

Kim Clark
Company Secretary

AGENDA

Chairman's Address

CEO's Address

Resolutions

1. Change of Company Name

To consider and, if in favour, pass the following resolution as a special resolution:

"That, for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, the name of the Company be changed from 'Future Fibre Technologies Limited' to 'Ava Risk Group Limited' with effect from the date the Australian Securities and Investments Commission records the change of name on its records."

The Directors unanimously recommend that you vote in favour of this resolution.

2. Issue of Share Options to Director (Robert Broomfield)

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the members of the Company approve the granting of 250,000 options to Mr Robert Broomfield, a related party of the Company by virtue of him being an Executive Director, on the terms outlined in the Explanatory Memorandum."

Note: if approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

The Directors (excluding Mr Robert Broomfield) unanimously recommend that shareholders vote in favour of Resolution 2.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

2. Voting Exclusion Statements

Resolution 2 - In accordance with the Listing Rule 14.11, the Company will disregard votes cast by Robert Broomfield and each of his associates.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

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

3. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEST) on 08 May 2018. This means that any Shareholder registered at 7.00pm (AEST) on 08 May 2018 is entitled to attend and vote at the Meeting.

4. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 11:00am (AEST) on 08 May 2018 .

(k) The completed Proxy Form may be:

- Mailed to the address on the Proxy Form
- Faxed to Boardroom Pty Ltd on +61 2 9290 9655
- Voted online via the Company's Share Registry at www.votingonline.com.au/futurefibreegm2018
- By hand delivery to Boardroom Pty Ltd at Level 12, 225 George Street, SYDNEY, NSW 2000

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 a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Future Fibre Technologies Limited (**Company**) to be held at 11:00am (AEST) on 10 May 2018 at Pullman on the Park, 192 Wellington Pde, East Melbourne VIC 3002. This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Resolution 1: Change of Company Name

As a direct result of the Company having acquired 86.81% of the issued capital of Maxsec Group Limited (**MaxSec**), and the resultant integration process, the Company is now undertaking a re-branding process. In conjunction with this process, it is proposed that the name of the Company be changed from 'Future Fibre Technologies Limited' to 'Ava Risk Group Limited', with effect from the time that ASIC records the change of name on its records.

The Company may also consider a change to its ASX Ticker Code and this will be the subject of separate communication to shareholders.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Issue of options to Robert Broomfield (Executive Director)

Subject to the approval of Shareholders, the Company proposes to issue 250,000 options to Mr Robert Broomfield, Executive Director. The options are proposed to be issued pursuant to an option exchange deed executed by Mr Broomfield, Maxsec and the Company in conjunction with the Company's off market takeover bid of all of the shares in MaxSec (as announced to the ASX on 25 August 2018).

The terms of the option exchange deed provide for:

- (a) Issue of the options in the Company to the optionholder subject to the Company receiving shareholder approval at this Meeting; and
- (b) Cancellation of the options by Maxsec.

The options are calculated on a 1:4 basis in alignment with the terms of the off market takeover bid. Mr Broomfield is the holder of 1,000,000 options in Maxsec and is therefore entitled to 250,000 options in the Company.

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party.

Furthermore, shareholder approval of the issue of securities under Listing Rule 10.11 to Director, Mr Broomfield, means the issue of securities to him will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

The Directors consider that the issue and allotment of securities to Mr Broomfield will be on arms' length terms as the allotment and issue of options to him will be made on the same terms to all other parties who exchanged their options in MaxSec for options in the Company as part of the off market takeover bid. Accordingly, the proposed issue and allotment of securities falls within the 'arms length terms' exemption provided by section 210 of the Corporations Act to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act.

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities that are subject to Resolution 2:

- (a) the maximum number of options to be issued to Mr Robert Broomfield is 250,000;
- (b) each option is to acquire one fully paid ordinary Share;
- (c) the options are issued for nil consideration;
- (d) the exercise price of the options is \$0.10 per option;

- (e) options issued will expire 19 May 2020;
- (f) the options are not transferable without the prior consent of the Board of Directors of the Company; and
- (g) the Board may determine how the options are dealt with upon a change in control, including allowing for the accelerated vesting of the options.
- (h) the shares the subject to resolution 2 will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules) and it is anticipated that allotment will occur within five Business Days of the Meeting; and
- (i) the funds raised from the exercise of the options that are subject to resolution 2 will be used for general working capital purposes.

Directors' Recommendation

The Directors (excluding Mr Robert Broomfield) unanimously recommend that shareholders vote in favour of Resolution 2.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" means the chairman of the extraordinary general meeting;

"**Company or Future Fibre Technologies**" means Future Fibre Technologies Limited ACN 064 089 318;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Corporations Regulation**" means the Corporations Regulation 2001 (Cth);

"**Directors**" mean the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Extraordinary General Meeting**" means the meeting convened by the Notice of Meeting;

"**Management**" or "**Board**" means the management of the Company;

"**MaxSec**" means MaxSec Group Limited ACN 000 029 265;

"**Meeting**" or "**Extraordinary General Meeting**" means the general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the general meeting of the Company to be held on 10 May 2018 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEST on Tuesday 8 May 2018.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/futurefibreegm2018>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEST on Tuesday, 1 May 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/futurefibreegm2018

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Future Fibre Technologies Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Pullman on the Park, 192 Wellington Pde, East Melbourne VIC 3002 on Thursday, 10 May 2018 at 11:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Share Options to Director (Robert Broomfield)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018