



**engage:BDR Limited**  
**ACN 621 160 585**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Tuesday 29 January 2019**

Time of Meeting:  
**11.00am (AEDT)**

Place of Meeting:  
**Scottish House**  
**Level 4**  
**90 William Street**  
**Melbourne Vic 3000**

*This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other  
professional advisor without delay.*

# engage:BDR Limited

ACN 621 160 585

Registered Office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of engage:BDR Limited (the “Company”) will be held at Scottish House Level 4, 90 William Street, Melbourne, Victoria, 3000 at 11.00am (AEDT) on Tuesday 29 January 2019 (“Meeting”).

## AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Voting exclusions (where applicable) in respect of each of the Resolutions contained in this Notice are set out in the Explanatory Notes on page 4 of this Notice.

### ORDINARY BUSINESS:

#### Resolution 1: Ratification of Prior Issue of Shares

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 12,500,000 fully paid ordinary shares on or about 10 May 2018 at an issue price of \$0.16 (16 cents) per share to unrelated professional and sophisticated investors who were clients of Sanlam Private Wealth as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

#### Resolution 2: Ratification of Prior Issue of Shares

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 2,250,000 fully paid ordinary shares on or about 10 May 2018 at a deemed issue price of \$0.16 (16 cents) per share to Ben Faulkner of Sanlam Private Wealth the Lead Manager for the Company’s capital raising conducted in May 2018, as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

#### Resolution 3(a): Ratification of Prior Issue of Shares

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 4,548,498 fully paid ordinary shares on 31 August 2018 at a deemed issue price of \$0.22 (22 cents) per share to Vendors in relation to the acquisition of AdCel Inc as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

#### Resolution 3(b): Ratification of Prior Issue of Shares

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 6,523,453 fully paid ordinary shares on 31 August 2018 at a deemed issue price of \$0.22 (22 cents) per share to Vendors in relation to the acquisition of AdCel Inc as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 4: Approval to issue Fully Paid Ordinary Shares**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue 10,519,735 fully paid ordinary shares to the Vendors of the AdCel Inc Acquisition at a deemed issue price of \$0.22 (22 cents) per share, as announced on 30 July 2018, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 5(a): Ratification of Prior Issue of Shares**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 1,819,400 fully paid ordinary shares on 12 September 2018 at a deemed issue price of \$0.075 (7.5 cents) per share to Alec Andronikov, as a sign on fee to join the Company as an executive, as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 5(b): Ratification of Prior Issue of Shares**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 3,638,800 fully paid ordinary shares on 12 September 2018 at a deemed issue price of \$0.075 (7.5 cents) per share to Denys Kravchenko, as a sign on fee to join the Company as an executive, as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 6: Ratification of Prior Issue of Shares**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 3,100,000 fully paid ordinary shares on 30 November 2018 at a deemed issue price of \$0.06 (6 cents) per share to CST Investment Fund as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 7: Approval to issue Convertible Notes**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 750,000 convertible notes to CST Investment Fund as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 8: Approval to issue Fully paid ordinary shares**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 1,900,000 fully paid ordinary shares to CST Investment Fund at a deemed issue price of \$0.06 (6 cents) per share as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

**Resolution 9: Approval to issue unlisted options**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval be given in respect for the issue of unlisted options to CST Investment Fund on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice.”*

## **SPECIAL RESOLUTIONS**

### **Resolution 10: Removal of Auditor**

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

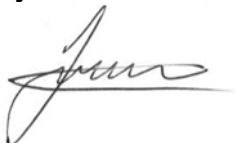
*“That, for the purpose of section 329(1) of the Corporations Act and for all other purposes, Ernst & Young Melbourne, the current auditor of the Company be removed as auditor of the Company, effective from the date of the Meeting.”*

### **Resolution 11: Appointment of Auditor**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

*“That, subject to the passing of Resolution 10, for the purpose of section 327D(2) of the Corporations Act and for all other purposes, BDO East Coast Partnership, having given its consent to be appointed, is hereby appointed as auditor of the Company, effective from the date of the Meeting.”*

**By order of the Board:**



Justin Mouchacca  
**Company Secretary**

Dated: 27 December 2018

## Explanatory Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. On a poll, members have one vote for every fully paid ordinary share held.

