

THIS DOCUMENT IS IMPORTANT

If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

**GOCONNECT LIMITED
(ACN 089 240 353)
NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (“AGM”) of GoConnect Limited (“the Company”) will be held at **Level 3, 112 Wellington Parade, East Melbourne, Victoria** on **Friday, 28 November 2014** at **4:00pm**.

ORDINARY BUSINESS

Item 1- Financial report for the Year Ended 30 June 2014

To receive and consider the financial report of the Company for the year ended 30 June 2014, together with the directors’ report and the auditors report.

Resolution 1- Adoption of Remuneration Report

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

“To adopt the Remuneration Report for the financial year ended 30 June 2014.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the 2014 Remuneration Report or their closely related parties. However, the Company will not disregard a vote if:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2014 or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote, and the vote is not cast on behalf of a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2014 or their closely related parties.

Resolution 2- Re-election of Director – Richard Li

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

“that Mr. Richard Li, who is retiring by rotation in accordance with the Constitution of the Company, be re-elected as a director.”

Resolution 3- Re-election of Director – Joe Fekete

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

“that Mr. Joe Fekete, who is retiring in accordance with the Constitution of the Company, be re-elected as a director.”

Resolution 4- Approval of Grant of Options

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

- Approval be given to the Directors to grant Options for 5,000,000 shares to Mr. Richard Li under the rules of the company’s Employees Share Option Plan.

Resolution 5- Approval of Grant of Options

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

- Approval be given to the Directors to grant Options for 5,000,000 shares to Mr. Joe Fekete under the rules of the company's Non-Executive Director Share Option Plan.'

Resolution 6- Approval of Grant of Options

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

- Approval be given to the Directors to grant Options for 4,000,000 shares to senior management staff under the rules of the company's Employees Share Option Plan.'

Resolution 7- Approval of Issue of Shares pursuant to Loan Conversion

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

"that for the purpose of ASX Listing Rule 10.11 and 10.13 and for all other purposes, the issue of 43,962,750 Shares set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting be approved."

Required Majority

Ordinary resolutions will be passed if at least 50% of the votes cast by members entitled to vote attending in person or by proxy at the Annual General Meeting of the Company convened by this Notice of Meeting vote in favour. The Chairman of the meeting intends to vote undirected proxies in favour of resolutions in Resolutions 1 to 7.

Access Annual Report online

The Annual Report is now available for shareholders to access and download from:

http://www.goconnect.com.au/corporate/press_releases.shtml

(a) Appointment of Proxy

If you are unable to attend the AGM, you are requested to complete the Proxy Form enclosed with this notice and return it to the Company as soon as possible to the Company's Registered Office below, so as to arrive no later than 9.00 am on Tuesday 26 November 2014:

Chairman,
GoConnect Limited
Level 3, 112 Wellington Parade
EAST MELBOURNE, VICTORIA 3002
AUSTRALIA
Telephone: (61 3) 9993 7000
Facsimile: (61 3) 9993 7099



.....
Richard Li – Executive Chairman
By Order of the Board
30 October 2014

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the Shareholders of GoConnect Limited ACN 089 240 353 (Company) in connection with the business to be conducted at the Annual General Meeting of the Company to be held Friday, 28 November 2014 at 4:00pm (“the Meeting”).

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions

Item 1 - Financial Statements and Reports

The Company’s financial statements and the directors’ report and independent audit report will be laid before the Meeting for consideration in accordance with the *Corporations Act 2001*. There is no requirement for shareholders to approve those reports.

However, the Chairperson will allow a reasonable opportunity for shareholders as a whole at the Meeting to ask questions about or make comments on the management of the Company. The Chairperson will also allow a reasonable opportunity for shareholders as a whole at the Meeting to ask the auditor or the auditor’s representative questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company’s auditor, about the content of the auditor’s report to be considered at the Meeting and the conduct of the audit of the annual financial report to be considered at the Meeting may be submitted up to five business days before the Meeting to:

Chairman
GoConnect Limited
Level 3, 112 Wellington Parade
EAST MELBOURNE, VICTORIA 3002
AUSTRALIA
Telephone: (61 3) 9993 7000
Facsimile: (03) 9993-7099

Resolution 1- Adoption of Remuneration Report

The Remuneration Report forms part of the statutory Annual Report.

