
**GRP CORPORATION LIMITED
(TO BE RENAMED “SPRING NETWORKS LIMITED”)
ACN 096 781 716
NOTICE OF ANNUAL GENERAL MEETING**

TIME: 10.00 am

DATE: 22 October 2014

PLACE: Ground Floor, 981 Wellington Street
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6555 2950.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00 am on 22 October 2014 at:

Ground Floor, 981 Wellington Street
West Perth WA 6005

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00 pm (WST) on 20 October 2014.

Voting in person

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

Voting by proxy

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

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

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

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

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2013."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK ROWBOTTAM

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

"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mark Rowbottam, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – GRANT GIBSON

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Grant Gibson, a Director who was appointed as an additional director on 29 July 2014, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – ELECTION OF DIRECTOR – EDWIN BULSECO

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Edwin Bulseco, a Director who was appointed as an additional director on 11 August 2014, retires, and being eligible, is elected as a Director.”

6. RESOLUTION 5 – ISSUE OF SHARES UPON CONVERSION OF CONVERTIBLE NOTES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 11,183,750 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Noteholders on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

7. RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY UPON CONVERSION OF CONVERTIBLE NOTES – MARK ROWBOTTAM

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

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 100,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Mark Rowbottam, a Director (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mark Rowbottam (or his nominee) and any of their associates. 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, 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.

8. RESOLUTION 7 – ISSUE OF SHARES TO RELATED PARTY UPON CONVERSION OF CONVERTIBLE NOTES – ZANE LEWIS

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 100,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Zane Lewis, a Director (or his nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Zane Lewis (or his nominee) and any of their associates. 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, 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.

9. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY UPON CONVERSION OF CONVERTIBLE NOTES – ALLISON BULSECO

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 25,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Allison Bulseco, a related party of the Company (or her nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Allison Bulseco (or her nominee) and any of their associates. 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, 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.

10. RESOLUTION 9 – ISSUE OF SHARES TO CREDITORS OF THE COMPANY

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

"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,125,281 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to creditors of the Company on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

11. RESOLUTION 10 – ISSUE OF SHARES TO RELATED PARTY - MARK ROWBOTTAM

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 247,500 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Mark Rowbottam, a Director (or his nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this resolution by Mark Rowbottam (or his nominee) and any of their associates. 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, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 11 – ISSUE OF SHARES TO RELATED PARTY - ZANE LEWIS

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up 375,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.16 each to Zane Lewis, a Director (or his nominee) on the terms and conditions set out in the Explanatory Statement."

ASX Voting exclusion: The Company will disregard any votes cast on this resolution by Zane Lewis (or his nominee) and any of their associates. 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, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 12 - CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities as described in the Explanatory Statement."

Short Explanation: If successful, the Spring.me Acquisition will result in the Company changing the nature and scale of its activities to include social media. ASX Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature and scale of its activities. ASX has also advised the Company that it will be required to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules in accordance with ASX Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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 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.

14. RESOLUTION 13 – CONSOLIDATION OF CAPITAL

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

"That, subject to and conditional upon the passing of all Essential Resolutions, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every five (5) Shares be consolidated into one (1) Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share."

Short Explanation: The Company must consolidate its capital in order to satisfy Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following completion of the Spring.me Acquisition.

15. RESOLUTION 14 – CREATION OF A NEW CLASS OF SECURITIES

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

"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of Section 246B of the Corporations Act and for all other purposes, the Company is authorised to issue Performance Stock Rights on the terms and conditions set out in the Explanatory Statement."

Short Explanation: As part of the consideration for the Spring.me Acquisition, the Company proposes to issue Performance Stock Rights to the Vendors.

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

16. RESOLUTION 15 – ISSUE OF SECURITIES – VENDOR CONSIDERATION

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the Company to issue the following Securities to the Vendors in consideration for all the shares in the capital of Spring.me pursuant to the Heads of Agreement:

- (a) 60,000,000 Shares;*
- (b) 20,000,000 First Performance Stock Rights; and*
- (c) 20,000,000 Second Performance Stock Rights;*

(all on a post-Consolidation basis), on the terms and conditions set out in the Explanatory Statement."

Short Explanation: The Company has entered into a Heads of Agreement with Helpa.Inc (**Spring.me**) under which the Company has agreed to make an offer to all shareholders of Spring.me to acquire 100% of the shares and 100% of the performance stock rights in Spring.me. The Company seeks shareholder approval for the issue of the Shares and Performance Stock Rights in accordance with ASX Listing Rule 7.1.

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Vendors and their respective associates and any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

17. RESOLUTION 16 – PLACEMENT – PROMOTER SHARES

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Promoter Shares (on a post-Consolidation basis) as directed by the Company on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

18. RESOLUTION 17 – CAPITAL RAISING

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 per Share to raise up to \$6,000,000 as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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, 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.

19. RESOLUTION 18 – PARTICIPATION OF RELATED PARTY IN CAPITAL RAISING – MARK ROWBOTTAM

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares (on a post-Consolidation basis) to Mark Rowbottam (or his nominee) as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mark Rowbottam and any of his associates. 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, 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.

20. RESOLUTION 19 – PARTICIPATION OF RELATED PARTY IN CAPITAL RAISING – ZANE LEWIS

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares (on a post-Consolidation basis) to Zane Lewis (or his nominee) as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Zane Lewis and any of his associates. 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, 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.

21. RESOLUTION 20 – PARTICIPATION OF RELATED PARTY IN CAPITAL RAISING – GRANT GIBSON

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

“That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares (on a post-Consolidation basis) to Grant Gibson (or his nominee) as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Grant Gibson and any of his associates. 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, 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.

22. RESOLUTION 21 – PARTICIPATION OF RELATED PARTY IN CAPITAL RAISING – EDWIN BULSECO

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

“That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares (on a post-Consolidation basis) to Edwin Bulseco (or his nominee) as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Edwin Bulseco and any of his associates. 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, 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.

23. RESOLUTION 22 – CHANGE OF COMPANY NAME

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

“That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to ‘Spring Networks Limited’.

Short Explanation: The Company proposes to change its name to more accurately reflect the proposed future activities of the Company, subject to the Spring.me Acquisition proceeding.

24. RESOLUTION 23 – ELECTION OF DIRECTOR – ARI KLINGER

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

“That, subject to and conditional on the passing of all Essential Resolutions and the successful completion of the Spring.me Acquisition, for the purpose of clause 13.3 of the Constitution and for all other purposes, Ari Klinger, being

eligible and having consented to act, be elected as a director of the Company on and from the date of successful completion of the Spring.me Acquisition."

25. RESOLUTION 24 – ELECTION OF DIRECTOR – COLIN FABIG

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

"That, subject to and conditional on the passing of all Essential Resolutions and the successful completion of the Spring.me Acquisition, for the purpose of clause 13.3 of the Constitution and for all other purposes, Colin Fabig, being eligible and having consented to act, be elected as a director of the Company on and from the date of successful completion of the Spring.me Acquisition."

26. RESOLUTION 25 – ELECTION OF DIRECTOR – ROGER HARLEY

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

"That, subject to and conditional on the passing of all Essential Resolutions and the successful completion of the Spring.me Acquisition, for the purpose of clause 13.3 of the Constitution and for all other purposes, Roger Harley, being eligible and having consented to act, be elected as a director of the Company on and from the date of successful completion of the Spring.me Acquisition."

Dated: 23 September 2014

By order of the Board



Mark Rowbottam
Non Executive Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Resolutions 1 to 4 (inclusive) constitute the standard Resolutions which are required to be put to Shareholders at Annual General Meetings of the Company.

Resolutions 12 to 17 and 23 to 25 (inclusive) are in respect of the Spring.me Acquisition and are inter-conditional on all of those Resolutions being approved. If any of Resolutions 12 to 17 and 23 to 25 (inclusive) are not passed, then all of Resolutions 12 to 17 and 23 to 25 (inclusive) will be taken to have been rejected by Shareholders.

For the avoidance of doubt Resolutions 12 to 17 and 23 to 25 (inclusive) are referred to as **Essential Resolutions** throughout this Notice.

Resolutions 9 and 18 to 22 are conditional on all of the Essential Resolutions being approved.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the ASX website.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25%

of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK ROWBOTTAM

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being (except a Managing Director), or, if their number is not a multiple of 3, then the number nearest to one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
 - (ii) a Managing Director pursuant to clause 17.4 of the Constitution,each of whom are exempt from retirement by rotation.

The Company currently has four Directors, two of which are taken into account in determining the number of Directors to retire. Accordingly one Director must retire.

Mark Rowbottam, the Director longest in office since his last election, retires by rotation and seeks re-election. It is the intention of Mark Rowbottam to resign upon completion of the Spring.me Acquisition. Refer to section 9 of this Explanatory Statement for further details.

4. RESOLUTIONS 3 TO 4 – ELECTION OF DIRECTORS – GRANT GIBSON AND EDWIN BULSECO

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Grant Gibson and Edwin Bulseco, having been appointed on 29 July 2014 and 11 August 2014 respectively will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election from Shareholders.

Grant Gibson and Edwin Bulseco are Spring.me's nominees to the Company's Board pursuant to the HoA. Refer to section 9.1 of this Explanatory Statement for further

details. It is the intention of both Grant Gibson and Edwin Bulseco to resign upon completion of the Spring.me Acquisition.

5. RESOLUTION 5 – ISSUE OF SHARES UPON CONVERSION OF CONVERTIBLE NOTES

5.1 General

The Company has entered into an unsecured convertible note deed poll dated 22 May 2014 (**Deed**) to secure up to \$1,789,400 in additional debt finance through the issue of unlisted Convertible Notes. Each Convertible Note is convertible into one Share. Conversion of the Convertible Notes into Shares is subject to the Company obtaining Shareholder approval for such conversion.

Resolution 5 seeks Shareholder approval for the issue of up to 11,183,750 Shares (on a post-Consolidation basis), upon the conversion of the Convertible Notes which each have a face value of \$0.16 and have nil interest payable, to unrelated Convertible Note holders (**Noteholders**) in accordance with the terms of the Deed (**Conversion**).

The Convertible Notes will be converted into Shares within five Business Days following Shareholder approval being obtained for the Conversion. The Convertible Notes are effectively debt instruments at present and may not be converted into Shares until Resolution 5 is approved by Shareholders.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity 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.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Conversion during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Conversion:

- (a) the maximum number of Shares to be issued in respect of the Conversion is 11,183,750 on a post-Consolidation basis. There is no interest payable on the Convertible Notes;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued upon conversion of the Convertible Notes for nil cash consideration at a deemed issue price of \$0.16 each, being the face value of each Convertible Note, accordingly no funds will be raised;
- (d) the Shares will be issued to the Noteholders, none of whom will be related parties of the Company;

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised from the Convertible Notes have been or will be applied towards providing Spring.me with loans under the Facility Agreement, paying out existing creditors of the Company and general working capital. No funds will be raised from the issue of Shares pursuant to the Conversion as the Shares will be issued in conversion of the Convertible Notes.