### 3. Proxies

- a. Votes at the Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.
- i. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 11.00am (AEDT) on 27 January 2019. Any proxy received after that time will not be valid for the scheduled meeting.
  - i. By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
  - ii. In person to Computershare Investor Services Pty Limited, 'Yarra Falls', 452 Johnston Street, Abbotsford Victoria 3067
  - iii. By fax to 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia)
  - iv. Online by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR code found on the enclosed proxy form with your mobile device
  - v. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

### 4. 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 may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 5. How the Chairman will vote Undirected Proxies

The Chairman will vote undirected proxies in favour of all of the proposed resolutions.

### 6. Special Resolution

Resolutions 10 and 11 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

### 7. Voting Exclusion Statement:

#### Resolutions 1, 2, 3a, 3b, 4, 5a, 5b and 6

The Company will disregard any votes cast in favour on Resolutions 1, 2, 3a, 3b, 5a, 5b and 6 by or on behalf of any person who participated in the relevant issue and any associates of those persons.

However, the Company need not disregard a 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
- 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.

#### Resolutions 4, 7, 8 and 9

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) and any associates of that person.

However, the Company need not disregard a 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
- 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.

#### Resolutions 10 and 11

There are no voting exclusions on either of Resolutions 10 or 11.

### 8. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

# engage:BDR Limited

ACN 621 160 585

Registered office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

## EXPLANATORY STATEMENT

### Resolution 1: Ratification of Prior Issue of Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 12,500,000 fully paid ordinary shares at an issue price of \$0.16 (16 cents) per share to unrelated professional and sophisticated investors who were clients of Sanlam Private Wealth. The Appendix 3B relating to the issue was announced to ASX on 11 May 2018.

The 12,500,000 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of the twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable). The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 12,500,000;
- (b) the shares were issued at an issue price of \$0.16 (16 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to unrelated professional and sophisticated investors who were clients of Sanlam Private Wealth;
- (e) the funds raised have been, or will be, used for ongoing working capital requirements;
- (f) a voting exclusion statement is included in the Notice.

### **Board Recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

### Resolution 2: Ratification of Prior Issue of Shares

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 2,250,000 fully paid ordinary shares at a deemed issue price of \$0.16 (16 cents) per share to Ben Faulkner of Sanlam Private Wealth the Lead Manager for the Company's capital raising conducted in May 2018 (who is not a related party of the Company) in lieu of cash for consulting services provided to the Company. The Appendix 3B relating to the issue was announced to ASX on 11 May 2018.

The 2,250,000 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 2,250,000;
- (b) the shares were issued at a deemed issue price of \$0.16 (16 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to Ben Faulkner of Sanlam Private Wealth the Lead Manager for the Company's capital raising conducted in May 2018, in lieu of cash for consulting services provided to the Company;
- (e) there were no funds raised, shares were issued in lieu of consulting fees;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

#### **Resolution 3(a): Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 4,548,498 fully paid ordinary shares at a deemed issue price of \$0.22 (22 cents) per share to the shareholders (**AdCel Vendors**) of AdCel Inc (**AdCel**) as part consideration for the acquisition by the Company of all the issued share capital of AdCel as announced to ASX on 30 July 2018. No AdCel Vendor is related to the Company. The Appendix 3B relating to the issue was announced to ASX on 31 August 2018.

The 4,548,498 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 4,548,498;
- (b) the shares were issued at a deemed issue price of \$0.22 (22 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to AdCel Vendors as part consideration for the acquisition by the Company of all the issued share capital of AdCel;
- (e) there were no funds raised from the issue, the shares were issued as part consideration for the acquisition by the Company of all the issued share capital of AdCel;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 3(a).