The *Corporations Act* requires the agenda for the Annual General Meeting to include a resolution for the adoption of the Remuneration Report. The vote on this item is advisory only and is not binding on the Directors or the Company. However the Directors will take the outcome into consideration when reviewing the remuneration practices and policies of the Company.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the 2014 Remuneration Report or their closely related parties. However, the Company will not disregard a vote if:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2014 or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote, and the vote is not cast on behalf of a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2014 or their closely related parties.

Resolution 2- Re-election of Director – Richard Li

Pursuant to Article 87 of the Company's Constitution, Mr. Richard Li will retire at the Annual General Meeting and offers himself for re-election. He was last re-elected in 2010.

Mr. Li has been a director of the Company since 1999. Mr. Li has over 30 years experience in investment research, equity fund management, investment advisory services and stock broking with major Australian institutions.

Resolution 3- Re-election of Director – Joe Fekete

Pursuant to Article 86 of the Company's Constitution, Mr. Joe Fekete will retire at the Annual General Meeting and offers himself for re-election.

Mr. Joe Fekete has been a director of the Company since January 2014. He was the Finance Director of J Walter Thompson and Simon Richards Group and also worked at Campaign Palace. He has held many roles as CFO and most recently was Executive Director, Chief Financial Officer and Company Secretary of Altius Mining Limited, which he helped to IPO on the ASX. His business management and accounting experience spans over 20 years in various industries including Advertising, Travel, Wholesale Retail distribution, Mining, Construction, and Public Practice.

Resolution 4 - Approval of Grant of Options

The Directors wish to continue the Company's policy of encouraging Directors and employees to own shares in the Company by issuing Options as follows:

Employees Share Option Plan and Non-Executive Director Share Option Plan

- Options to be granted in 2014 to have an exercise price of 2 cents
- The Options will lapse if employees or directors leave the Company before exercising
- Expiry date shall be the fifth anniversary date from the option grant date
- If approved, the Options will be granted immediately after the AGM, but in any event no later than one month after the AGM.
- The Options to be granted to employees in 2014 are for nil considerations including Options for 5,000,000 shares to be granted to Mr. Richard Li

Under ASX Listing Rule 10.14 the acquisition of securities by a director under incentive schemes requires the approval of shareholders.

These resolutions seek shareholders' approval for the granting of Options to the named directors under the terms proposed above.

The Company will disregard any vote cast on resolution 4 by **all directors and any associate of the director respectively**. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Under ASX listing rule 10.15, we make the following disclosure

- Richard Li is a director of GoConnect Limited
- The options have not been exercised by anyone since the day they were approved and granted in 2013 nor any securities issued due to the Options exercised
- Since 2013 AGM when the Option Plan was approved, 10,000,000 options were granted to Mr. Richard Li, 2,000,000 options has been granted to Mr. Jermaine Jackson, 500,000 options has been granted to Mr. Joe Fekete, 1,500,000 shares to be granted to senior management staffs. All the options were granted with nil consideration.
- GoConnect intends to use the fund it raises from the Options exercised for its normal business expenditure.

Resolution 5 - Approval of Grant of Options

The Directors wish to continue the Company's policy of encouraging Directors and employees to own shares in the Company by issuing Options as follows:

Employees Share Option Plan and Non-Executive Director Share Option Plan

- Options to be granted in 2014 to have an exercise price of 2 cents
- The Options will lapse if employees or directors leave the Company before exercising
- Expiry date shall be the fifth anniversary date from the option grant date
- If approved, the Options will be granted immediately after the AGM, but in any event no later than one month after the AGM
- The Options to be granted to employees in 2014 are for nil considerations including Options for 5,000,000 shares to be granted to Mr. Joe Fekete

Under ASX Listing Rule 10.14 the acquisition of securities by a director under incentive schemes requires the approval of shareholders.

These resolutions seek shareholders' approval for the granting of Options to the named directors under the terms proposed above.

The Company will disregard any vote cast on resolution 5 by **all directors and any associate of the director respectively**. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Under ASX listing rule 10.15, we make the following disclosure

- Joe Fekete is a non-executive director of GoConnect Limited
- The options have not been exercised by anyone since the day they were approved and granted in 2013 nor any securities issued due to the Options exercised
- GoConnect will NOT provide any loans to the option owner in relation to the acquisition of securities by exercise of Option
- Since 2013 AGM when the Option Plan was approved, 10,000,000 options were granted to Mr. Richard Li, 2,000,000 options has been granted to Mr. Jermaine Jackson, 500,000 options has been granted to Mr. Joe Fekete, 1,500,000 shares to be granted to senior management staffs. All the options were granted with nil consideration.
- GoConnect intends to use the fund it raises from the Options exercised for its normal business expenditure.

