

IODM LIMITED

ABN 28 102 747 133

NOTICE OF 2019 EXTRAORDINARY GENERAL MEETING

TIME: 10.00am (AEDT)

DATE: 7th February, 2019

PLACE: Level 5, 22 Albert Road, South Melbourne, Vic, 3205

This Notice of Extraordinary General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the Shareholders of IODM Limited ('the Company'), to which this Notice of Extraordinary General Meeting relates, will be held at 10:00 am (AEDT) on Thursday 7th February 2019 at:

**IODM Limited
Level 5, 22 Albert Road,
South Melbourne, Vic, 3205**

YOUR VOTE IS IMPORTANT

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 5th February, 2019.

VOTING IN PERSON

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of IODM Limited will be held at IODM Limited, Level 5, 22 Albert Road, South Melbourne, Vic, 3205 at 10:00 am (AEDT) on Thursday 7th February, 2019.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

To consider, and if thought fit, to pass the following ordinary resolutions

1. RESOLUTION 1 – APPROVAL OF PROPOSED ISSUE OF SHARES TO A RELATED PARTY

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotment, issue and placement of 2,266,667 Fully Paid Ordinary Shares at an issue price of \$0.015 per share, to be issued to a Director of the Company, Dr Paul Kasian as part of the placement announced by the Company on 21 December 2018.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by on or behalf of:

- (a) Dr Paul Kasian; and
- (b) an associate of Dr Paul Kasian

However, the Company need not disregard any votes on Resolution 1 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) 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.

Further information

Further details of Resolution 1 as set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting.

2. RESOLUTION 2 – APPROVAL OF PROPOSED ISSUE OF SHARES TO RELATED PARTY

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the allotments, issue and placement of 1,333,333 Fully Paid Ordinary Shares at an issue price of \$0.015 per share, to be issued to a Director of the Company, Mark Reilly as part of the placement announced by the Company on 21 December 2018.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by on or behalf of:

- (a) Mark Reilly; and
- (b) an associate of Mark Reilly

However, the Company need not disregard any votes on Resolution 2 if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) 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.

Further information

Further details of Resolution 2 as set out in the Explanatory Notes accompanying this Notice of Extraordinary General Meeting

DATED:

BY ORDER OF THE BOARD

28 DECEMBER 2018

MS PETRINA HALSALL
COMPANY SECRETARY
IODM LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at IODM Limited, Level 5, 22 Albert Road, South Melbourne, Vic, 3205 at 10:00 am (AEDT) on Thursday 7th February, 2019.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

RESOLUTION 1 –APPROVAL OF THE PROPOSED ISSUE OF SHARES TO RELATED PARTIES

1.1 General

Resolution 1 proposes that Shareholders approve the allotment and issue of the Shares in the Company to Dr Paul Kasian (or his associates), on the same terms and conditions as the placement of new shares announced on 21 December 2018 on the following terms

- (i) The names of the relevant directors (or nominees), and the maximum amount of shares to be issued to each Relevant Director (or nominees)
The Relevant Director is Dr Paul Kasian and the maximum amount of shares to be issued is 2,266,667 Fully Paid Ordinary Shares
- (ii) When the securities will be issued
The shares are expected to be issued within 3 business days of approval, and in any event, no longer than one month from the date of this meeting.
- (iii) Price at which the Shares are to be issued
The issue price of each Share will be \$0.015 per Share
- (iv) Terms of the shares
The shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares
- (v) Intended use of the funds raised
The allotment and issue of the Shares will raise up to \$34,000 which will be used by the Company for:
 - Fund an expansion of the architecture due to the increased tender book
 - Fund an increase in the Sales Team
 - Fund an expectant increase in working capital

1.2 Directors' Recommendation

The Board recommends that members vote in favour of Resolution 1.

RESOLUTION 2 -APPROVAL OF THE PROPOSED ISSUE OF SHARES TO RELATED PARTIES

Resolution 2 proposes that Shareholders approve the allotment and issue of the Shares in the Company to Mark Reilly (or his associates), on the same terms and conditions as the placement of new shares announced on 21 December 2018 on the following terms

- (i) The names of the relevant directors (or nominees), and the maximum amount of shares to be issued to each Relevant Director (or nominees)
The Relevant Director is Mark Reilly and the maximum amount of shares to be issued is 1,333,333 Fully Paid Ordinary Shares
- (ii) When the securities will be issued
The shares are expected to be issued within 3 business days of approval, and in any event, no longer than one month from the date of this meeting
- (iii) Price at which the Shares are to be issued
The issue price of each Share will be \$0.015 per Share
- (iv) Terms of the shares
The shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing Shares
- (v) Intended use of the funds raised
The allotment and issue of the Shares will raise up to \$20,000 which will be used by the Company for:
 - Fund an expansion of the architecture due to the increased tender book
 - Fund an increase in the Sales Team
 - Fund an expectant increase in working capital
 -

2.1. Directors' Recommendation

The Board recommends that members vote in favour of Resolution 2.

ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 3 8396 5893 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Saving Time as observed in Melbourne, Victoria.

Extraordinary General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means IODM Limited (ABN 28 102 747 133).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement to the Notice.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a share in the Company.

Shareholder means a shareholder in the Company.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]



Vote by Proxy: IOD

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 5 February 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



