

GRP Corporation Limited

(to be renamed “Spring Networks Limited”)

Level 1, 981 Wellington Street
West Perth WA 6005
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ASX / MEDIA RELEASE
6 NOVEMBER 2014

The Manager
Company Announcements
Australian Securities Exchange Limited

2014 NOTICE OF ANNUAL GENERAL MEETING

The Board of GRP Corporation Limited (ASX:GRP) (“GRP” or the “Company”) advises that the attached notice of general meeting was dispatched to shareholders on 29 October 2014. The notice is being released to ASX now due to an administrative oversight.

ENDS

For more information please contact :

Mark Rowbottom
Non-Executive Chairman
T: +61 411 886 084

GRP CORPORATION LIMITED
(PROPOSED TO BE RENAMED “SPRING NETWORKS LIMITED”)
ACN 096 781 716

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (WST)

DATE: Friday, 28 November 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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2.

2.1 YOUR VOTE IS IMPORTANT

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

2.2 VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 4.

2.3 APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of GRP Corporation.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

You can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to GRP Corporation Limited, Level 1, 981 Wellington Street, West Perth, WA 6005; or
- (a)
- (b) by fax to at (+61 8) 9321 3102

The deadline for receipt of proxy appointments is 48 hours prior to the commencement of the Meeting.

Proxy appointments received later than this time will be invalid.

2.4 POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

2.5 CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting (**AGM**) of Shareholders of GRP Corporation Limited (proposed to be renamed "Spring Networks Limited") will be held at Ground Floor, 981 Wellington Street, West Perth, WA 6005, at 11.00am (WST) on Friday, 28 November 2014. Registration will open half an hour before the time of the Meeting.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under 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 of the Company at 4.00pm (WST) on Wednesday, 26 November 2014.

AGENDA

ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as Ordinary Resolutions:

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR ZANE LEWIS

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

2. RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is give for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

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 3 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

“That the GRP Corporation Employee Incentive Scheme (EIS), the terms and conditions of which are summarised in the Explanatory Statement accompanying this Notice of Meeting, the grant of Options, issue or transfer of Shares and provision of financial assistance under the EIS, be approved for all purposes including, but not limited to, ASX Listing Rule 7.2 Exception 9 and Parts 2J.1 and 2J.3 of the Corporations Act.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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 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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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.

4. RESOLUTION 4 – ISSUE OF SHARES TO MR COLIN FABIG, RELATED PARTY, AND APPROVAL OF ASSOCIATED LOAN

“That subject to the passage of Resolution 3 and to his appointment as a Director of the Company, approval be given for all purposes, including ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, for the issue of 6,381,771 Shares (on a post-Consolidation basis) to Mr Colin Fabig or his nominee under the EIS, with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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 vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (e) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (f) 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.

5. RESOLUTION 5 – ISSUE OF SHARES TO MR ARI KLINGER, RELATED PARTY, AND APPROVAL OF ASSOCIATED LOAN

"That subject to the passage of Resolution 3 and to his appointment as a Director of the Company, approval be given for all purposes, including ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act, for the issue of 6,381,771 Shares (on a post-Consolidation basis) to Mr Ari Klinger or his nominee under the EIS, with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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 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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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.

6. RESOLUTION 6 – ISSUE OF SHARES AND OPTIONS TO MR ROGER HARLEY, RELATED PARTY

"That subject to his appointment as a Director of the Company, approval be given for all purposes, including section 208 of the Corporations Act and ASX Listing Rule 10.11, for the grant of up to 50,000 Shares and 1,595,443 Options (on a post-Consolidation basis) to Mr Roger Harley or his nominee, with the terms and conditions set out in Schedule 1 of the Explanatory Statement accompanying the Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Roger Harley (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 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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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.

7. RESOLUTION 7 – PARTICIPATION OF MR ROGER HARLEY, RELATED PARTY, IN CAPITAL RAISING

"That approval be given for all purposes, including ASX Listing Rule 10.11, for the Company to issue up to 150,000 Shares (on a post-Consolidation basis) to Mr

Roger Harley or his nominee as part of the Capital Raising on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Roger Harley 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.

Shareholders will be asked to consider, and if thought fit, to pass the Resolution below, which will be proposed as a Special Resolution:

8. RESOLUTION 8 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution 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 will 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.

DATED: 22 October 2014

BY ORDER OF THE BOARD

**GRP CORPORATION LIMITED
MARK ROWBOTTAM
CHAIRMAN**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Friday, 28 November 2014 at 11.00am (WST).