#### **Resolution 3(b): Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 6,523,453 fully paid ordinary shares at a deemed issue price of \$0.16 (16 cents) per share to AdCel Vendors as part consideration for the acquisition by the Company of all the issued share capital of AdCel as announced to ASX on 30 July 2018. The shares are escrowed until 28 February 2019, being 6 months from the issue date. The Appendix 3B relating to the issue was announced to ASX on 31 August 2018.

The 6,523,453 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 6,523,453. These shares are to be escrowed until 28 February 2019;
- (b) the shares were issued at a deemed issue price of \$0.22 (22 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to AdCel Vendors as part consideration for the acquisition by the Company of all the issued share capital of AdCel;
- (e) there were no funds raised from the issue, the shares were issued as part consideration for the acquisition by the Company of all the issued share capital of AdCel;
- (f) a voting exclusion statement is included in the Notice.

### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 3(b).

### **Resolution 4: Approval to issue Fully paid ordinary shares**

#### ***Background***

As announced by the Company on 30 July 2018, the Company has completed the acquisition all of the issued share capital of AdCel for aggregate consideration of USD \$3.515 million to the AdCel Vendors. The consideration was payable through the issue of fully paid ordinary shares with a deemed issue price of AUD\$0.22 cents per share. To date, the Company has issued a total of 11,071,951 fully paid ordinary shares as partial consideration for the acquisition of AdCel. The remaining consideration of 10,519,735 fully paid ordinary shares are to be issued by the Company to the AdCel Vendors. These shares were not issued previously with the shares the subject of Resolutions 3(a) and 3(b) as the Company did not have sufficient capacity under ASX Listing Rule 7.1 to issue all the consideration shares at once.

This resolution seeks shareholder approval to issue the remaining 10,519,735 fully paid ordinary shares to the AdCel Vendors in consideration for the final settlement of the acquisition by the Company of all the issued share capital of AdCel.

#### **Listing Rule 7.1**

Resolution 4 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 10,519,735 fully paid ordinary shares to the AdCel Vendors for the final settlement of the acquisition by the Company of all the issued share capital of AdCel.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting. The effect of Resolution 4 will therefore be to allow the Company to issue fully paid ordinary shares without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of fully paid ordinary shares proposed to be issued to the AdCel Vendors is 10,519,735;
- (b) the fully paid ordinary shares will be issued at with a deemed issue price of AUD\$0.22 per share;



- (c) the securities will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting;
- (d) the shares allotted and issued will be fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (e) there will not be any funds raised from the issue of these shares as they will be issued for the settlement of consideration payable for the acquisition by the Company of all the issued share capital of AdCel;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 4.

#### **Resolution 5(a): Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 1,819,400 fully paid ordinary shares at with a deemed issue price of \$0.075 (7.5 cents) per share to Mr Alec Andronikov, as a sign on fee to join the Company as an. The Company confirms that Mr Andronikov was not a related party as defined under the Corporations Act and/or the ASX Listing Rules. The Appendix 3B relating to the issue was announced to ASX on 12 September 2018.

The 1,819,400 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 1,819,400;
- (b) the shares were issued at a deemed issue price of \$0.075 (7.5 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to Mr Alec Andronikov, as a sign on fee to join the Company as an executive. The Company confirms Mr Andronikov was not a related party;
- (e) no funds were raised from the issue. The shares were issued as a sign on bonus for Mr Andronikov as announced to ASX on 12 September 2018;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 5(a).

#### **Resolution 5(b): Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 3,638,800 fully paid ordinary shares at with a deemed issue price of \$0.075 (7.5 cents) per share to Mr Denys Kravchenko, as a sign on fee to join the Company as an executive. The Company confirms that Mr Kravchenko was not a related party as defined under the Corporations Act and/or the ASX Listing Rules. The Appendix 3B relating to the issue was announced to ASX on 12 September 2018.

The 3,638,800 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 3,638,800;
- (b) the shares were issued at a deemed issue price of \$0.075 (7.5 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to Mr Denys Kravchenko, as a sign on fee to join the Company as an executive. The Company confirms Mr Kravchenko was not a related party;
- (e) no funds were raised from the issue. The shares were issued as a sign on bonus for Mr Kravchenko as announced to ASX on 12 September 2018;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 5(b).

