



Notice of Annual General Meeting and Explanatory Memorandum

iSonea Limited:	ACN 009 234 173
Date of Meeting:	Friday 28 th November 2014
Time of Meeting:	9.00am (Melbourne time) Registration from 8:45am
Place of Meeting:	Giorgios Restaurant Function Room, 1235 High Street, Armadale Victoria, 3143

<p>This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.</p>
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iSONEA LIMITED

ACN 009 234 173

Notice is given that the 2014 Annual General Meeting of iSonea Limited ("the **Company**" or "**iSonea**") will be held at Giorgios Restaurant function room, 1235 High Street, Armadale Victoria, 3143 on Friday 28th November 2014 at 9:00am (Melbourne, Victorian, daylight saving time), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of Annual General Meeting.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

Please read this Notice of Annual General Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of Annual General Meeting. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

ORDINARY BUSINESS**2014 Annual Financial Statements**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors' and the reports of the Directors and Auditors.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's annual financial statements and reports.

A representative of Company's Auditor, BDO Auditors, will be present at the Meeting and Shareholders will have an opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's report, the Company's accounting policies, and the independence of the Auditor.

The iSonea Limited 2014 Annual Report can be viewed online at the Company's website www.isonea.com on the "Quarterly and Annual Reports" page under "Investors" tab.

Ordinary Resolution – Resolution #1 – Non-binding resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as an advisory and non-binding ordinary resolution:

"THAT for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2014 included in the Directors' Report, which is attached to the Company's Annual Financial Report as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Exclusion and Restriction Statement:

The Company will disregard all votes cast on Resolution 1 by, or on behalf of:

- a member of the key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2014; or
- a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP or a closely related party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a closely related party of a KMP and either:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 1; or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy specifies the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or if the Company is part of a consolidated entity, for the entity.

If you are a KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include its directors and certain senior executives.

A closely related party of a member of the KMP means any of the following:

- a spouse, child or dependent of the member;*
- a child or dependent of the member's spouse;*
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;*
- a company the member controls; or*
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).*

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Ordinary Resolution – Resolution #2A, B, C, D, E – Election of Directors

To consider and, if thought fit, pass each of the following as ordinary resolutions:

- 2A "THAT Mr. David Ashmore, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with Rule 13.4 of the Company's Constitution and for all other purposes, offers himself for election, be elected as a Director."
- 2B "THAT Mr. Leon L'Huillier, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with Rule 13.4 of the Company's Constitution and for all other purposes, offers himself for election, be elected as a Director."
- 2C "THAT Mr. Bruce L Mathieson, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with Rule 13.4 of the Company's Constitution and for all other purposes, offers himself for election, be elected as a Director."
- 2D "THAT Dr. Timothy Oldham, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with Rule 13.4 of the Company's Constitution and for all other purposes, offers himself for election, be elected as a Director."
- 2E "THAT Mr. John Ribot-de-Bresac, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with Rule 13.4 of the Company's Constitution and for all other purposes, offers himself for election, be elected as a Director."

Ordinary Resolution – Resolution #3A, B, C, D – Issue of Unlisted Options to Directors

To consider and, if thought fit, pass each of the following as ordinary resolutions:

- 3A "THAT for the purposes of ASX Listing Rule 10.11, shareholders approve the issue of 2,000,000 Unlisted Options in the Company to Mr. David Ashmore, a director of the Company, and/or his nominee, on the basis as set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."
- 3B "THAT for the purposes of ASX Listing Rule 10.11, shareholders approve the issue of 4,000,000 Unlisted Options in the Company to Mr. Leon L'Huillier, a director of the Company, and/or his nominee, on the basis as set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."

3C "THAT for the purposes of ASX Listing Rule 10.11, shareholders approve the issue of 2,000,000 Unlisted Options in the Company to Dr. Timothy Oldham, a director of the Company, and/or his nominee, on the basis as set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."