6. RESOLUTIONS 6 TO 8 - ISSUE OF SHARES TO RELATED PARTIES UPON CONVERSION OF CONVERTIBLE NOTES - MARK ROWBOTTAM, ZANE LEWIS AND ALLISON BULSECO

6.1 General

As set out above at section 5.1, the Company is seeking Shareholder approval for the issue of 11,033,750 Shares to unrelated parties of the Company upon the conversion of Convertible Notes pursuant to Resolution 5.

Pursuant to the Deed, the Company has also separately secured up to \$36,000 in additional debt finance through the issue of unlisted Convertible Notes to related parties of the Company. These Convertible Notes are issued on the same terms and conditions as the Convertible Notes issued to unrelated parties summarised in section 5.1 (i.e. each Convertible Note is convertible into one Share and conversion is subject to the Company obtaining Shareholder approval).

Mr Mark Rowbottam (or his nominee), Mr Zane Lewis (or his nominee) and Ms Allison Bulseco (or her nominee) (**Related Party Noteholders**) wish to be issued Shares upon conversion of the Convertible Notes they hold.

As such, Resolutions 6 to 8 seek Shareholder approval for the issue of up to:

- (a) 100,000 Shares (on a post-Consolidation basis) to Mr Mark Rowbottam (or his nominee) upon the conversion of his 100,000 Convertible Notes;
- (b) 100,000 Shares (on a post-Consolidation basis) to Mr Zane Lewis (or his nominee) upon the conversion of his 100,000 Convertible Notes; and
- (c) 25,000 Shares (on a post-Consolidation basis) to Ms Allison Bulseco (or her nominee) upon the conversion of her 25,000 Convertible Notes,

(the **Related Party Conversion**).

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Related Party Conversion constitutes the giving of a financial benefit. Mark Rowbottam and Zane Lewis are related parties of the Company by virtue of being Directors, while Allison Bulseco is a related party of the Company by virtue of being the spouse of Edwin Bulseco, a Director.

The Directors (other than Mark Rowbottam in relation to Resolution 6 and other than Zane Lewis in relation to Resolution 7 and other than Edwin Bulseco in relation to Resolution 8, given their material personal interests in these respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Related Party Conversion because the Shares to be issued are to be issued on the same terms and conditions as the Shares to be issued to the non-related party Noteholders under the Conversion as set out in section 5.1 above, and as such the giving of the financial benefit is on arm's length terms.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to the Related Party Noteholders pursuant to the Related Party Conversion involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 6 to 8:

- (a) the Shares will be issued to Messrs Rowbottam and Lewis and Ms Bulseco (or their respective nominee/s);
- (b) the maximum number of Shares (on a post-Consolidation basis) to be issued is:
 - (i) 100,000 Shares to Mr Rowbottam (or his nominee) upon conversion of his 100,000 Convertible Notes;
 - (ii) 100,000 Shares to Mr Lewis (or his nominee) upon conversion of his 100,000 Convertible Notes; and
 - (iii) 25,000 Shares to Ms Bulseco (or her nominee) upon conversion of her 25,000 Convertible Notes;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (g) the Shares will be issued under the Related Party Conversion for nil cash consideration at a deemed issue price of \$0.16 each, being the face value of the Convertible Notes, accordingly no funds will be raised;

- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the funds raised from the Convertible Notes have been or will be applied towards providing Spring.me with loans under the Facility Agreement, paying out existing creditors of the Company and general working capital. No funds will be raised from the issue of Shares pursuant to the Related Party Conversion as the Shares will be issued in conversion of the Convertible Notes.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Related Party Conversion as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Mark Rowbottom, Mr Zane Lewis or Ms Allison Bulseco (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. RESOLUTION 9 – ISSUE OF SHARES TO CREDITORS OF THE COMPANY

7.1 General

As at the date of this Notice, the Company has a total of \$500,045 of outstanding amounts (**Debts**) owing to various unrelated creditors (**Creditors**) in respect of fees for services rendered to the Company.

In order to discharge the Debts and maintain a greater proportion of the Company's cash reserves, the Company and its Directors have agreed, subject to obtaining Shareholder approval, to issue Shares to the Creditors in satisfaction of the Debts.

In this regard, the Company has agreed, subject to obtaining Shareholder approval, to issue up to 3,125,281 Shares (on a post-Consolidation basis) (**Creditor Shares**) to the Creditors for nil consideration in lieu of the Debts (**Creditor Issue**). Resolution 9 seeks Shareholder approval for the Creditor Issue.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of Resolution 9 will be to allow the Company to issue the Creditor Shares pursuant to the Creditor Issue during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Creditor Issue:

- (a) the maximum number of Shares to be issued is 3,125,281 as follows
 - (i) 1,558,125 Shares to Revolve Projects Pty Ltd;
 - (ii) 28,750 Shares to Nordwand Investments Pty Ltd;
 - (iii) 28,473 Shares to Pheakes Pty Ltd;
 - (iv) 411,998 Shares to Gejoma Pty Ltd;
 - (v) 28,473 Shares to David Wall;
 - (vi) 206,250 Shares to Belloc Pty Ltd;
 - (vii) 75,000 Shares to Freelance Corporate Consulting;
 - (viii) 1,214 Shares to Akru Jessy Capital Pty Ltd;

- (ix) 250,000 Shares to Niche Export Marketing Pty Ltd;
 - (x) 411,998 Shares to Arq Capital Pty Ltd;
 - (xi) 50,000 Shares to Troca Enterprises Pty Ltd; and
 - (xii) 75,000 Shares to Confadent Limited;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
 - (c) the Shares will be issued for nil cash consideration at a deemed issue price of \$0.16 each in consideration for services rendered to the Company by the Creditors and to satisfy the Debts;
 - (d) the Shares will be issued to the Creditors as outlined in paragraph (a) above, none of whom are related parties of the Company;
 - (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
 - (f) no funds will be raised from the Creditor Issue as the Creditor Shares are being issued in satisfaction of the Debts.

8. RESOLUTIONS 10 AND 11 – ISSUE OF SHARES TO RELATED PARTIES – MARK ROWBOTTAM AND ZANE LEWIS

8.1 General

The Directors Mark Rowbottam and Zane Lewis previously agreed in July 2013 to accrue the payment of their Directors fees and Company secretarial fees for the period to 30 June 2013 and cease Directors fees in order that the Company could preserve its cash reserves to be allocated toward future transaction expenses.

The Company has agreed that the accrued fees of Mark Rowbottam and Zane Lewis for the period from July 2012 to 30 June 2013 should be made payable by way of the issue of Shares, subject to approval by Shareholders, so that the Company can continue to conserve cash.

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 622,500 Shares to Messrs Mark Rowbottam and Zane Lewis (or their respective nominee/s) (**Related Parties**) on the terms and conditions set out below, in lieu of their accrued Directors fees and Company secretarial fees for the period from July 2012 to 30 June 2013 (**Director Issue**).

Resolutions 10 and 11 seek Shareholder approval for the issue of these Shares to the Related Parties pursuant to the Director Issue.

8.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 6.2 above.

The issue of the Shares pursuant to the Director Issue constitutes giving a financial benefit and Messrs Mark Rowbottam and Zane Lewis are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Rowbottam and Mr Lewis who each have a material personal interest in the Director Issue) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Issue because the issue of the Shares is considered to be reasonable remuneration in accordance with Section 211(1) of the Corporations Act.

8.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 6.3 above.

As the issue of the Shares to the Related Parties pursuant to the Director Issue involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

8.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed Director Issue:

- (a) the related parties are Messrs Mark Rowbottam and Zane Lewis and they are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to the Related Parties is:
 - (i) 247,500 Shares to Mark Rowbottam; and
 - (ii) 375,000 Shares to Zane Lewis,
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all of the Shares will occur on the same date;
- (d) the Shares will be issued for nil cash consideration in lieu of Directors fees and Company secretarial fees, accordingly no funds will be raised;
- (e) the deemed value of the Shares to be issued to the Related Parties is \$99,600 in total (consisting of \$39,600 to Mark Rowbottam and \$60,000 to Zane Lewis. This can be calculated by multiplying the deemed issue price of each of the Shares, being \$0.16, by 622,500 to reach a total of \$99,600. The deemed issue price of the Shares to be issued to the Related Parties (being \$0.16) was set by the non-interested Directors as it is equal to the issue price of the Company's most recent capital raising (via the Convertible Notes issue); and
- (f) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to the Related Parties will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. BACKGROUND TO PROPOSED ACQUISITION OF HELPA.INC

9.1 General background

On 29 April 2014, the Company announced it had signed a Heads of Agreement (**HoA**) to merge with unlisted USA public company Helpa.Inc (referred to as **Spring.me**), which holds various intellectual property interests pertaining to social media assets and an operating social media network platform with active users (**Spring.me Acquisition**).

The Spring.me Acquisition is proposed to be effected by means of an all scrip offer by the Company to acquire all of Spring.me's fully paid ordinary shares (**Spring.me Shares**) and performance stock rights (**Spring.me Performance Stock Rights**) on the basis of 2.72 Shares for every 1 Spring.me Share held (on a post-Consolidation basis, as defined below), 2.72 First Performance Stock Rights for each First Spring.me Performance Stock Right held and 2.72 Second Performance Stock Rights for each Second Spring.me Performance Stock Right held (**Spring.me Offer**). This equates to a total consideration of \$20 million.

The valuation and number of Shares and Performance Stock Rights to be issued in consideration for the acquisition of Spring.me was determined through arm's length negotiations between the Directors and the Spring.me board of directors. In determining the purchase price for Spring.me, the Directors of the Company took into account the following considerations:

- (a) internal revenue and profit forecasts of Spring.me. However, those forecasts cannot be stated publically as they do not comply with ASIC guidelines (in particular, ASIC Regulatory Guide 170 which requires directors to have a reasonable basis for disclosing forecast financial information);
- (b) the last prices at which Spring.me raised equity funding from third party investors;
- (c) Spring.me's future prospects based on the status of its technology portfolio and interest from third parties; and
- (d) representations from the Spring.me directors as to the price at which a takeover offer for Spring.me would be likely to succeed.