#### **Resolution 6: Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 3,100,000 fully paid ordinary shares at a deemed issue price of \$0.06 (6 cents) per share CST Investment Fund (**CST**), who is not a related party of the Company. The shares were issued as non-cash shares as collateral in connection with the funding arrangement under the Convertible Securities Agreement entered into between the Company and CST as announced to ASX on 19 November 2018. A further 1,900,000 shares are to be issued as collateral. Approval for the issue of these further 1,900,000 shares is sought under Resolution 8 of the Notice. The Appendix 3B relating to the issue was announced to ASX on 30 November 2018.

The 3,100,000 fully paid ordinary shares were issued without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are provided in the explanatory text for Resolution 1 contained in this Explanatory Statement.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued was 3,100,000;
- (b) the shares were issued at a deemed issue price of \$0.06 (6 cents) per share;
- (c) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (d) the shares were allotted and issued to CST Investment Fund who is not a related party of the Company;
- (e) there were no funds raised, shares were issued in lieu of collateral fees payable in connection with funding arrangements entered into between the Company and CST;
- (f) a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

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

## Resolution 7: Approval to Issue Convertible Notes

### Background

As announced by the Company on 19 November 2018, the Company has entered into a Convertible Securities Agreement (**Agreement**) with CST to raise up to USD \$1.5 million (approx. AUD \$2.07 million) by way of convertible loan (**Convertible Loan**).

Initially, the Company issued 750,000 loan notes (**Loan Notes**) to the Investor which were purely debt instruments, with no conversion rights, and having a maturity date of 90 days from drawdown of funds (being 19 February 2019). The Loan Notes were proposed to be replaced by secured convertible notes with an issue price of USD\$0.90, face value of USD\$1.00, expiring on or about 19 November 2019 and convertible at the lesser of \$0.09 converted into USD using the Exchange Rate as at the Purchase Date and \$0.09 (9 cents) per share or, if at any time the daily VWAP for the Company's shares is less than \$0.035, the lower of:

- the lesser of \$0.09 converted into USD using the Exchange Rate as at the Purchase Date \$0.09 (9 cents); or
- 92% of the lowest daily VWAP during the 10 days prior to notice of conversion being given,

referred to herein as the **Convertible Notes**. The issue of Convertible Notes was subject to shareholder approval which was to be sought within 60 days of signing the Agreement.

The Convertible Notes otherwise have terms as described in the announcement made by the Company on 19 November 2018

This resolution seeks shareholder approval for issue of Convertible Notes to CST as a replacement for the Loan Notes.

The Loan Notes will be cancelled upon issue of the Convertible Notes. Funds received by the Company for the Loan Notes will be applied as if used by CST to subscribe for the replacement Convertible Notes.

The Company may subsequently issue up to a further 750,000 Convertible Notes to CST on 19 May 2019, being the day which is 6 months from the initial issue of the Loan Notes, by mutual agreement between the Company and CST.

### Listing Rule 7.1

Resolution 7 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 750,000 Convertible Notes to CST pursuant to the Convertible Securities Agreement.

The Convertible Notes are proposed to be issued with shareholder approval pursuant to ASX Listing Rule 7.1. This approval also applies to any fully paid ordinary shares issued upon conversion of Convertible Notes.

A summary of Listing Rule 7.1 is provided in the explanatory text for Resolution 4 contained in this Explanatory Statement.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of Convertible Notes being issued to CST is 750,000;
- (b) the Convertible Notes will be issued at USD \$0.90 per note with a face value of USD \$1.00 per note and are secured;
- (c) the Convertible Notes will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting;
- (d) the terms of the Convertible Notes are outlined above A of this Explanatory Statement;
- (e) the funds raised from issue of Convertible Notes will be used for the prepayment of digital advertising inventory and to cover general working capital requirements;
- (f) A voting exclusion statement is included in the Notice.

### Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 7.