3D "THAT for the purposes of ASX Listing Rule 10.11, shareholders approve the issue of 2,000,000 Unlisted Options in the Company to Mr. John Ribot-de-Bresac, a director of the Company, and/or his nominee, on the basis as set out in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting."

Voting Exclusion and Restriction Statement:

The Company will, for the purposes of the ASX Listing Rule 14.11, disregard any votes cast on Resolutions 3A, B, C and D by:

- *persons who are to receive securities in relation to the Company; or*
- *an associate of those persons.*

However, for the purposes of the ASX Listing Rules, the Company need not disregard a vote on Resolutions 3A, B, C or D 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 Chairman of 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.*

In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment on any of Resolutions 3A, B, C and D if:

- *the proxy is either a member of the Company's KMP or a closely related party of a KMP; and*
- *the appointment does not specify the way the proxy is to vote on the resolutions.*

However, for the purposes of Section 250BD of the Corporations Act, the above prohibition does not apply if:

- *the proxy is the Chairman of the meeting; and*
- *the appointment expressly authorises the Chairman to exercise the proxy even if each of the resolutions is connected directly or indirectly with the remuneration of a KMP for the Company or if the Company is part of a consolidated entity, for the entity.*

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

Further details in respect of these Resolutions 3A, B, C and D are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Ordinary Resolution – Resolution #4 – Issue of shares to Stephen Tunnell

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

"THAT for the purpose of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 88,037 ordinary shares in the Company at an issue price of \$23,544 (or \$0.267/share) to Mr Stephen Tunnell, and/or his nominee on the basis as set out in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting."

Voting Exclusion and Restriction Statement:

The Company will disregard any votes cast on Resolution 4:

- *persons who may participate in the proposed issue and person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, of the resolution is passed; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolutions 4 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 Chairman of 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.*

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Ordinary Resolution – Resolution #5 – Issue of options to Stephen Tunnell

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

"THAT for the purpose of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 1,421,875 unlisted options in the Company to Mr Stephen Tunnell, and/or his nominee on the basis as set out in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting."

Voting Exclusion and Restriction Statement:

The Company will disregard any votes cast on Resolution 5:

- *persons who may participate in the proposed issue and person who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, of the resolution is passed; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolutions 5 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 Chairman of 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.*

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

SPECIAL BUSINESS**Ordinary Resolution – Resolution #6 – Approval of 10% Placement Issue**

To consider and, if thought fit, pass the following as a special resolution:

"THAT, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting, be and is hereby approved."

Voting Exclusion and Restriction Statement:

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast in respect of Resolution 6 by a person who may participate in the 10% placement issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed, and any associates of those persons. As at the date of this Notice of Meeting the Company has no specific plans to issue equity securities under the 10% placement issue and therefore it is not known who (if any) may participate in a potential (if any) issue of equity securities under the 10% placement issue.

However, the Company need not disregard a vote cast on the resolution 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 Chairman of 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.*

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions on page 6 of this Notice of Annual General Meeting.

Further details in respect of this Resolution 6 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board;

A handwritten signature in black ink, appearing to be "P. Vaughan", written over a horizontal line.

Mr Peter Vaughan
Company Secretary

Dated: Friday 24th October 2014

*The accompanying Explanatory Memorandum, Proxy Form
and Voting Instructions form part of this Notice of Meeting.*

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A Shareholder who is entitled to attend and vote at this meeting may appoint:

- (a) one proxy if the Shareholder is only entitled to one vote; and
- (b) one or two proxies if the Shareholder is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

The proxy may, but need not, be a member of the Company.

Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on

+61 (0)3 9822 7735 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder (or in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

A proxy form is attached to this Notice.

How the Chairman will vote undirected proxies

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions (this includes Resolutions 1, 3A, 3B, 3C and 3D).