The final price was determined through arm's length negotiations that took place over a number of weeks between the directors of Spring.me and the Directors of the Company. As with the acquisition of any business or asset that does not have a meaningful track record of revenue and profitability, there is not always a good valuation methodology available when determining the purchase price and the Directors were required to take into account qualitative factors such as those set out above in coming to a decision on price.

The Company confirms that no formal valuation process in respect of Spring.me was undertaken through the engagement of independent advisers.

The Spring.me Offer is subject to a number of conditions, including Spring.me Shareholders holding at least 90% of the Spring.me Shares accepting the Spring.me Offer, the Company obtaining necessary shareholder approvals for the Spring.me Acquisition (including under Chapter 11 of the ASX Listing Rules), a consolidation of the Company's securities on a 1:5 basis (**Consolidation**), securing at least \$3 million under a full form prospectus capital raising (**Capital Raising**) and ASX conditional approval being obtained for the securities of the Company to be re-admitted to trading following re-compliance with Chapters 1 and 2 of the ASX Listing Rules. A full

list of conditions to the Spring.me Offer is set out in Schedule 4.

If the conditions to the Spring.me Offer are not satisfied or waived before 1 November 2014, including if any of the Essential Resolutions are not passed, the Spring.me Acquisition will not proceed. See further Section 9.11.

Under the terms of the HOA, the Company provided Spring.me with an initial loan of \$150,000 for working capital purposes. Contemporaneously with the provision of this initial loan, the Company was obliged to appoint two nominees of Spring.me as directors of the Company. These two nominees are Grant Gibson and Edwin Bulseco and their re-election as Directors of the Company is the subject of Resolutions 3 and 4. It is the intention of both Grant Gibson and Edwin Bulseco to resign as Directors upon completion of the Spring.me Acquisition.

The HOA also provides that upon the satisfaction of the condition that Spring.me Shareholders holding at least 90% of the Spring.me Shares accept the Spring.me Offer, the Company is obliged to loan Spring.me an amount of up to \$1,400,000 (inclusive of the initial loan of \$150,000) (**Facility Agreement**). Interest is payable on any amounts borrowed pursuant to the Facility Agreement at the rate of 10% per annum. The Facility Agreement is unsecured. In the event the Spring.me Acquisition does not complete, any amounts borrowed under the Facility Agreement are to be repaid to the Company on the earlier to occur of (i) 12 months after the first advance and (ii) the date Spring.me conducts its next capital raising. The Company also has the election of converting any amount borrowed by Spring.me under the Facility Agreement into shares in Spring.me at the issue price of the last capital raising of over \$250,000 in Spring.me.

This Notice of Meeting sets out the Resolutions necessary to complete the Spring.me Acquisition and associated transactions. Each of the Resolutions is conditional upon the approval by Shareholders of each of the Essential Resolutions. If any of the Essential Resolutions are not approved by Shareholders, all of the Resolutions will fail and the Spring.me Acquisition will not be completed. A summary of the Resolutions is as follows:

- (a) as the Company is currently a diversified financials company, the Spring.me Acquisition, if successfully completed, will represent a significant change in the nature and scale of the Company's operations to a social media company, for which Shareholder approval is required under ASX Listing Rule 11.1.2 (Resolution 12);
- (b) the Company will need to re-comply with Chapters 1 and 2 of the ASX Listing Rules and, to achieve this, must:
 - (i) undertake a 1:5 Consolidation of its Shares, for which Shareholder approval is being sought. If approved, the Consolidation will take effect following the Meeting in accordance with the ASX timetable (Resolution 13); and
 - (ii) complete the Capital Raising, with 25,000,000 Shares offered at an issue price of \$0.20 each to raise up to \$5 million, with a minimum subscription level of \$3 million and oversubscriptions of up to a further 5,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$1 million (Resolution 17).
- (c) the creation of a new class of securities, being the Performance Stock Rights, which are being offered as consideration pursuant to the Spring.me Offer (Resolution 14). Full terms and conditions of the Performance Stock Rights are set out at Schedule 1;

- (d) the issue of 60,000,000 Shares and 40,000,000 Performance Stock Rights to the Spring.me Shareholders (**Vendors**) as consideration for the acquisition by the Company of their Spring.me Securities (Resolution 15);
- (e) the Company proposes to issue up to 6,000,000 Shares (on a post-Consolidation basis) to key advisers of the Company in consideration for those persons assisting the Company with the Spring.me Acquisition (Resolution 16);
- (f) on successful completion of the Spring.me Acquisition, the Company has agreed, subject to Shareholder approval, to appoint additional directors nominated by Spring.me to the Board (Resolutions 26-28); and
- (g) the Company intends to change its name to Spring Networks Limited on completion of the Spring.me Acquisition, with Shareholder approval being sought for this change under Resolution 25.

9.2 Proposed Board of Directors

The following Proposed Directors will join the Board upon successful completion of the Spring.me Acquisition:

- (a) Ari Klinger;
- (b) Colin Fabig; and
- (c) Roger Harley.

The qualifications and biographies of the Company's proposed Board are set out in Section 9.4 of this Explanatory Statement.

9.3 Company's existing activities

GRP was admitted to the Official List of the ASX on 19 March 2003 under the name Greater Pacific Capital Limited as a diversified financials company with exposure to the provision and management of finance facilities to various property and infrastructure developments. The Company was suspended from the Official List of the ASX on 25 August 2009 and entered into a Deed of Company Arrangement on 13 August 2010. Since the Deed of Company Arrangement, GRP has entered into, but not completed, a number of transactions with the intention of delivering shareholder growth.

For the past twelve months, GRP has been evaluating alternative corporate opportunities, both in Australia and overseas, which have the potential to deliver strong future growth for Shareholders. This is consistent with the Spring.me Offer being made by GRP.

GRP's only assets at present are its contractual rights in respect of the Spring.me Acquisition pursuant to the Heads of Agreement and the Facility Agreement.

9.4 Overview of Helpa.Inc

9.4.1 Background

Helpa.Inc was incorporated in December 2012 by Ari Klinger and Colin Fabig with the formal launch of the Spring.me social network occurring in September 2013.

The Company's vision is to become a leading social media network of websites and mobile applications for making friends. The Company, through a wholly owned subsidiary, owns the domain name "**www.spring.me**". As at August 2014, the Spring.me network had in excess of 5 million visitors per month, which is continuing to grow, comprising a large global audience predominately in the 16-28 year age demographic.

Helpa.Inc is an unlisted public company registered in the United States of America which holds intellectual property assets, domains and an operational business underpinning its social network platform Spring.me. Spring.me has a strong board and management team with specialist expertise and a proven track record.

The Spring.me network is a question and answer ("**Q&A**") based social network of websites and mobile applications with over five million visits per month focused on making new friends. Through the Spring.me platform, members from around the world can share ideas, thoughts, perspectives and opinions with friends, followers or other Spring.me members and in due course make new friends. Sponsors, advertisers and experts will have the opportunity to leverage the network and connect with potential customers based on their interests or purchase intent.

9.4.2 www.Spring.me

www.Spring.me is the company's flagship website, where members can "meet people like you through social Q&A". It is an anonymous social network where people share questions and opinions honestly, in a friendly online environment with other likeminded people.

The site is made up of content feeds that are there to help start conversations; the Question Feed, the Answer, Opinions, Photo and People Feeds. These feeds provide an opportunity for any site member to interact with any other members in an open forum. All feeds have "Latest", "Popular" and other filters to better find relevant content and people.

Members can express their personality by creating custom usernames and customising their own profiles with photos, backgrounds and other personalised information. Like Twitter they can "follow" other members' content and gather "followers" who follow their content postings. In addition, they can use animated gifs and a meme creation tool to make it more interesting.

Most content is public, so that all members can jump into conversations and discuss, but there are anonymous or private messaging features as well. For example, members can message up to 10 random people to answer a private question sent anonymously. This allows for honest and edgy feedback for the adventurous, curious 16-28 year old demographic. There are sharing options for posts, questions, photos and videos with other social networks such as Facebook and Twitter. The Smile button on Spring.me is a social networking feature similar to Facebook's Like button, but aimed to generate a much friendlier feeling about the site. It allows users to express and share their appreciation of content such as comments, photos and questions.

9.4.3 Spring.me Team

Spring.me is led by a team of Australia's leading internet entrepreneurs, being co-founded by Colin Fabig and Ari Klinger. Together Ari and Colin have been involved in numerous ventures that achieved real scale and successful exits in excess of \$350 million in combined valuation.

Ari Klinger has extensive experience in starting, building and selling internet-related businesses having co-founded, with Colin Fabig, iMega, an online media network with over 30 million visitors a month. iMega was sold to a listed marketing services group in 2006 for \$37 million.

In 2008, Ari co-founded, and was CEO of Online Marketing Group, which quickly grew to become one of Australia's largest network of websites and owner of premium domain names. Online Marketing Group was sold to Fairfax Media in 2011.

Colin Fabig has been involved in technology related start-ups from 1991, and started and successfully exited two start-ups in South Africa before moving to Australia in 1999. Colin joined Ari Klinger as a co-founder at iMega in 2003.

In 2010, Colin was co-founder and CEO of web startup Jump On It, growing annual revenue to ~ \$100 million, and a staff in excess of 250 inside 24 months. The business was successfully exited, having been sold to US based site Living Social in 2012.

Ari and Colin are joined by Keith O'Brien as Chief Operating Officer, Matt Cudworth as Chief Technology Officer and Roger Harley as a Director. Keith has extensive digital experience developing and launching consumer entertainment in mobile, content and product development in UK, Europe and Australia. Matt has previously worked across a range of start-up and corporate environments leading world class technology teams and brings a wealth of experience in building highly scalable platforms gained during his time at Dimension Data, Yeahpoint and Styletread.

On completion of the Spring.me Acquisition, Roger Harley will join the board of Helpa.Inc and of GRP Corporation Limited as a non-executive director. He is a founder of Melbourne based corporate advisory firm, Fawkner Capital. Roger's engagement in the ecosystem of high growth emerging companies traverses roles as investor, adviser on equity raising and exits, director and Government delegate. From 2001 to 2010, Commonwealth Government appointments included the membership of the Industry Research and Development Board and Innovation Australia, where responsibilities included oversight of the Innovation Investment Fund program, Commercialisation Australia, the R&D tax concession and other innovation programs. Fawkner Capital's involvement with internet based companies has included its role as adviser to National Financial Solution, the owner of one of Australia's leading on-line life insurance brokers. Roger was a director of National Financial Solutions from 2007 up until its sale to TAL Australia in 2013. Other current Directorships include ASX listed Clean TeQ Holdings (ASX: CLQ) and the People and Parks Foundation. Previous Directorships include Medibank Private. Prior to founding Fawkner Capital in 1998, Roger worked for a period of 11 years at Deutsche Bank where the positions he held included Director of Corporate Finance as well as Director, Equity Capital Markets. He holds a BSc from the University of Melbourne and is a Fellow of the Australian Institute of Company Directors.