## **Resolution 8: Approval to Issue Fully paid ordinary shares**

Resolution 8 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 1,900,000 fully paid ordinary shares at a deemed issue price of \$0.06 (6 cents) per share to the CST. The shares are proposed issued as non-cash shares as collateral in connection with the funding arrangement under the Convertible Securities Agreement entered into between the Company and CST as announced to ASX on 19 November 2018. The Company has previously issued 3,100,000 shares for this purpose, the ratification of which is sought under Resolution 6.

The shares are proposed to be issued with shareholder approval pursuant to ASX Listing Rule 7.1.

A summary of Listing Rule 7.1 is provided in the explanatory text for Resolution 4 contained in this Explanatory Statement.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of fully paid ordinary shares proposed to be issued to CST is 1,900,000 and is not a related party of the Company;
- (b) the fully paid ordinary shares will be issued at with a deemed issue price of \$0.06 (6 cents) per share;
- (c) the securities will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting;
- (d) the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- (e) there will not be any funds raised through the issue of these shares as they will be issued for the settlement of consideration for collateral fees payable in connection with funding arrangements entered into between the Company and CST;
- (f) a voting exclusion statement is contained in the Notice.

### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 8.

## **Resolution 9: Approval to Issue unlisted options**

As announced by the Company on 19 November 2018, the Company has entered into a Convertible Securities Agreement with CST to raise up to USD \$1.5 million. In accordance with the Agreement, the Company is required to issue a number of unlisted options calculated as 50% of the total purchase price paid by CST for Convertible Notes divided by the 5-day VWAP for the 5 days on which trades were made prior to the date of issue of unlisted options, rounded up to the nearest whole number. Unlisted options will have an exercise price of 135% of the 5-day VWAP for the 5 days on which trades were made prior to the date of issue of unlisted options and expire 3 years from issue. Terms of options are included as Annexure A to this Explanatory Statement.

This resolution seeks shareholder approval to issue the unlisted options as described above.

The options are proposed to be issued with shareholder approval pursuant to ASX Listing Rule 7.1.

A summary of Listing Rule 7.1 is provided in the explanatory text for Resolution 4 contained in this Explanatory Statement.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of unlisted options proposed to be issued to CST is the number of options calculated using the formula set out above;
- (b) the unlisted options will be issued for nil consideration;
- (c) the securities will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting;

- (d) the unlisted options will not rank equally with other securities on issue and will have the terms set out in Annexure A. Fully paid ordinary shares issued upon exercise of the unlisted options will have the same terms and rights as, and ranking equally with, the Company's existing shares
- (e) there will not be any funds raised through the issue of options. Any funds raised upon exercise of options will be applied to meeting the working capital requirements of the Company at the time of exercise; and
- (f) a voting exclusion statement is contained in the Notice.

***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 9.

**Resolution 10: Removal of Auditor**

Under section 329 of the Corporations Act, an auditor may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given. It should be noted that, under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

The Company has received a notice of intention to move a resolution for the removal of Ernst & Young as auditor of the Company ("**Notice of Intention**"). The Company has provided a copy of the Notice of Intention to Ernst & Young and to ASIC in accordance with the Corporations Act.

Ernst & Young has been the Company's auditor since 2016. The Board of Directors considers it to be an appropriate time in the lifecycle of the Company to change the auditor of the Company.

The Director's propose that Ernst & Young be removed as auditor effective from the date of the Meeting.

A copy of the Notice of Intention is attached to this notice of meeting as Annexure B.

***Board Recommendation***

The Board recommends that Shareholders vote in favour of Resolution 10.

**Resolution 11: Appointment of Auditor**

Section 327D(2) of the Corporations Act provides that a company which has removed its auditor at a general meeting may pass a special resolution to appoint a new auditor at that same general meeting, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed new auditor as well as to the current auditor and each person entitled to receive a notice of meeting.

A notice of nomination of BDO East Coast Partnership (**BDO**) as the new auditor of the Company has been received by the Company and a copy has been sent to Ernst & Young. A copy of the notice of nomination is set out in Annexure C of this explanatory statement.

BDO has given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

The Director's propose that BDO be appointed as the Company's auditor effective from the date of the Meeting.