Proxies that are undirected on Resolution 1, 3A, 3B, 3C and 3D:

If you appoint the Chairman of the meeting as your proxy (or if he maybe appointed by default), but you do not direct the Chairman how to vote in respect of Resolutions 1, 3A, 3B, 3C and 3D your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote your proxy in favour of all of Resolutions 1, 3A, 3B, 3C and 3D (unless you have exercised your right to direct the Chairman otherwise in respect of a particular Resolution by marking the 'against' or 'abstain' column in respect of any of the relevant resolutions).

This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of Resolutions 1, 3A, 3B, 3C and 3D, even if the Resolutions are connected directly or indirectly with remuneration of a member of the KMP of the Company (or if the Company is part of a consolidated entity, for the entity) and accordingly your votes will be counted in calculating the required majority if a poll is called.

Corporate Representatives

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

For the purposes of section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Board has determined that Shareholders entered on the Company's Register of Members as 26th November 2014 at 7pm (Melbourne, Victorian, daylight saving time) are entitled to attend and vote at the meeting. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the meeting.

On a poll, Shareholders have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

In the case of joint holders of shares, if more than one holder votes at any meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

iSONEA LIMITED

ACN 009 234 173

("the Company")

2014 ANNUAL GENERAL MEETING – EXPLANATORY MEMORANDUM**PURPOSE OF INFORMATION**

This Explanatory Memorandum ("this **Memorandum**") accompanies and forms part of the Company's Notice of the 2014 Annual General Meeting ("**AGM**") to be held at Giorgios Restaurant function room, 1235 High Street, Armadale Victoria, 3143 on Friday 28th November 2014 at 9:00am (Melbourne, Victorian, daylight saving time).

The Notice of the 2014 Annual General Meeting incorporates, and should be read together with, this Memorandum.

ORDINARY BUSINESS**2014 Annual Financial Statements**

The 2014 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2014 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2014 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2014 Annual Financial Statements.

The Company's 2014 Annual Financial Statements are set out in the Company's 2014 Annual Report which can be obtained from the Company's website, www.isonea.com or upon request to the Company Secretary at the Company's registered office, Suite 1, 1233 High Street, Armadale, Victoria, 3143, Australia (telephone +61 (0)3 9824 5254).

There is no requirement for these reports to be formally approved by Shareholders. No resolution is required to be moved in respect of this item.

Ordinary Resolution – Resolution #1: Non-binding Resolution - Remuneration Report

The Company is required, pursuant to the Corporations Act 2001, to propose at each annual general meeting a non-binding resolution that the Remuneration Report (which forms part of the Director's Report in the Annual Financial Statements) be adopted.

The purpose of Resolution 1 is to lay before the Shareholders the Company's Remuneration Report for the year ended 30 June 2014 so that Shareholders attending the 2014 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report and the management of the Company, and vote on an advisory and non-binding resolution to adopt the Remuneration Report.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

The vote on the resolution for the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the

resolution at the 2014 Annual General Meeting are voted against the adoption of the Remuneration Report, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2014 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- (c) A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2015 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Remuneration Report forms part of the Directors' Report which has been unanimously been adopted by resolution of the Board. The Directors have resolved in favour of the Remuneration Report and commend it to Shareholders for adoption. The Company encourages all Shareholders to cast their votes on Resolution 1.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution. If you appoint the Chairman of the meeting as your proxy (or if he may be appointed by default) and do not direct him how to vote on this Resolution 1, he will vote your proxy in favour of that item of business.

Ordinary Resolution – Resolution #2A, B, C, D and E: Election of Directors

2A Election of Mr David Ashmore as a Director

Mr. David Ashmore was appointed on 19th June 2014 to fill a casual vacancy on the Board, in accordance with the Company's Constitution. Mr. Ashmore will hold the office under his appointment until the next General Meeting of shareholders and, being eligible, offers himself for election as a Director.

David Ashmore is a Fellow of the Institute of Chartered Accountants, a Fellow of the Financial Services Institute of Australasia and a Graduate of the Institute of Company Directors. He has over 40 years of professional assurance services experience and is a former senior partner at Grant Thornton Australia and one of its predecessor firms and was a leader in the audit services division for many years.