9.4.4 Company Vision and Opportunity

Spring.me aims to become a leader in the high growth social media industry. Social media is the number one internet activity, measured by time spent online with people reportedly spending more time on social media than on email, online video or online games. The number of social media users is continuing to grow, with a forecast of 2.5 billion users globally by 2017. As a result, advertising spend on digital media has been forecast to expand rapidly by 48% from \$109 billion in 2014 to \$159 billion in 2018.

Social networks are gaining traction and building highly valuable online communities around the world. For example, Facebook has a market valuation of ~\$180 billion; Twitter ~\$22 billion, LinkedIn ~\$19 billion, SnapChat and Pinterest ~\$5 billion each.

As occurred in the traditional media space, social media is fragmenting as specialised players emerge based on demographics, interests and use case. Facebook is used for keeping up with family and friends; LinkedIn is the same for business; Instagram has the best photo sharing service; YouTube is for video sharing; SnapChat is for photo and video messaging; and Pinterest is a digital pinboard. Dating sites and apps like Match.com, Tindr and Eharmony are essentially social media for dating.

Spring.me believes there is a large global market for a social media network targeted at making new friends by simply creating friendships based on a common interest-based Q&A format. Friendships at Spring.me begin with questions, smiles and finding common ground with members starting conversations by posing and answering questions to individuals or groups, anonymously or as themselves. Members can also participate in discussions and post photos to find likeminded members who smile, respond and follow them. Spring.me increasingly uses advanced matching algorithms to suggest, introduce and connect members to increase the likelihood of a friendship resulting.

As part of the growth of the network, Spring.me is committed to building a safe online community. It has launched a number of initiatives such as age-based content filters, community content rating systems and algorithms to help create a safer, more fun and friendly environment.

9.4.5 Monetisation: Advertising as-a-Service

Once Spring.me has reached its 24 month target of achieving regular web and mobile traffic of 15 million visitors per month, it intends to implement its monetisation strategy, aimed at generating revenue from online advertising and premium services. In the opinion of the Spring.me board, this is a proven approach, modelled off successful social networks such as Facebook, Twitter, LinkedIn and Pinterest. In addition to traditional social media advertising and premium services, Spring.me intends to enhance the current social media revenue model with its "Advertising as-a-Service" offering.

Understanding the purchase intent of potential customers is a major contributor to successful advertising, allowing more targeted and relevant offerings, generally resulting in higher conversions. Advertisers are willing to pay a significant premium to access potential customers where purchasing intent is understood, with Google AdWords using the key words entered into their search engine by the users as an indicator of the specific area of interest, providing them over 12 x average revenue per user (**ARPU**) when compared to Twitter, where little is known about their members' purchase intent.

By designing a social platform built around "question and answer" interaction, Spring.me has an excellent insight into members' tastes and preferences and will have the ability to interact with and lead members through the purchasing cycle, known as Advertising-as-a-Service. Allowing advertisers to provide deals to members who specifically opt-in to receive this advertising, only for what they are looking to purchase, has, in the opinion of the Spring.me board, the potential to significantly increase the expected ARPU for Spring.me. As Advertising-as-a-Service only works at scale, Spring.me is focussed for the next two years on building a critical mass of regular members to their sites, before introducing this new highly leveraged model.

9.4.6 Acquisitive Growth

In addition to traditional organic growth and after acquiring the assets of the former website formspring.com and leveraging that database to launch Spring.me, Spring.me intends to grow acquisitively, seeking both databases and bolt-on

companies that will bring enhanced distribution, strategic revenue, technology and/or talent. This is a well trodden path in social media history. Mark Zuckerberg “acquired” the Harvard student database to start his Hot or Not service that pivoted into Facebook. Facebook has since completed forty-eight acquisitions to date. Twitter has engaged in thirty-seven.

9.5 Effect on Capital Structure

9.5.1 Capital Structure

On the basis GRP completes the Spring.me Acquisition and associated transactions on the terms set out in section 9.1 above, GRP's capital structure (assuming minimum, full and full over subscription of the Capital Raising) on a post-Consolidation basis will be as follows (assuming 100% acceptance of the Spring.me Offer, the conversion into Shares of the Convertible Notes the subject of Resolutions 5 to 8, the issue of Shares to Creditors in lieu of debt the subject of Resolution 9, the issues of Shares to Directors in lieu of fees the subject of Resolutions 10 and 11 and no other Shares are issued by either the Company or Spring.me):

	Minimum Subscription under Capital Raising (\$3,000,000)	Full Subscription under Capital Raising (\$5,000,000)	Full Over- Subscription under Capital Raising (\$6,000,000)
Current issued capital	18,761,095	18,761,095	18,761,095
Post-Consolidation issued capital	3,752,219	3,752,219	3,752,219
Spring.me Offer consideration - Shares	60,000,000	60,000,000	60,000,000
Spring.me Offer consideration - Performance Stock Rights ¹	40,000,000	40,000,000	40,000,000
Capital Raising	15,000,000	25,000,000	30,000,000
Promoter Shares ²	4,825,400	6,000,000	6,000,000
Issues of Shares to Creditors, Related Party Convertible Noteholders and Directors of the Company pursuant to Resolutions 6 - 11	3,972,781	3,972,781	3,972,781
Issue of Shares to Unrelated Parties under Convertible Notes pursuant to Resolution 5 ³	11,183,750	11,183,750	11,183,750
Total Post Spring.me Acquisition & Capital Raising	138,734,150	149,908,750	154,908,750

Notes:

1. The deferred consideration will be payable by way of an issue of Performance Stock Rights to Spring.me Shareholders. The terms and conditions of the Performance Stock Rights (including the milestones for conversion) are set out in Schedule 1 of this Notice.
2. Upon completion of the Spring.me Acquisition, GRP proposes issuing up to a maximum of 6 million Shares to advisors of GRP.
3. Upon shareholder approval of GRP, the Company will issue 11,033,750 shares to unrelated convertible note holders.

9.5.2 Potential Shareholder Dilution

As noted above, the Company currently has 18,761,095 Shares on issue (on a pre-Consolidation basis) equivalent to 3,752,219 Shares (on a post-Consolidation basis) and will issue up to a further initial 111,156,531 Shares (on a post-Consolidation basis) if the Essential Resolutions are passed and the Spring.me Acquisition is completed.

Upon the issue of these Shares (assuming full over-subscriptions are raised under the Capital Raising), the existing Shareholders will retain approximately 3.27% of the issued capital of the Company (i.e. they will be diluted by approximately 96.73%), investors investing via the Capital Raising will hold approximately 26.11% with Spring.me Shareholders holding 52.22% of the issued capital of the Company respectively.

Further, assuming the relevant performance hurdles are met and the Performance Stock Rights convert into Shares and are issued to the Spring.me Shareholders, an additional 40,000,000 Shares will be issued in the Company. Upon the issue of these Shares, the existing Shareholders will retain approximately 2.42% of the issued capital of the Company (i.e. they will be diluted by approximately a further 25.85%) with Spring.me Shareholders holding 64.55% of the issued capital of the Company respectively.

9.5.3 Substantial Shareholders

Based on publicly available information as at 21 September 2014, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue at the date of this Notice are set out below:

Shareholder	Shares	%
Phillip John Coulson	1,875,000	9.99
Miguel Rodolfo Laborde	1,566,667	8.35
Sinbad Pty Ltd	1,466,667	7.82
Shan Pei Investment Limited	1,466,398	7.82
Michael Thomas Musk	1,325,000	7.06
Troca Enterprises Pty Ltd	1,250,000	6.66
Heelmo Holdings Pty Ltd	1,066,667	5.69

Those persons which (together with their associates) will have a relevant interest in 5% or more of the Shares on issue at completion of the Spring.me Acquisition are set out below:

Shareholder	Shares	%
Fabiq Pty Limited ¹	14,394,578	12.54
Kezwezel Pty Limited & Robekesh Pty Limited ²	13,616,489	11.87
James Henry Gilbert Entrepreneurial Enterprises Pty Ltd	13,341,346	11.63

¹ This entity is controlled by Colin Fabig, a proposed director of the Company to be appointed upon completion of the Spring.me Acquisition.

² This entity is controlled by Ari Klinger, a proposed director of the Company to be appointed upon completion of the Spring.me Acquisition.

9.6 Pro Forma Statement of Financial Position

Set out in Schedule 2 is an unaudited statement of financial position of the Company as at 30 June 2014, together with a pro forma statement of financial position of the Merged Group (being the Company and Spring.me) following completion of the Spring.me Acquisition and associated transactions as set out above.

9.7 Indicative timetable

An indicative timetable for completion of the merger with Spring.me and associated transactions is set out below:

Event	Date
Announcement of Spring.me Offer	29 April 2014
GRP Notice of AGM sent to GRP shareholders	23 September 2014
Prospectus lodged with ASIC	30 September 2014
Opening Date of the Capital Raising	7 October 2014
GRP Annual General Meeting	22 October 2014
Closing Date of the Capital Raising	7 November 2014
Completion of Spring.me Acquisition	14 November 2014
Issue of Shares and Performance Stock Rights under the Prospectus	14 November 2014
Despatch of holding statements	18 November 2014
Re-instatement to trading on ASX	25 November 2014

Please note this timetable is indicative only and the directors of GRP reserve the right to amend the timetable as required.

9.8 Advantages of the Spring.me Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) the Spring.me Acquisition represents an attractive investment opportunity for the Company to change its business focus to that of a social media network company;
- (b) with increasing use of the Spring.me social media network the Company will be exposed to an industry which has potential to grow significantly with various potential sources of revenue;
- (c) the Company will obtain an interest in intellectual property interests which have an existing presence in the market and which will take potential competitors significant time and expense to replicate;
- (d) the Company will acquire a company in the process of ramping up the marketing of its social media network and its deployment across other technology platforms with a view to having access to future revenue streams through marketing; and
- (e) the Company will be managed by directors and officers with significant experience in the technology and social media industry with a view to

guiding the Company to be a significant player in the industry.

9.9 Disadvantages of the Spring.me Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) the Company will be changing the nature and scale of its activities to primarily be a social media network company, which may not be consistent with the objectives of all Shareholders;
- (b) the acquisition of Spring.me will result in the issue of a significant number of Shares and Performance Stock Rights to Spring.me Shareholders and further Shares are proposed to be issued pursuant to Resolutions 9, 16 and 17, which if completed, will have a dilutionary effect on the holdings of Shareholders. Refer to section 9.5.2 for further details on the potential dilutionary effect to Shareholders;
- (c) future outlays of funds from the Company may be required for the operations of Spring.me; and
- (d) there are additional risk factors associated with the change in nature of the Company's activities resulting from the Spring.me Acquisition. Some of the key risks are summarised in Section 9.10 below.