Resolution 6 - Approval of Grant of Options

The Directors wish to continue the Company's policy of encouraging Directors and employees to own shares in the Company by issuing Options as follows:

Employees Share Option Plan and Non-Executive Director Share Option Plan

- Options to be granted in 2014 to have an exercise price of 2 cents
- The Options will lapse if employees or directors leave the Company before exercising
- Expiry date shall be the fifth anniversary date from the option grant date
- If approved, the Options will be granted immediately after the AGM, but in any event no later than one month after the AGM.
- The Options to be granted to employees in 2014 are for nil considerations including Options for 4,000,000 shares to be granted to senior management staffs.

The Company will disregard any vote cast on resolution 6 by any person who in this particular resolution is to be granted Options or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and associates of that person. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the

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

We make the following disclosure

- All the employees and directors of GoConnect Limited are eligible to participate on the Option Plan.
- The options have not been exercised by anyone since the day they were approved and granted in 2013 nor any securities issued due to the Options exercised
- GoConnect will NOT provide any loans to the option owner in relation to the acquisition of securities by exercise of Option.
- Since 2013 AGM when the Option Plan was approved, 10,000,000 options were granted to Mr. Richard Li, 2,000,000 options has been granted to Mr. Jermaine Jackson, 500,000 options has been granted to Mr. Joe Fekete, 1,500,000 shares to be granted to senior management staffs. All the options were granted with nil consideration.
- GoConnect intends to use the fund it raises from the Options exercised for its normal business expenditure.

General Terms and Conditions for the Option, which applies to all the options issued under resolution 4 – 6, are:

- Each option entitles the Grantee to subscribe for one (1) fully paid ordinary share in the capital of GoConnect.
- Any Options not exercised by the Expiry Date shall lapse and the Grantee shall have no further rights or entitlements in relation thereto.
- Any Options which have not been exercised, at the date that the Grantee resigns from employment of GoConnect or any of its subsidiaries or related entities shall forthwith be forfeited without compensation.
- The options may be cancelled by the Board in its absolute discretion at anytime prior to them being exercised where:
 - (a) The Grantee has engaged in any fraudulent or dishonest conduct.
 - (b) The Grantee is found to be in breach of any of the conditions in Clause 11 of the Schedule of Standard Terms contained in the Employment Agreement of the Grantee, including the following:
 - ❖ If the Grantee is convicted of a criminal offence;
 - ❖ If the Grantee is guilty of acting dishonestly in connection with the Group or in bringing the Group into disrepute;
 - ❖ If the Grantee commits any material breach or repeated breaches of obligations under the Employment Agreement or is guilty of serious neglect or gross negligence in the performance of duties; or
 - ❖ If the Grantee commits any material breach or repeated breaches of the Employment Agreement where the Grantee is seconded or assigned to the offices of another Group Company.
 - (c) The Grantee fails to comply with any other conditions imposed by the Board.
- The Options may be exercised in whole or in part in parcels of 50,000 shares at a time by notice in writing to GoConnect, accompanied by payment equal to the number of Options exercised under the Exercise Notice multiplied by the Exercise Price.
- Options shall be deemed to have been exercised on the last day of the month during which a properly executed Exercise Notice and payment of the Exercise Price under that Exercise Notice is received by GoConnect. If a cheque in payment of the Exercise Price for the shares in respect of which the

Exercise Notice is given is not cleared for payment on presentation, the Options for the shares to which that cheque relates shall be deemed not to have been exercised.

- GoConnect shall not seek quotation for the Options granted hereunder on the official list of Australian Securities Exchange (ASX).
- Shares issued pursuant to an exercise of Options will rank equally with the other fully paid ordinary shares on issue at the date of exercise of the Options.
- GoConnect agrees to use its reasonable endeavours to procure that the shares issued pursuant to an exercise of Options are admitted for quotation on ASX and on such other stock exchanges upon which shares in GoConnect are quoted.
- Within 15 business days after (but not including) the date of receipt of a valid Exercise Notice of the Options, GoConnect shall allot the relevant shares to the Grantee credited as fully paid and issue to the Grantee a share certificate (if applicable) in respect of the shares so allotted or procure the shares to be included in Chess and a Holder Statement to be provided to the Grantee.
- The Options do not entitle the Grantee to participate in new issues of securities which may be offered by GoConnect.
- GoConnect is entitled to treat the registered holder of an Option as the absolute owner of that Option and accordingly except as ordered by a court of competent jurisdiction or as required by statute, shall not be bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder thereof.
- GoConnect shall maintain a register of Option holders under GEOP in the same way as it is obliged to keep a register of members under the Corporations Law. All of the provisions of its Constitution relating to registers of members and transfer and transmission of shares shall apply mutatis mutandis to the register of option holders under the GEOP and to the Options.