Mr. Ashmore is an Independent Director and Chairman of Saferoads Holdings Ltd and holds a number of other private company directorships and appointments as an independent member of Audit and Risk Management Committees.

The Directors (with Mr. Ashmore abstaining) recommend that you vote in favour of this Ordinary Resolution.

2B Election of Mr. Leon L'Huillier as a Director

Mr. Leon L'Huillier was appointed on 4th February 2014 to fill a casual vacancy on the Board, in accordance with the Company's Constitution. Mr. L'Huillier will hold the office under his appointment until the next General Meeting of shareholders and, being eligible, offers himself for election as a Director.

Mr L'Huillier is an experienced Chairman, Company Director and Chief Executive with a strong background in the health sector.

He has substantial experience across a range industries, government, the not for profit sector and sport. He is a Director of ALH Group Limited, Deputy Chair Australian Prostate Cancer Research, a former Director and Audit Chairman of Woolworths Limited, and other listed public companies.

Mr L'Huillier was foundation Chair of the Vision CRC at The University of NSW, a former Chairman of the Royal Children's Hospital Brisbane, former Chairman of the Australian Health Ministers Advisory Council, a former Director of the National Health and Medical Research Council, St. Vincent's Hospital Melbourne and the Microsurgery Foundation.

Mr L'Huillier was Chief Executive of the Health Department, Victoria and Chairman and Chief Executive of the Transport Accident Commission (TAC) when the TAC established Victoria's first major Trauma Centre at the Alfred Hospital and introduced the innovative road safety campaigns that contributed to a 50% reduction in the Victorian road toll in the early 90s.

The Directors (with Mr L'Huillier abstaining) recommend that you vote in favour of this Ordinary Resolution.

2C Election of Mr Bruce L Mathieson as a Director

Mr. Bruce L Mathieson was appointed on 4th February 2014 to fill a casual vacancy on the Board, in accordance with the Company's Constitution. Mr. Mathieson will hold the office under his appointment until the next General Meeting of Shareholders and, being eligible, offers himself for election as a Director.

Mr. Bruce Mathieson is currently a Director of Mayne Pharma and Western Desert Resources, a current Director and former Chief Executive Officer (CEO) of ALH Group Pty Limited, a joint venture between Woolworths Limited and the Mathieson family. The ALH Group owns approximately 325 hotels and 520 retail outlets across Australia and employs more than 15,000 staff. Bruce has operated in the hotel, leisure and hospitality industry since 1974 and is a well-respected member of the Australian business community. He is trained as an engineer and brings management and transactional experience across a number of industries to the Board.

The Directors (with Mr. Mathieson abstaining) recommend that you vote in favour of this Ordinary Resolution.

2D Election of Dr Timothy Oldham as a Director

Dr Timothy Oldham was appointed on 6th January 2014 to fill a casual vacancy on the Board, in accordance with the Company's Constitution. Dr Oldham will hold the office under his appointment until the next General Meeting of Shareholders and, being eligible, offers himself for election as a Director.

Dr Timothy Oldham has more than a decade of direct life sciences business development, alliance management, market entry, and sales & marketing experience in Europe, Asia and Australia. He is CEO of Cell Therapies Pty Ltd, a leading Asia Pacific provider of collection, manufacturing, delivery and distribution capabilities for stem cell therapies and regenerative medicine and was President of Asia Pacific for Hospira, Inc. (2007 to 2012), having held a variety of senior management roles with Mayne Pharma (2002 to 2007) prior to its acquisition by Hospira. These roles encompass the development and commercialisation of pharmaceuticals, devices, biologics and cellular therapies.

Prior to this, Dr Oldham was an engagement manager with McKinsey & Co (1997 to 2001). He has been chairman of the European Generic Medicines Association Biosimilars and Biotechnology Committee, a Director of the Generic Medicines Industry Association and a member of the Pharmaceutical Industry Strategy Group. He is also a Director of Acrux Ltd (ASX:ACR).