9.10 Risk factors

Shareholders should be aware there are risks associated with the Spring.me Acquisition and associated transactions. Based on the information available, a non-exhaustive list of risk factors that the Company will be subject to should the Spring.me Acquisition be successful is set out below. This list of risk factors does not purport to list every risk that may be associated with Spring.me. The occurrence of or consequences of some of the risks described below are partially or completely outside the control of Spring.me, its directors and its management team.

The selection of risks has been based on the assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk and the impact of the risk if it did occur. That assessment is based on the knowledge of the Spring.me directors as at the date of this Notice, but there is no guarantee or assurance that the importance of different risks will not change or that other risks will not emerge. Shareholders should satisfy themselves that they have a sufficient understanding of these matters. Risks in respect of Spring.me's current operations

(a) Consumers

Spring.me's business model is built around attracting, retaining, and increasing the engagement levels of users on its platforms. While the number and level of Spring.me's new users, retention and engagement rates have risen since the date the platform was launched, if Spring.me was unable to sustain this trend, for whatever reason, the company's business would likely be severely affected. There can be no guarantee that new or existing users will continue to interact with the product in the same way and that the company will not experience an erosion of its active user base.

A range of factors may impact user growth, retention and engagement including, but not limited to issues surrounding product development and popularity of new features, experience of the platform across multiple web,

mobile and other channels, the number and placement of advertisements, public relations and branding issues, public and user concerns related to privacy, data sharing, safety and security, the nature and interest in content that users generate and that Spring.me's algorithms promote, the timely and uninterrupted delivery of services and information technology systems that underpin them, the quality of customer service users receive and the broader economic, social and regulatory environment in which Spring.me operates.

(b) **Valuation**

Spring.me has been careful not to issue specific forecasts of its future valuations. While Spring.me aspires to achieve future valuations comparable with other leading social media companies, and has intentions and plans that it believes are consistent with pursuing that aim, there can be no guarantee that the number of Spring.me's active users, the revenue derived from each user or the value placed on each of its users will approach the desired levels.

If Spring.me is unable to reach a critical mass of user audience, if it is unable to generate meaningful revenue from those users, if it is unable to collect the desired information about its user's backgrounds, interests, activities and purchasing intent, or if its underlying calculations about the value of that information to advertisers proves incorrect, its future valuations may be significantly less than Spring.me or its investors had anticipated.

(c) **Business Model to Initially Focus on Growing Market Share**

As with many other social media networks in their early stages of development, Spring.me's business plan is initially targeted at growing market share and users, rather than revenue or profitability. Only once Spring.me has achieved critical mass will it shift focus to raising revenue and later profits. This strategy requires significant capital outlays on marketing, product and business development in the initial stages and involves the risk that, if its growth or monetization is unsuccessful, contributors may not recover their investment.

(d) **Capital and Funding Requirements**

Given its initial focus on growing market share, Spring.me has negative operating cashflow. In fact, it does not currently have any revenue. It is intended that the Capital Raising associated with listing on the ASX the subject of Resolution 17 will provide for its expenses in the immediate term. However, depending on how successfully Spring.me times and executes its monetization and depending on the opportunities that arise for business development, Spring.me may require further resources to achieve its aims going forward. Beyond its regular operating expenses, additional funding may also be deemed necessary to take advantage of acquisition, promotional or other business opportunities. These funds may come in the form of further investments or loans.

While Spring.me believes that it represents an exciting and attractive investment opportunity, it may not be able to secure funding on acceptable terms. Its ability to raise further capital and the terms on which it does so may depend on macro-economic conditions, the performance of Spring.me and of the broader social media industry at the time, and the risks associated with the intended use of the funds. If Spring.me is unable to access these

funds, or is unable to do so on acceptable terms, this could adversely affect Spring.me's position.

(e) **Competition**

Spring.me's market position and customer relationships may be affected by competitors. There is real and significant competition in the social networking market. Although Spring.me will undertake all reasonable due diligence in its business decisions and operations, it will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the projects and business of the Company.

Spring.me believes that it provides an engaging and differentiated offering and that it has a competitive plan for growth. Nevertheless, there are a number of other social media companies that offer broadly similar services to Spring.me. There is also the potential for the size and character of that competition to change. Spring.me will be competing against these companies for users and revenue. If it is unsuccessful in doing so, there will likely be a real material adverse impact on the company as a result.

More broadly, the digital marketing environment is fiercely competitive. Social media networks can provide advertisers with highly valuable consumer information and, in recent times, many such networks have generated highly profitable advertising revenues. However, there can be no guarantee that advertisers will continue to allocate resources towards social networks instead of other medias they deem more attractive. There can also be no guarantee that Spring.me's plans will successfully differentiate it in the advertising marketplace.

(f) **Operations and Management of Potential Growth**

Spring.me believes that it has attracted a highly skilled and experienced management team. However, Spring.me is a complex and dynamic business. It is a high growth start up, working in a fast moving environment, engaged in business with multiple partners and operating in numerous geographies around the world. Navigating these issues while effectively dealing with prioritization, timing, execution, cost control, and other business decisions is likely to provide real challenges for its small management team.

There can be no guarantee that successful execution of Spring.me's strategy will make it profitable or commercially viable. Current product development and marketing strategies may not have the intended effect of increasing new users. Similarly, strategies to create value from users of the application may not yield the expected revenue.

(g) **Product Development**

Spring.me believes that it provides a meaningful and engaging offering. Moreover, in addition to its current web platform, Spring.me is planning to release a new and updated mobile app later this year. However, there can be no guarantee that Spring.me's platforms and features will continue to be relevant, or that its future updates will continue to promote user growth and engagement. There is also the risk that delays in product development, cost overruns, or difficulties in delivering new features will negatively the company and its business.

(h) **Maintenance of Reputation and Brand**

Spring.me is seeking to be a mass social network. Usage and engagement levels of such networks have the potential to be significantly affected by popular consumer sentiment. As such, Spring.me's exposure to public relations issues and threats to its reputation and brand name may be greater than for other businesses. This may be especially the case given that, up to this point, Spring.me has primarily relied on organic and 'word-of-mouth' growth, as opposed to external paid marketing.

Moreover, Spring.me's platforms facilitate user-generated content. While Spring.me has instituted a number of moderation systems and processes, there is nevertheless a risk that the nature of some specific user generated content, or the activities of particular users on the network, may cause damage to Spring.me's reputation and brand name and therefore to its growth and profitability.

(i) **Ability to Attract and Retain Skilled Personnel**

Spring.me's success depends, to a large extent, on its ability to attract and retain appropriately skilled personnel. Spring.me is currently operated and managed by a small group of select team members. The departure, either temporary or permanent, of those key staff, or any delay in their replacement, could adversely affect Spring.me's performance. Similarly, as a start up seeking to grow and expand, Spring.me's success in securing new talent will be critical going forward and may be constrained for a number of reasons. The attraction and retention of key staff is determined by a broad range of internal and external factors, some more or less within Spring.me's control, including, but not limited to, issues concerning: personal or health issues, company performance, public relations and branding, logistics and timing, the availability of IT staff in the market and macro-economic factors.

(j) **Website Traffic**

Spring.me currently gets most of its organic (unpaid) web traffic from a variety of sources including Google, Facebook, Bing, Yahoo and many thousands of other websites. These third parties change algorithms, rules and optimisation processes regularly and this might increase or decrease the free web traffic to Spring.me as they do so and thus could adversely affect the rate of member growth and engagement on Spring.me's network and subsequently its ability to reach critical mass of regular members required to become a viable ongoing business.

(k) **Insurance**

While Spring.me has sought to be insured in a way that is in keeping with industry practices, there is the risk of an event occurring that is not fully covered by insurance. This may cause significant financial and material loss to Spring.me. Furthermore, there is the risk that Spring.me's insurer fails to respect a legitimate claim made by Spring.me.

(l) **Acquisitions and Joint Ventures**

Spring.me plans to investigate and consider potential acquisitions and opportunities to enter into new joint venture arrangements that are consistent with its stated growth strategy. The successful implementation of acquisitions will depend on a range of factors including funding

arrangements and technical integration. Spring.me may also enter into joint venture relationships in the future.

Subject to the relevant joint ventures, Spring.me cannot control the actions of joint venture partners and therefore cannot guarantee that joint ventures will be operated or managed in accordance with Spring.me's preferred direction, strategy or risk management parameters. To the extent that acquisitions or joint venture arrangements are not successfully integrated with Spring.me's existing business lines, the user growth and financial performance of Spring.me could be affected and, despite the terms of the relevant agreements, it may be impractical to enforce all of Spring.me's rights (particularly if the joint venture operates overseas).

(m) **Reliance on Core Information Technology and Other Systems**

Spring.me's ability to provide reliable services largely depends on the efficient and uninterrupted operation of its core technologies, which include specialized and proprietary software systems, its websites and data centres. Its information technology environment is a complex one. It is also dependent on reliable telecommunication and information technology provision by third parties.

Spring.me's core technologies and other systems operations could be exposed to damage or interruption from system failures, computer viruses, cyber attacks, power or telecommunication provider failures, fire, natural disasters, terrorist acts, war, human error or court ordered injunction in the event of an alleged breach of third party intellectual property rights. Events of that nature may cause one or more of those core technologies to become unavailable due to the high level of integration between the disparate software systems that make up Spring.me's information technology environment.

If Spring.me was to experience systematic failure, then it is likely that its ability to deliver services to its customers could be delayed or interrupted. This in turn may impact its ability to attract and retain users, generate news business and protect its brand.

(n) **Intellectual Property Rights**

While Spring.me has systems and procedures in place to protect its content and information, unauthorized use of its intellectual property could have a negative impact on the company's operations and brand. Given the public nature of much of Spring.me's user generated content, this risk may be greater for Spring.me than for other companies.

Spring.me also operates in a market where claims of infringement of intellectual property are common. There is a risk of third parties making claims of infringement of intellectual property against Spring.me. This could result in significant legal costs and negatively impact operations.

(o) **International Expansion**

Spring.me's platforms are used in many and varied countries. It may therefore likely be subject to multiple overseas jurisdictions. In each different jurisdiction there may be increased compliance and operating costs. If and when it becomes necessary to have a local presence in overseas markets

there will be increased overheads as well as development and marketing costs. There is no guarantee such expansions will be successful and increased costs may adversely impact the profitability and working capital of Spring.me.