***Board Recommendation***

The Board recommends that Shareholders vote in favour of Resolution 11.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means engage;BDR Limited ACN 621 160 585;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average price.

## Annexure A –Option Terms

### 1. Entitlement

Each Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

### 2. Exercise Price and Expiry Date

The Options have an exercise price of 135% of the 5-day VWAP for the 5 days on which trades were made prior to the day of issue of the Options (**Exercise Price**) and an expiry date three (3) years from the date of grant (**Expiry Date**).

### 3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

### 4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

### 5. Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then shares of the Company.

### 6. Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

### 7. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

### 8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

### 9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (c) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (d) no change will be made to the Exercise Price.

### 10. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

**11. Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

**12. Options not quoted**

The Company will not apply to ASX for quotation of the Options.

**13. Options transferable**

The Options are transferable.

**14. Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.



## Annexure B – Notice of intention to remove auditor

• Ted Dhanik  
Chief Executive Officer  
engage:BDR Limited  
Suite 100  
9220 Sunset Boulevard  
WEST HOLLYWOOD  
CALIFORNIA 90069  
+ 1 310 954 0751

12 November 2018

Mr Justin Mouchacca  
Company Secretary  
engage:BDR Limited  
Scottish House  
Level 4  
90 William Street  
Melbourne, VIC 3000  
Australia

Dear Mr Mouchacca

### **NOTICE OF INTENTION AND RESOLUTION TO CONVENE A GENERAL MEETING – ENGAGE:BDR LIMITED**

I, the undersigned, being a member of the Company holding at least 5% of the votes that may be cast at general meetings of the Company give notice that I require you to call a General Meeting of Members of the Company for the purpose of considering, and if thought fit, passing the following resolution –

*"That, pursuant to Section 329 of the Corporations Act 2001, the firm of Ernst & Young of 8 Exhibition Street, Melbourne Victoria 3000 be removed as auditors of the Company with effect as and from the conclusion of the General Meeting."*

Yours faithfully



Ted Dhanik  
Director of First Round Capital LLC

## **Annexure C – Notice of Nomination of auditor**

### **NOTICE OF NOMINATION OF AUDITOR**

26 December 2018

Mr Justin Mouchacca  
Company Secretary  
engage:BDR Limited  
Scottish House  
Level 4  
90 William Street  
Melbourne VIC 3000  
Australia

Dear Mr Mouchacca

#### **NOTICE OF NOMINATION OF AUDITOR**

I am a member of engage:BDR Limited ACN 621 160 585 (Company).

I hereby nominate BDO East Coast Partnership (ABN 83 236 985 726) for appointment as auditor of the Company.

This letter serves as a Notice of Nomination in accordance with section 328B(1) of the Corporations Act 2001 (Cth).

In accordance with section 328B(1) of the Corporations Act, please send a copy of this notice to BDO East Coast Partnership and any person entitled to receive notice of general meetings of the Company.

Yours faithfully



First Round Capital LLC

Director

## 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

EN1

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

## Proxy Form

XX



### Vote 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 11:00am (AEDT) on Sunday, 27 January 2019**

## 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

I ND

## Proxy Form

Please mark ☒ to indicate your directions

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

XX

I/We being a member/s of engage:BDR 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 General Meeting of engage:BDR Limited to be held at Scottish House, Level 4, 90 William Street, Melbourne VIC 3000 on Tuesday, 29 January 2019 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

### 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			For	Against	Abstain
Resolution 1	Ratification of Prior Issue of Shares to Sanlam Private Wealth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	Ratification of Prior Issue of Shares to CST Investment Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of Shares to Ben Faulkner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval to issue Convertible Notes to CST Investment Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Ratification of Prior Issue of Shares to Vendors of AdCel Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to issue Fully paid ordinary shares to CST Investment Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Ratification of Prior Issue of Shares to Vendors of AdCel Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to issue unlisted options to CST Investment Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Fully Paid Ordinary Shares to Vendors of AdCel Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Ratification of Prior Issue of Shares to Alec Andronikov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Ratification of Prior Issue of Shares to Denys Kravchenko	<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 / /

EN 1

2 4 7 1 0 9 A