The Directors (with Dr. Oldham abstaining) recommend that you vote in favour of this Ordinary Resolution.

2E Election of Mr John Ribot-de-Bresac as a Director

Mr. John Ribot-de-Bresac was appointed on 4th February 2014 to fill a casual vacancy on the Board, in accordance with the Company's Constitution. Mr. Ribot-de-Bresac will hold the office under his appointment until the next General Meeting of shareholders and, being eligible, offers himself for election as a Director.

Mr. John Ribot-de-Bresac has extensive experience and a strong record of achievement as a senior executive across the sport, leisure and hospitality industries including in strategy development and implementation.

Following a distinguished sports career where he received the Australian Sports Medal, he was instrumental in the establishment of the Brisbane Broncos and Melbourne Storm, in executive Director roles, and as chairman of the Brisbane Roar. Currently Mr. Ribot-de-Bresac serves as Director of Victorian Major Events Company, executive chairman of Queensland Clubs Management (QCM), and owns hospitality venues throughout Queensland.

The Directors (with Mr. Ribot-de-Bresac abstaining) recommend that you vote in favour of this Ordinary Resolution.

Ordinary Resolution – Resolution #3A, B, C, and D: Issue of Unlisted Options to Directors

ASX Listing Rule 10.11 requires a company to obtain approval of shareholders to issue shares to a related party of the Company. A related party includes a director of the Company. Resolutions 3A, B, C, and D, are proposed to obtain shareholder approval for the total issue of 10,000,000 Unlisted Options, exercisable at \$0.28 per option exercisable on or before 3rd February 2017, to current directors of the Company (Mr. David Ashmore, Mr. Leon L'Huillier, Dr. Timothy Oldham, and Mr. John Ribot-de-Bresac), and/or their nominees.

These Options are to be issued to the directors as remuneration in recognition of the additional special exertion services each director has performed since being appointed, which were far over and above those services deemed usual for a director of a company with iSonea's positioning, together with additional services that will be required to be exerted over the coming 3 years. These options are to be issued in lieu of additional cash remuneration. The exercise price is equal to the iSonea ordinary share price at the time the current board was formed.

The Board has received advice from independent remuneration consultants Guerdon Associates Pty Ltd in relation to this proposed issue who, in the circumstances applying at iSonea, have deemed it reasonable for the directors to receive 'special exertion' remuneration, in addition to the cash fees paid by way of compensation for the director's ordinary board commitments, to compensate directors for the additional work they have taken on, and for this special exertion remuneration to be provided in the form of options over ISN shares in the interests of preserving cash.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.13:

- (a) total number of securities to be issued is 10,000,000 Unlisted Options, at exercise price of \$0.28 per option to directors, exercisable on or before 3rd February 2017, and should a director resign prior to this date any unexercised options may be cancelled by iSonea in proportion to the length of service of the director;
- (b) the options will be issued to:
 - A) Mr. David Ashmore, and/or his nominee.
 - B) Mr. Leon L'Huillier, and/or his nominee;
 - C) Dr. Timothy Oldham, and/or his nominee; and
 - D) Mr. John Ribot-de-Bresac, and/or his nominee;

- (c) the options will be issued no later than one (1) month after the date of the meeting; and
- (d) no funds will be raised by the issue of the options the subject of Resolutions 3A, B, C or D.

The table below sets out the number of shares and options in the Company held by each of the directors and, subject to approval of Resolutions 3A, B, C and D, the number of securities they will receive.

	Proposed Options to be Issued	Current Shares Held* (directly and indirectly)	Current Options Held (directly and indirectly)	Total Options to be Held subject to approval of Resolutions 3A, B, C or D (directly and indirectly)
David Ashmore	2,000,000	-	-	2,000,000
Leon L'Huillier	4,000,000	2,816,282	-	4,000,000
Timothy Oldham	2,000,000	-	-	2,000,000
John Ribot-de-Bresac	2,000,000	3,828,571	-	2,000,000

* Please note that these current balances are true and correct at time of printing.