(p) **Subsidiary and Corporate Governance**

Spring.me is a head company with a series of subsidiaries and corporate governance involving (a) a set of companies incorporated in Delaware, USA that currently owns much of Spring.me's key intellectual property and in which its financial statements are booked, and (b) a working company in Australia that actually carries out its daily operations. This arrangement involves a number of risks.

This includes the risk that Spring.me may fail to comply with the complex and differing set of laws and regulations governing each company and their interactions. There is also the risk of future costs in the event that Spring.me deems it preferable to restructure its corporate governance. This may involve moving its intellectual property or operations from the USA to Australia or vice versa. In addition, Spring.me's rights to participate in the distribution of its USA based assets and/or the assets of their subsidiaries in the event of liquidation, reorganisation or insolvency may be subject to prior claims of that entity's creditors.

While Spring.me believes that it operates under a practical and efficient corporate structure, investors are responsible to study the corporate governance and make their own assessment of the risks involved.

(q) **Contracts**

Spring.me may enter agreements with counterparties. In such cases, there is the risk that counterparties default on their obligations, which may in turn necessitate legal action. This could result in significant financial loss for Spring.me. In some cases, the contracts that Spring.me has entered into may be governed in jurisdictions outside Australia. It may be more difficult to resolve disputes in such jurisdictions than it would be under Australian law. As such, Spring.me cannot ensure that an appropriate legal resolution will be achieved.

9.10.2 General Risks Relating to the Merged Group

(a) **Reliance on Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Merged Group depends substantially on its senior management and directors. There can be no assurance that there will be no detrimental impact on the performance of the Merged Group or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner. The Merged Group does not have any present intention to obtain "key person" insurance for any member of its management.

(b) **Economic Risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Merged Group's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(c) **Liquidity**

If and when the Merged Group's shares are made open for trading, the market may not be liquid. Prior to the Capital Raising the subject of Resolution 17, there has been no public market in the shares of Spring.me. Once the Merged Group's shares are quoted on the ASX, there can be no guarantee that an active trading market for the shares will develop or that the price of the shares will increase. There may be relatively few buyers or sellers of the shares on ASX at any time. This may increase the volatility of the market price of the shares. It may also affect the prevailing market price at which shareholders are able to sell their shares. This may result in shareholders receiving a market price for their shares that is less than the price the shareholders paid.

(d) **Shareholder Dilution**

In the future, the Merged Group may elect to issue shares or engage in fundraisings and also to fund, or raise proceeds, for acquisitions. While the Merged Group will be subject to the constraints of the ASX Listing Rules regarding the percentage of capital that it is able to issue within a 12 month period (other than where exceptions apply), shareholders may be diluted as a result of such shares and fundraisings.

(e) **Legal Environment and Sovereign Risk**

Spring.me currently conducts its operations in Australia. While Australia is a stable and developed legal environment, there are a range of sovereign risks that may adversely affect the performance of the company. These include, but are not limited to: changes to privacy, taxation, accounting, employment, licensing, exchange control or other legislation.

Particularly, over recent years, there has been an increased regulatory and public focus on the use of private information, especially how private information is collected and used for commercial purposes. Any further changes to laws and regulations governing the use of this information could result in an adverse impact on the markets in which Spring.me operates and in its business, including its forecast revenues, profit margins, and compliance costs.

Spring.me's platforms are also used in numerous other countries and will be subject to the local laws and regulations where they apply. Some of the countries in which Spring.me's platforms are used represent emerging

markets and/or less stable legal environments. This may involve risks related to the regularity, speed, transparency and expectations surrounding government action, ease of gaining fair representation in court and clarity and consistency of the legal framework.

Working in changing, complex and multiple regulatory environments involves a set of risks. These include the risk that Spring.me may fail to comply with laws or regulations or that laws or regulations may have unintended consequences or are open to interpretations that increase the risk of non-compliance. In addition, there is a risk that Spring.me may fail to implement procedures within the statutory timeframes to ensure that it can provide services which comply with the introduction of these new laws and regulations.

Any substantial failure by Spring.me to comply with applicable laws and regulation could result in cessation of part or all of its operations, restriction on its ability to carry out operations, fines, penalties or other liabilities to customers, suppliers or third parties. Compliance failure could also damage Spring.me's reputation and reduce the attractiveness of its platforms.

(f) Australian Accounting Standards

Australian Accounting Standards are set by the Australian Accounting Standards Board (**AASB**) and are outside the control of either Spring.me or its directors. The AASB is due to introduce new or refined Australian Accounting Standards during the period from 2014 to 2018, which may affect the future measurement and recognition of key income statements and balance sheet items, including revenue and receivables.

There is also a risk that interpretations of existing Australian Accounting Standards, including those in relation to the measurement and recognition of key income statement and balance sheet items, including revenue and receivables, may differ. Changes to Australian Accounting Standards issued by the AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in Spring.me's consolidated financial statements over the coming years.

(g) Force Majeure

The Merged Group and its projects, now or in the future may be adversely affected by risks outside the control of the Merged Group including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

9.11 What if the Spring.me Offer does not succeed?

If the conditions to the Spring.me Offer (which are summarised in section 9.1 above) are not satisfied or waived before 1 November 2014, including if the Essential Resolutions are not passed, the merger with Spring.me will not proceed, and the Company will continue in its current form. The Company will also likely investigate new opportunities, both in Australia and overseas, which have the potential to deliver strong future growth to Shareholders and will allow the Company to request that ASX remove the suspension order and allow quotation of the Company's securities to be reinstated as soon as possible.

9.12 Conditionality of Resolutions

Resolutions 9 and 12 to 25 in this Notice of Meeting are conditional upon the approval by Shareholders of each of the Essential Resolutions. As noted above, should any of the Essential Resolutions not be approved, the Company will not proceed with the Spring.me Offer or the Capital Raising or the merger with Spring.me.

The Essential Resolutions are Resolutions 12 to 17 and 23 to 25 (inclusive) in this Notice.

9.13 Intentions of the Company

The Company reserves its right to waive any condition to the Spring.me Offer, provided that Spring.me's consent is obtained.

9.14 Directors' recommendation

No Director currently has any direct interest in Spring.me Shares or Spring.me Performance Stock Rights. Allison Bulseco, the spouse of Edwin Bulseco (a Director of the Company) has a holding of 18,387 Spring.me Shares, 16,691 First Spring.me Performance Stock Rights and 16,691 Second Spring.me Performance Stock Rights and also holds 25,000 Convertible Notes convertible into 25,000 Shares in the Company. The Company has sought, and obtained, confirmation from ASX that ASX Listing Rule 10.1 does not apply to the acquisition by the Company of Allison Bulseco's Spring.me Shares on the basis of the exception in ASX Listing Rule 10.3 which provides that ASX Listing Rule 10.1 does not apply to a transaction between an entity and a person who is a related party by reason only of the transaction. Similarly, the Company has sought, and obtained, confirmation from ASX that ASX Listing Rule 10.11 does not apply to the issue of consideration securities by the Company to Allison Bulseco in consideration of acquiring her Spring.me Shares on the basis of exception 6 in ASX Listing Rule 10.12 which provides that ASX Listing Rule 10.11 does not apply where a person is a related party by reason only of the transaction which is the reason for the issue of the securities.

Edwin Bulseco and Grant Gibson are Spring.me's nominees on the Company's Board of Directors.

The Directors (other than Edwin Bulseco and Grant Gibson who have or may have a material personal interest in the Spring.me Acquisition), being Mark Rowbottom and Zane Lewis recommend that Shareholders vote in favour of each of the Essential Resolutions in respect of the Spring.me Acquisition and consider the Spring.me Offer to be beneficial to Shareholders because of the advantages set out in Section 9.8.

10. RESOLUTION 12 – APPROVAL TO CHANGE THE NATURE AND SCALE OF ACTIVITIES

10.1 General

Resolution 12 seeks approval from Shareholders for a change in the nature and scale of the activities of the Company to change the focus of the Company's activities into social media.

As outlined in Section 9.1 of this Explanatory Statement, the Company has entered into the HoA whereby the Company proposes to acquire all of the issued capital and performance stock rights in Spring.me by way of an all scrip offer to Spring.me Shareholders.

An overview of Spring.me and its business is set out in section 9.4.

10.2 ASX Listing Rule 11.1

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has indicated to the Company that the change in the nature and scale of the Company's activities as a result of the proposed Spring.me Acquisition requires the Company to (in accordance with ASX Listing Rule 11.1.2) obtain Shareholder approval and the Company must comply with any requirements of ASX in relation to this Notice of Meeting.

ASX has also indicated to the Company that the change in the nature and scale of the Company's activities is a back-door listing of Spring.me which consequently requires the Company to (in accordance with ASX Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (including any ASX requirement to treat the Company's securities as restricted securities). Accordingly, if the Essential Resolutions are approved at the Meeting, it is anticipated that the Company's securities will remain suspended from quotation until the Company has acquired Spring.me pursuant to the HoA and re-complied with Chapters 1 and 2 of the ASX Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

11. RESOLUTION 13 – CONSOLIDATION OF CAPITAL

11.1 Background

Resolution 13 seeks Shareholder approval to consolidate the number of Shares on issue on a one (1) for five (5) basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and to seek to comply with relevant ASX Listing Rules as part of the back-door listing of Spring.me when the Company seeks to obtain re-quotation of its Shares on ASX, should Shareholder approval be obtained for all of the Essential Resolutions.

The Directors intend to implement the Consolidation prior to completion of the Spring.me Acquisition and prior to the proposed issues of Securities pursuant to the Essential Resolutions, but the Consolidation will only occur if Shareholders approve those Resolutions.

11.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The ASX Listing Rules also require that the number of Options on issue be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio. The Company currently has no Options on issue.

11.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by five (5). Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole security.

11.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the Directors and the Proposed Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation or the other Essential Resolutions.

11.5 Holding statements

From the date of the Consolidation, all holding statements for previously quoted Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares proposed to be quoted to be issued to holders of those Shares.

It is the responsibility of each security Shareholder to check the number of Shares held prior to disposal.

11.6 Effect on capital structure

The estimated effect which the Consolidation will have on the capital structure of the Company is set out in the table in Section 9.5.