Resolution 7 - Approval of Issue of Shares pursuant to Loan Conversion

GoConnect has received continuing credit facility from its related party Sino Investment Services Pty Ltd (SISL). This amount represents the total balance that has been drawn down under the facility \$879,255 as at 20 October 2014 (the Debt).

GoConnect and SISL have agreed to convert the Debt into share capital subject to the approval of this resolution with the following terms under ASX Listing rule 10.13:

- 43,962,750 ordinary fully paid shares will be issued (the Share).
- The issue price is 2 cents per share. The total consideration is \$879,255.
- The Shares are to be issued to SISL.
- The Share are issued to convert and repay the Debt from SISL.
- If approved, the Share will be issued no later than one month after the AGM.
- The Shares will be issued on the same terms and conditions as GoConnect's existing ordinary fully paid shares and rank equally with the existing shares.
- Mr Richard Li is Director of SISL and also the executive Chairman of GoConnect.

Under ASX Listing Rule 10.11 the acquisition of securities by a related party requires the approval of shareholders.

These resolutions seek shareholders' approval for the issuing of Shares to SIS under the terms proposed above.

The Company will disregard any vote cast on resolution 7 by any person who in this particular resolution is to be granted Shares or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and associates of that person. However, the Company need not disregard a vote if it is

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

Enquiries

All enquiries in relation to the contents of the Explanatory Memorandum should be directed to the Company Secretary Mr. Joe Fekete, via phone: 03 9993 7000 or via email: agm@goconnect.com.au

The rest of this page intentionally left blank

PROXY FORM
GOCONNECT LIMITED
(ACN 089 240 353)

Annual General Meeting -

I/We
(in CAPITAL LETTERS)

of

being a member of GoConnect Limited appoint:

Name of proxy
(in CAPITAL LETTERS)

or failing him or her the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on **Friday, 28 November 2014 at 4:00pm** and at any adjournment of that meeting.

IMPORTANT NOTE:

⇒ ☐ *If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on these items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these items.*

The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Proxy instructions

I/We instruct my/our proxy to vote as follows:

Resolution	FOR	AGAINST	ABSTAIN
1 "THAT Remuneration Report for the financial year ended 30 June 2014 be adopted."	☐	☐	☐
2 "THAT Mr. Richard Li who retiring by rotation in accordance with the Constitution of the Company, be re-elected as a director."	☐	☐	☐
3 "THAT Mr. Joe Fekete, who retiring in accordance with the Constitution of the Company, be re-elected as a director."	☐	☐	☐
4 "THAT the grant of options to Mr. Richard Li, are approved."	☐	☐	☐
5 "THAT the grant of options to Mr. Joe Fekete are approved."	☐	☐	☐
6 "THAT the grant of options to senior management are approved."	☐	☐	☐
7 "THAT the issue of Shares pursuant to Loan Conversion are approved"	☐	☐	☐

SIGNATURE OF MEMBERS

Member 1(Individual)

Sole Director and Sole Company Secretary

Joint Member 2 (Individual)

Director/Company Secretary (delete one)

Joint Member 3 (Individual)

Director
Date

/ /

(b) Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, a separate proxy form should be used for each proxy. Each proxy must be appointed to represent a specified proportion of the member's voting rights or the number of votes given to each proxy, and this must be clearly written on the front of each form.
3. A proxy need not be a member of the Company.
4. A proxy has authority to vote on the member's behalf, as he or she thinks fit, on any motion to adjourn the meeting, or any other procedural motion, unless the member gives a direction to the contrary.
5. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorized officer or attorney, in accordance with the member's constitution and Corporations Act 2001.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with the Company's Registered Office at Level 3, 112 Wellington Parade, East Melbourne, VIC 3002, Australia or by facsimile on (613) 9993 7099, not later than 9.00 am on Tuesday 25 November 2014