ASX Listing Rule 7.1 requires the prior approval of shareholders in General Meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12 month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

As the securities form part of the directors' remuneration, it is not necessary to seek approval under Chapter 2E of the *Corporations Act* to issue the shares in Resolutions 3A, B, C or D.

The Directors recommend that shareholders vote in favour of each of these resolutions, except where, to avoid any potential or perceived conflict of interest, the Director concerned is an interested party and accordingly abstains from making a recommendation.

Ordinary Resolution – Resolution #4: Issue of shares to Stephen Tunnell

ASX Listing Rule 10.11 requires a company to obtain approval of shareholders to issue shares to a related party of the Company. Resolutions 4 is proposed to obtain shareholder approval for the issue of 88,037 ordinary shares to Mr Stephen Tunnell, and/or his nominee(s). The Shares are to be issued for achievements under Company's Short Term Incentive Plan.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.13:

- (a) the shares will be issued to Mr Stephen Tunnell, and/or his nominee; and
- (b) the number of securities to be issued is 88,037 fully paid ordinary shares;
- (c) the ordinary shares will be issued no later than one (1) month after the date of the meeting; and
- (d) no funds will be raised by the issue of shares the subject of Resolution 4.

ASX Listing Rule 7.1 requires the prior approval of shareholders in General Meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12 month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

As the shares are incentive shares and form part of the directors' remuneration, it is not necessary to seek approval under Chapter 2E of the *Corporations Act* to issue the shares in Resolution 4.

The Directors make no recommendation to shareholders in relation to voting on this resolution.

Ordinary Resolution – Resolution #5: Issue of options to Stephen Tunnell

ASX Listing Rule 10.11 requires a company to obtain approval of shareholders to issue shares to a related party of the Company. Resolution 5 is proposed to obtain shareholder approval for the issue of 1,421,875 unlisted options to Mr Stephen Tunnell, and/or his nominees. The options are to be issued in accordance with his employment agreement.

The following information is provided in accordance with the requirements of ASX Listing Rule 10.13:

- (a) the options will be issued to Mr Stephen Tunnell, and/or his nominee; and
- (b) the number of securities to be issued is 1,421,875 unlisted options, at \$0.10 per option, exercisable on or before 30 June 2015;
- (c) the options will be issued no later than one (1) month after the date of the meeting; and
- (d) no funds will be raised by the issue of options the subject of Resolution 5.

ASX Listing Rule 7.1 requires the prior approval of shareholders in General Meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12 month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Directors make no recommendation to shareholders in relation to voting on this resolution.

SPECIAL BUSINESS**Special Resolution – Resolution #6: Approval of 10% placement issue****ASX Listing Rule 7.1A**

In 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain ‘eligible entities’ to issue equity securities of up to 10% of their issued share capital through placements over the 12 month period commencing after the annual general meeting at which the additional approval is obtained (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an ‘eligible entity’ is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an ‘eligible entity’ for the purpose of ASX Listing Rule 7.1A. The Additional Placement Capacity is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company’s issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company’s issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$(A \times D) - E$

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company. The Company has the following classes of quoted equity securities as at the date of this Notice of Meeting;

- Ordinary fully paid shares ASX code ISN

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- Friday, 27 November 2015; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2 or such longer period if allowed by the ASX.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid if and from the date that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new assets or the settlement of obligations (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital, to fund product research, development and commercialisation programs or for the acquisition of new assets.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A (4) and 3.10.5A upon issue of any equity securities.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The Directors have not decided if they will issue any securities under the Additional Placement Capacity and so allottees under the Additional Placement Capacity have not yet been determined. If Directors decide to issue securities under the Additional Placement Capacity, allottees may include existing Shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Table 1 shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2).