11.7 Indicative timetable

If Resolution 13 and all the other Essential Resolutions are passed, the Consolidation of capital is proposed to take effect pursuant to the timetable below:

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	23 September 2014
Company tells ASX that Shareholders have approved the Consolidation.	22 October 2014
Last day for pre-Consolidation trading.	23 October 2014
Post-Consolidation trading starts on a deferred settlement basis.	24 October 2014
Last day for Company to register transfers on a pre-Consolidation basis.	28 October 2014
First day for Company to send notice to each holder of the change in their details of holdings.	29 October 2014
First day for the Company to register Shares on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	4 November 2014
Last day for Shares to be entered into holders' security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

12. RESOLUTION 14 – CREATION OF A NEW CLASS OF SECURITIES

Resolution 14 seeks Shareholder approval for the Company to be authorised to issue the Performance Stock Rights.

A company with a single class of shares on issue which proposes to issue new securities not having the same rights as its existing shares, is taken to vary the rights of existing shareholders unless the Constitution already provides for such an issue.

Under clause 2.2 of the Company's Constitution and, subject to the Corporations Act and the ASX Listing Rules, the Company may issue securities in the Company on any terms, at any time and for any consideration as the Directors resolve.

Section 246B of the Corporations Act and clause 2.4 of the Constitution provide that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution passed at a meeting of the holders of the issued shares of the affected class; or
- (b) the written consent of the holders of 75% of the votes of the affected class.

The Company proposes issuing a total of 40,000,000 Performance Stock Rights. Each Performance Stock Right will, if certain milestones are achieved, convert into one (1) fully paid ordinary share in the Company. The full terms and conditions of the Performance Stock Rights are set out in Schedule 1 of this Notice.

Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Stock Rights as a new class of securities on the terms set out in Schedule 1. This Resolution is a special resolution.

The terms of the Performance Stock Rights are also subject to ASX approval.

13. RESOLUTION 15 – ISSUE OF SECURITIES – VENDOR CONSIDERATION

13.1 General

As detailed in section 9.1 above, the Company proposes to issue 60,000,000 Shares and 40,000,000 Performance Stock Rights to the Spring.me Shareholders on the basis of 2.72 Shares for every 1 Spring.me Share held (on a post-Consolidation basis), 2.72 First Performance Stock Rights for each First Spring.me Performance Stock Right held and 2.72 Second Performance Stock Rights for each Second Spring.me Performance Stock Right held, as consideration for the acquisition by the Company of their Spring.me Securities (**Spring.me Offer**).

As such, Resolution 15 seeks Shareholder approval for the issue of up to 60,000,000 Shares and 40,000,000 Performance Stock Rights (on a post-Consolidation basis) in consideration of the Spring.me Acquisition.

For the purposes of the ASX Listing Rules, none of the Spring.me Shareholders are related parties of the Company other than Allison Bulseco. Please refer to section 9.14 for further details.

The Spring.me Offer is conditional on the following:

- (a) Shareholders passing all of the Essential Resolutions; and
- (b) the Shares to be issued pursuant to the Spring.me Offer being issued contemporaneously with the completion of the Capital Raising.

Further details of the Spring.me Offer will be set out in the Prospectus for the Capital Raising.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

The effect of Resolution 15 will be to allow the Company to issue 60,000,000 Shares and 40,000,000 Performance Stock Rights pursuant to the Spring.me Offer during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

13.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Spring.me Offer:

- (a) the maximum number of Shares to be issued under Resolution 15 is 60,000,000 and the maximum number of Performance Stock Rights to be issued under Resolution 15 is 40,000,000 (being 20,000,000 First Performance Stock Rights and 20,000,000 Second Performance Stock Rights), both on a post-Consolidation basis;
- (b) the Shares and Performance Stock Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent

permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Performance Stock Rights will occur on the same date;

- (c) the issue price of the Shares and the Performance Stock Rights will be nil as they are being issued to the Spring.me Shareholders in consideration of the Company acquiring their securities in Spring.me under the Spring.me Offer;
- (d) the Shares and the Performance Stock Rights will be issued to the Spring.me Shareholders under the Spring.me Offer. None of these subscribers will be related parties of the Company other than Allison Bulseco. Please refer to section 9.14 for further details;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue; and
- (f) the Performance Stock Rights will be issued on the terms and conditions set out in Schedule 1; and
- (g) no funds will be raised from the Spring.me Offer as the Shares and Performance Stock Rights are being issued to the Spring.me Shareholders in consideration of the Company acquiring their securities in Spring.me under the Spring.me Offer

14. RESOLUTION 16 – PLACEMENT – PROMOTER SHARES

14.1 General

Resolution 16 seeks Shareholder approval for the issue of up to 6,000,000 Shares (on a post-Consolidation basis) to promoters of the Company (**Promoter Shares**) in consideration for those persons assisting the Company with the implementation of the Spring.me Acquisition (**Promoter Placement**).

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 of this Explanatory Statement.

The effect of Resolution 16 will be to allow the Company to issue the Promoter Shares pursuant to the Promoter Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

14.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Promoter Placement:

- (a) the maximum number of Promoter Shares to be issued is 6,000,000, on a post-Consolidation basis;
- (b) the Promoter Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Promoter Shares will occur on the same date;

- (c) the Promoter Shares will be issued for nil cash consideration in satisfaction of the promoters assisting the Company with the implementation of the Spring.me Acquisition;
- (d) the Promoter Shares will be issued to promoters of the Company in relation to the Spring.me Acquisition, none of whom are a related party of the Company;
- (e) the Promoter Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the Promoter Placement as the Promoter Shares are being issued in consideration for the reason set out at section 14.2(c) above.

15. RESOLUTION 17 – CAPITAL RAISING

15.1 General

As detailed in section 9.1 above, the Company proposes under the Capital Raising to issue up to 30,000,000 Shares on a post-Consolidation basis at an issue price of not less than \$0.20 per Share pursuant to the Prospectus to raise up to \$6,000,000.

Resolution 17 seeks Shareholder approval for the issue of up to 30,000,000 Shares (on a post-Consolidation basis), being the maximum number of Shares proposed to be issued to applicants under the Capital Raising.

For the purposes of the ASX Listing Rules, none of the subscribers for Shares to be issued under Resolution 17 will be related parties of the Company, other than those related parties for whom shareholder approval is being sought by the Company under Resolutions 18 to 21 for them to participate in the Capital Raising. Refer to section 16 below for further details.

The Capital Raising offer will be conditional on the following:

- (a) Shareholders passing all of the Essential Resolutions; and
- (b) the Shares to be issued pursuant to the Capital Raising being issued contemporaneously with the completion of the Spring.me Offer.

Further details of the Capital Raising will be set out in the Prospectus.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1 above.

The effect of Resolution 17 will be to allow the Company to issue 30,000,000 Shares pursuant to the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

15.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Shares to be issued under Resolution 17 is 30,000,000, on a post-Consolidation basis;
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.20 per Share;
- (d) the Shares are proposed to be issued to the applicants of the Capital Raising under the Prospectus. None of these subscribers will be related parties of the Company other than those related parties for whom shareholder approval is being sought by the Company under Resolutions 18 to 21 for them to participate in the Capital Raising. Refer to section 16 below for further details;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue; and

the Company intends to use the funds raised from the Shares issued under the Capital Raising as follows:

	\$3mil	\$5.0mil	\$6.0mil
	Minimum subscription	Full subscription	Full oversubscription
Costs of Offer	\$453,356	\$575,481	\$636,397
Operating Expenses / Working Capital	\$1,046,780	\$1,461,708	\$1,583,506
Technology and Development	\$1,052,065	\$1,459,609	\$1,576,304
Global Marketing Activities	\$447,799	\$1,503,202	\$2,203,793
Total	\$3,000,000	\$5,000,000	\$6,000,000

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis. Actual expenditure may differ significantly from the above estimates due to a change in market conditions, the development of new opportunities and other factors (including the risk factors outlined in section 9.10 above).

16. RESOLUTION 18 TO 21 – PARTICIPATION OF RELATED PARTIES IN THE CAPITAL RAISING – MARK ROWBOTTAM, ZANE LEWIS, GRANT GIBSON AND EDWIN BULSECO

16.1 General

Pursuant to Resolution 17 the Company is seeking Shareholder approval for the issue of up to 30,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$6,000,000 (**Capital Raising**).

Messrs Mark Rowbottam, Zane Lewis, Grant Gibson and Edwin Bulseco each wish to participate in the Capital Raising (together, the **Related Party Participants**), subject to Shareholder approval being obtained.

Resolutions 18 to 21 seek Shareholder approval for the issue of up to 1,000,000 Shares to the Related Party Participants (or their respective nominees) arising from the participation by the Related Party Participants in the Capital Raising on the terms and conditions set out below (**Participation**).

16.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 6.2 above.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Rowbottam in relation to Resolution 18, other than Mr Lewis in relation to Resolution 19, other than Mr Gibson in relation to Resolution 20 and other than Mr Bulseco in relation to Resolution 21 given their material personal interests in these respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the Related Party Participants on the same terms as the Shares to be issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

16.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 6.3 above.

As the Capital Raising involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

16.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Messrs Rowbottam, Lewis, Gibson and Bulseco (or their respective nominees);
- (b) the maximum number of Shares to be issued is:
 - (i) 250,000 Shares to Mr Rowbottam (or his nominee);
 - (ii) 250,000 Shares to Mr Lewis (or his nominee);

- (iii) 250,000 Shares to Mr Gibson (or his nominee); and
- (iv) 250,000 Shares to Mr Bulseco (or his nominee),
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the issue price will be \$0.20 per Share, being the same issue price as all other Shares to be issued under the Capital Raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised will be used for the same purposes as the funds raised under the Capital Raising as set out in section 0 of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Related Party Participants (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

17. RESOLUTION 22 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 22 seeks the approval of Shareholders for the Company to change its name to "Spring Networks Limited". The Board proposes this change of name on the basis that it more accurately reflects the proposed operations of the Company upon the successful completion of the Spring.me Offer.

If Resolution 22 is passed the change of name will take effect after the successful completion of the Spring.me Acquisition and when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 22 is passed, the Company will lodge a copy of the special resolution with ASIC on successful completion of the Spring.me Acquisition in order to effect the change.

18. RESOLUTIONS 23 TO 25 – ELECTION OF DIRECTORS – ARI KLINGER, COLIN FABIG AND ROGER HARLEY

Clause 13.3 of the Constitution allows the Company to elect a person as a Director by resolution passed in general meeting. Pursuant to clause 13.3 of the Constitution, any Director so elected at a general meeting will take office with effect immediately after the end of that general meeting unless a different time is specified by the resolution, in this case being the successful completion of the Spring.me acquisition. As such, if Resolutions 23 to 25 are approved by Shareholders, Ari Klinger, Colin Fabig and Roger Harley will be appointed as Directors at the completion of the acquisition of Spring.me.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Capital Raising means the capital raising required as a condition precedent to the Spring.me Acquisition being the subject of Resolution 17.