The table also shows:

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

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.045 50% decrease in Deemed Price	\$0.090 Deemed Price	\$0.180 100% Increase in Deemed Price
Current Variable A 281,588,816 Shares	10% Voting Dilution	28,158,882 Shares	28,158,882 Shares	28,158,882 Shares
	Funds raised	\$1,267,150	\$2,534,299	\$5,068,599
50% increase in current Variable A 422,383,224 Shares	10% Voting Dilution	42,238,322 Shares	42,238,322 Shares	42,238,322 Shares
	Funds raised	\$ 1,900,724	\$ 3,801,449	\$ 7,602,898
100% increase in current Variable A 563,177,632 Shares	10% Voting Dilution	56,317,763 Shares	56,317,763 Shares	56,317,763 Shares
	Funds raised	\$ 2,534,299	\$ 5,068,599	\$ 10,137,197

* Please note that the balances shown above are true and correct at time of printing.

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue as at 5:00pm on Friday 24th October 2014.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.09 was the closing price of Shares as traded on ASX as at 5:00pm on Friday, 24th October 2014. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

The Company has previously obtained approval for the Additional Placement Capacity at its 2013 Annual General Meeting. In the 12 months preceding the date of this Notice of Meeting the Company issued a total of 89,074 equity securities under ASX Listing Rule 7.1 and 7.1A. In addition to this issue, the Company has also converted a total of 19,206,298 Options due to exercise of Listed ISNOB Options. In combination this represents 7.31% of equity security on issue 12 months prior to the date of this Notice of Meeting.

The equity securities issued in the preceding 12 months are set out in the following table:

Issue Date	Ordinary Shares	Issue price	Closing Price on date of issue	% Discount / Premium of Issue Price to Closing Price on date of issue	Issue to:	Consideration
18 Oct 2013	571,072	\$0.14	\$0.64	78.13% discount	Exercise of ISNOB Listed Options- Various Holders	\$79,950
13 Nov 2013	66,305	\$0.14	\$0.55	74.55% premium	Exercise of ISNOB Listed Options- Various Holders	\$9,283
29 Nov 2013	84,062	\$0.14	\$0.53	73.58% discount	Exercise of ISNOB Listed Options- Various Holders	\$11,769
29 Nov 2013	231,348	\$0.43	\$0.53	18.87% discount	As per Resolution 8 approved by shareholders at AGM 2013	\$100,000
29 Nov 2013	481,250	Nil	\$0.53	N/A	Issue under Employee and Executive Share and Option Plan	Nil
27 Dec 2013	347,051	\$0.14	\$0.35	60.00% discount	Exercise of ISNOB Listed Options- Various Holders	\$48,587
17 Jan 2014	89,074	\$0.33	\$0.35	60.00% discount	Issue of shares in lieu of cash payment for professional services rendered	\$30,000
17 Jan 2014	25,000	\$0.14	\$0.35	60.00% discount	Exercise of ISNOB Listed Options- Various Holders	\$3,500
14 Feb 2014	664,236	\$0.14	\$0.26	46.15% discount	Exercise of ISNOB Listed Options- Various Holders	\$92,993
28 Feb 2014	636,940	\$0.14	\$0.26	46.15% discount	Exercise of ISNOB Listed Options- Various Holders	\$89,171
21 Mar 2014	58,159	\$0.14	\$0.20	30.00% discount	Exercise of ISNOB Listed Options- Various Holders	\$8,142
5 May 2014	101,406	\$0.14	\$0.17	17.65% discount	Exercise of ISNOB Listed Options- Various Holders	\$14,196
5 May 2014	314,943	\$0.17	\$0.17	0% discount	In lieu of cash payment for services rendered under ESOP	\$56,689
5 May 2014	216,393	Nil	\$0.17	N/A	Employee and Executive Incentive Plan under ESOP	Nil
30 May 2014	291,694	\$0.14	\$0.19	16.79% discount	Exercise of ISNOB Listed Options- Various Holders	\$40,837
6 Jun 2014	1,647,271	\$0.14	\$0.17	17.65% discount	Exercise of ISNOB Listed Options- Various Holders	\$230,618

Issue Date	Ordinary Shares	Issue price	Closing Price on date of issue	% Discount / Premium of Issue Price to Closing Price on date of issue	Issue to:	Consideration
13 Jun 2014	60,243	\$0.14	\$0.19	26.32% discount	Exercise of ISNOB Listed Options-Various Holders	\$8,434
20 Jun 2014	4,796,220	\$0.14	\$0.25	44.00% discount	Exercise of ISNOB Listed Options-Various Holders	\$671,471
27 Jun 2014	4,181,778	\$0.14	\$0.22	36.36% discount	Exercise of ISNOB Listed Options-Various Holders	\$585,449
4 Jul 2014	5,674,861	\$0.14	\$0.25	44.00% discount	Exercise of ISNOB Listed Options-Various Holders	\$794,480
TOTAL	20,539,306					\$2,875,569

* Please note that the balances shown above are true and correct at time of printing.

Directors Recommendation

The Directors believe that Resolution 6 is in the best interest of the Company and unanimously recommend that Shareholder vote in favour of this Resolution 6.

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

iSONEA LIMITED

ACN 009 234 173
("the Company")

<SAMPLE NAME>
<SAMPLE ADDRESS 1>
<SAMPLE ADDRESS 2>
<SAMPLE ADDRESS 3>

Please Return Completed Form to:

The Company Secretary
iSonea Limited
PO Box 8694
Armadale, Victoria
AUSTRALIA 3143

YOUR VOTE IS IMPORTANT.

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 7:00PM ON 26 NOVEMBER 2014

PROXY FORM

I/We _____

of _____

being a member(s) of iSonea Limited

and entitled to: _____ shares hereby
appoint:

☐

The Chairman of the meeting OR

Name of Proxy: _____

Address of Proxy: _____

or in the absence of 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) on my/our behalf at the 2014 Annual General Meeting of the Company to be held at Giorgios Restaurant function room, 1235 High Street, Armadale Victoria, 3143 on Friday 28th November 2014 at 9:00am (Melbourne, Victorian, daylight saving time) and at any adjournment or postponement of that meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ %
of my/our total voting rights.

The Chairman intends to vote all undirected proxies in favour of all Resolutions.

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1, (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman may exercise my/our proxy even though Resolutions 1, is connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman) and with respect to Resolutions 1, even if the Chairman of the meeting has an interest in the outcome of Resolutions 1 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

Important Note:

If the Chairman of the meeting is (or becomes by default) your proxy you can direct the Chairman to vote against or abstain from voting on Resolutions 1 by marking the appropriate box on the next page .

<SAMPLE NAME>

Proxy Instructions:

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:		For	Against	Abstain
Resolution 1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2A.	Election of Non-Executive Director – Mr David Ashmore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2B.	Election of Non-Executive Director – Mr Leon L'Huillier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2C.	Election of Non-Executive Director – Mr Bruce L Mathieson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2D.	Election of Non-Executive Director – Dr Timothy Oldham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2E.	Election of Non-Executive Director – Mr John Ribot-de-Bresac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3A.	Issue of Unlisted Options to Director – Mr David Ashmore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3B.	Issue of Unlisted Options to Director – Mr Leon L'Huillier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3C.	Issue of Unlisted Options to Director – Dr Timothy Oldham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3D.	Issue of Unlisted Options to Director – Mr John Ribot-de-Bresac	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Issue of shares to Stephen Tunnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Issue of options to Stephen Tunnell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	Approval of 10% Placement Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a person:

(Signature)

Name (Print)

Date: / /

If a Corporate Entity:

EXECUTED by:

in accordance with the
Corporations Act

Name of Corporate Entity (print)

(Signature)

(Signature)

Date: / /

Date: / /

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- (a) Suite 1, 1233 High Street, Armadale, Victoria 3143, Australia; or
- (b) by facsimile on +61 (0)3 9822 7735 by 7:00pm Australian Eastern Daylight Saving Time on 26th November 2014, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

Contact Name Contact Daytime Telephone

Email Address:.....