Chair means the chair of the Meeting.

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

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

Company or **GRP** means GRP Corporation Limited (ACN 096 781 716).

Consolidation means the consolidation of the Company's issued capital being the subject of Resolution 13.

Constitution means the Company's constitution.

Conversion means the conversion of the Convertible Notes into Shares in accordance with the terms of the Deed.

Convertible Notes means convertible notes in the Company issued pursuant to the Deed.

Corporations Act means the *Corporations Act 2001* (Cth).

Debts means the amount of \$500,044.96 owed by the Company to various unrelated creditors.

Deed means the unsecured convertible note deed poll entered into by the Company dated 22 May 2014.

Directors means the current directors of the Company.

Essential Resolutions means Resolutions 12 to 17 and 23 to 25.

Explanatory Statement means the explanatory statement accompanying the Notice.

Facility Agreement means the facility agreement between the Company and Spring.me dated 29 April 2014 (as amended) pursuant to which the Company agreed to lend Spring.me an amount up to \$1,400,000 as summarised in section 9.1 of the Explanatory Statement.

First Performance Stock Right means the Performance Stock Rights with the milestone set out in section 2(b)(i) of Schedule 1.

GRP or **Company** means GRP Corporation Limited (ACN 096 781 716).

Heads of Agreement or **HOA** means the heads of agreement entered into by the Company and Spring.me dated April 2014 in respect of the Spring.me Acquisition.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Merged Group means the Company post completion of the Spring.me Acquisition.

Noteholders means the holders of Convertible Notes issued pursuant to the Deed.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Performance Stock Right means a security in the Company issued on the terms and conditions set out in Schedule 1.

Promoter Shares means the shares to be issued to promoters of the Company required as a condition precedent to the Spring.me Acquisition being the subject of Resolution 16.

Proposed Directors means Mr Ari Klinger, Mr Colin Fabig and Mr Roger Harley.

Prospectus means the full form prospectus to be lodged by the Company with ASIC in respect of the Capital Raising.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2013.

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

Second Performance Stock Right means the Performance Stock Rights with the milestone set out in section 2(b)(ii) of Schedule 1.

Securities means the Shares and the Performance Stock Rights.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Spring.me means Helpa.Inc, a company duly incorporated in the United States of America.

Spring.me Acquisition means the acquisition of Spring.me by the Company in accordance with the terms and conditions set out in the Heads of Agreement.

Spring.me Performance Stock Rights means the first and second performance stock rights in the capital of Spring.me.

Spring.me Shares means fully paid ordinary shares in the capital of Spring.me.

Spring.me Shareholders means holders of Spring.me Shares.

Vendors has the meaning set out in section 9.1 of this Notice.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE STOCK RIGHTS

1. Terms of Performance Stock Rights

- (a) **(Performance Stock Rights):** Each Performance Stock Right is recognised as a security and a share in the capital of GRP.
- (b) **(General Meetings):** The Performance Stock Rights shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of GRP that are circulated to GRP Shareholders. Holders have the right to attend general meetings of GRP Shareholders.
- (c) **(No Voting Rights):** The Performance Stock Rights do not entitle the Holder to vote on any resolutions proposed at a general meeting of GRP Shareholders, subject to any voting rights under the Corporations Act 2001 (Cth) or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights):** The Performance Stock Rights do not entitle the Holder to any dividends.
- (e) **(No Rights on Winding Up):** Upon winding up of GRP, the Performance Stock Rights may not participate in the surplus profits or assets of GRP.
- (f) **(Transfer of Performance Stock Rights):** The Performance Stock Rights are not transferable.
- (g) **(Reorganisation of Capital):** In the event that the issued capital of GRP is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holder are not diminished or terminated.
- (h) **(Application to ASX):** The Performance Stock Rights will not be quoted on ASX. Upon conversion of the Performance Stock Rights into GRP Shares in accordance with these terms, GRP must within seven (7) days after the conversion, apply for and use its best endeavours to obtain the official quotation on ASX of the GRP Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues):** Subject always to the rights under item (g) (Reorganisation of Capital), holders of Performance Stock Rights will not be entitled to participate in new issues of capital offered to holders of GRP Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX):** The terms of the Performance Stock Rights may be amended as necessary by the GRP Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
- (k) **(No Other Rights):** The Performance Stock Rights give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

2. Conversion of the Performance Stock Rights

- (a) **(Issue of Performance Stock Rights):** The Performance Stock Rights will be issued at the same time as all other consideration under the Spring.me Offer.
- (b) **(Milestones):** The Performance Stock Rights will convert upon satisfaction of the following milestones:
 - (i) the First Performance Stock Rights will convert upon Spring.me's native mobile applications for Android and iOS being available for download in the Google Play and Apple Appstore (respectively);
 - (ii) the Second Performance Stock Rights will convert upon Spring.me achieving at least 5,000,000 visitors or more in a calendar month for at least three months to the Spring.me network (including websites, apps and widgets), as determined by reference to Spring.me's Google Analytics account(each referred to as a **Milestone**).
- (c) **(Conversion of Performance Stock Rights):** In the event a Milestone is satisfied, all of the Performance Stock Rights relevant to that Milestone held by the Holder will convert into an equal number of GRP Shares.
- (d) **(No Conversion if Milestone not Achieved)** Any First Performance Stock Right not converted into a GRP Share before 30 June 2015 will lapse. Any Second Performance Stock Right not converted into a GRP Share before 30 June 2016 will lapse.
- (e) **(After Conversion)** The GRP Shares issued on conversion of the Performance Stock Rights will, as and from 5.00pm (WST) on the date of issue, rank equally with and confer rights identical with all other GRP Shares then on issue and application will be made by GRP to ASX for official quotation of the GRP Shares issued upon conversion.
- (f) **(Conversion Procedure)** GRP will issue the Holder with a new holding statement for the GRP Shares as soon as practicable following the conversion of the Performance Stock Rights into GRP Shares.
- (g) **(Ranking of Shares)** The GRP Shares into which the Performance Stock Rights will convert will rank pari passu in all respects with the GRP Shares on issue at the date of conversion.

SCHEDULE 2 – COMPANY'S STATEMENT OF FINANCIAL POSITION

STATEMENT OF FINANCIAL POSITION

		Historical 30-Jun-14	Pro-forma A (Settlement of Acquisition) 30-Jun-14	Pro-forma B (Settlement of Acquisition) 30-Jun-14	Pro-forma C (Settlement of Acquisition) 30-Jun-14
		\$	\$	\$	\$
ASSETS					
Current Assets					
Cash and cash equivalents	1, 2, 6	138,350	4,282,402	6,160,277	7,099,361
Trade and other receivables		32,499	62,427	62,427	62,427
Financial asset		625,000	-	-	-
Total Current Assets		795,849	4,344,829	6,222,704	7,161,788
Non-Current Assets					
Property, plant and equipment		-	1,862	1,862	1,862
Domain names/IP		-	7,473	7,473	7,473
Goodwill	3	-	20,285,701	20,285,701	20,285,701
Total Non-Current Assets		-	20,295,036	20,295,036	20,295,036
TOTAL ASSETS		795,849	24,639,865	26,517,740	27,456,824
LIABILITIES					
Current Liabilities					
Trade and other payables		233,560	275,436	275,436	275,436
Financial liabilities		293,012	260,000	260,000	260,000
Provisions		-	57,878	57,878	57,878
Total Current Liabilities		526,572	593,314	593,314	593,314
TOTAL LIABILITIES		526,572	593,314	593,314	593,314
NET ASSETS		269,277	24,046,551	25,924,426	26,863,510
EQUITY					
Issued capital	1-6	8,323,743	32,523,368	34,213,307	35,152,391
Convertible loan		921,382	-	-	-
Reserves		-	772,064	960,000	960,000
Accumulated losses		(8,975,848)	(9,248,881)	(9,248,881)	(9,248,881)
TOTAL EQUITY		269,277	24,046,551	25,924,426	26,863,510

NOTES:

The historical information as at 30 June 2014 is based on the unaudited financial statements of the Company as at that date. The pro-forma balance sheets have been included for illustrative purposes to reflect the position of the Company and include the following assumptions:

1. Assuming the issue of a minimum of 15,000,000 Shares pursuant to the Capital Raising at an issue price of \$0.20 per Share to raise \$3 million (Pro-forma A), the issue of 25,000,000 Shares pursuant to the Capital Raising at an issue price of \$0.20 per share to raise \$5 million (Pro-forma B) and the issue of a maximum of 30,000,000 Shares pursuant to the Capital Raising at an issue price of \$0.20 per share to raise \$6 million (Pro-forma C).

2. Estimated Capital Raising expenses of \$453,356 assuming a minimum Capital Raising of \$3 million, \$575,481 assuming a Capital Raising of \$5 million and \$636,397 assuming a maximum Capital Raising of \$6 million.

3. The issue of 60,000,000 Consideration Shares at 20 cents and 40,000,000 Consideration Performance Stock Rights at 20 cents as the assessed provisional fair value as per AASB 3.10 and AASB3.45.

4. The issue of 4,825,400 Advisor Shares at nil consideration for the \$3 million capital raising (Pro-forma A) and the issue of 6,000,000 at nil cost for the \$5 million and \$6 million capital raise (Pro-forma B & C respectively).

5. The issue of 3,972,781 shares to lenders, creditors and Directors at 16 cents.

6. The issue of 11,183,750 shares under Convertible Note Agreements at 16 cents.

APPOINTMENT OF PROXY FORM

GRP CORPORATION LIMITED
ACN 096 781 716

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00am, on 22 October 2014 at Ground Floor, 981 Wellington Street, West Perth, WA 6005, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mark Rowbottam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Grant Gibson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Edwin Bulseco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares upon Conversion of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Related Party – Mark Rowbottam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Related Party – Zane Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Shares to Related Party – Allison Bulseco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Shares to Creditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Shares to Related Party – Mark Rowbottam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of Shares to Related Party – Zane Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Creation of a New Class of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Issue of Securities – Vendor Consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Placement – Promoter Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	Participation of Mark Rowbottam in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	Participation of Zane Lewis in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20	Participation of Grant Gibson in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21	Participation of Edwin Bulseco in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 22	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 23	Election of Director – Ari Klinger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 24	Election of Director – Colin Fabig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 25	Election of Director – Roger Harley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolutions 1, 10 and 11

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1, 10 or 11 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1, 10 and 11 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1, 10 or 11 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1, 10 or 11.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to GRP Corporation Limited, Level 1, 981 Wellington Street, West Perth, WA 6005; or
 - (b) facsimile to the Company on facsimile number +61 8 9321 3102,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.