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

1. ANNUAL REPORT

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 2014 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. RE-ELECTION OF DIRECTOR - MR ZANE LEWIS

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 three years, whichever is the longer.

Clause 13.2 of the Constitution requires that one third of the Directors (or if their number is not a multiple of three, then the number nearest one third, rounded upwards) must retire at each annual general meeting. It also provides that a Director who retires under clause 13.2 is eligible for re-election. The Managing Director is exempt from this requirement.

Mr Lewis will retire by rotation and seeks re-election in accordance with clause 13.2 of the Constitution.

Brief Curriculum Vitae of Mr Zane Lewis – BEc

Non-independent Non-Executive Director

Experience and expertise

Mr Lewis joined the Board of GRP on 10 October 2011. He holds a Bachelor of Economics from the University of Western Australia.

Mr Lewis has over 20 years' experience and leadership of smallcap multinational companies. His hands-on skillset includes corporate advisory roles at several ASX Listed and unlisted companies as well as extensive international experience managing a group of software and technology companies in the USA, Europe, Hong Kong, China and Australia.

Mr Lewis is a Company Secretary for ASX Listed companies APAC Coal (ASX: AAL), Pilbara Minerals (ASX: PLS), Lion Energy (ASX: LIO) and AIM Listed Mosman Oil and Gas (AIM: MSMN) and various unlisted public companies.

Current directorships of other listed companies

None

Former directorships of other listed companies in the last three years

None

Special responsibilities

Mr Lewis is also the Company Secretary of GRP.

Board recommendation: The Directors (with Mr Lewis abstaining) unanimously recommend the re-election of Mr Lewis.

3. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

3.1 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.

3.2 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.

3.3 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.

3.4 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.

4. RESOLUTION 3 - APPROVAL OF EMPLOYEE INCENTIVE SCHEME

Background

The Board proposes to adopt an Employee Incentive Scheme (**EIS**) as the basis of the Company's long-term incentive arrangements for full time or part time employees, Directors, officers, employees, contractors and consultants to the Company and its related bodies corporate (**EIS Eligible Persons**).

It is proposed that the Directors may issue or transfer Shares and/or Options to EIS Eligible Persons at their discretion. Under the EIS, Shares and Options may be subject to conditions (**Vesting Conditions**) and/or Qualifying Periods (as defined below) during which Shares may not be transferred and Options may not be exercised. Any EIS Eligible Person who accepts Shares and/or Options becomes an **EIS Participant**.

The EIS also provides that at the time an offer is made under the EIS, the Directors may offer EIS Eligible Persons financial assistance in the form of an interest free loan (**Loan**), to be applied towards the subscription or purchase price of Shares under the EIS. If an EIS Participant ceases to be an EIS Eligible Person (and in certain other circumstances), the Loan will become immediately repayable. If such circumstances occur during a Qualifying Period (as defined below), then the

Company must buy back and cancel the EIS Participant's Shares which are subject to a Qualifying Period, at the price at which those Shares were issued under the EIS.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.2

ASX Listing Rule 7.2, Exception 9, provides that shareholder approval is not required for an issue under an employee incentive scheme if, within three years before the date of the issue, holders of ordinary shares have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. Once approval is obtained, any securities issued under the scheme are exempted from the 15% limit.

Part 2J.1 of the Corporations Act

Part 2J.1 of the Corporations Act regulates the circumstances in which a company can buy back its own shares. Under section 257B of the Corporations Act, a company is permitted to buy back up to 10% of the smallest number of shares on issue during the previous 12 month period without seeking member approval, if it does so under an employee incentive scheme that has been approved by a resolution passed at a general meeting of the company.

Part 2J.3 of the Corporations Act

Part 2J.3 of the Corporations Act regulates the circumstances in which a company may financially assist a person to acquire shares in that company. Section 260A provides that a company may provide financial assistance only if:

- it does not materially prejudice the interests of the company its shareholders, or its ability to pay its creditors; or
- the financial assistance is approved by a special resolution of shareholders; or
- the financial assistance is exempt under section 260C of the Corporations Act.

Financial assistance is exempt under section 260C(4) if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

Shareholder approval

Accordingly, Shareholders are being asked:

- under ASX Listing Rule 7.2 Exception 9, to approve issues of Shares in the capital of the Company and/or grants of Options under the EIS, for a period of three years from the date of approval; and
- under Parts 2J.1 and 2J.3 of the Corporations Act, to approve the EIS, so that Loans can be made to EIS Participants and the Company can buy back and cancel EIS Participant's Shares, if necessary.

The EIS rules set out the general terms of the EIS. An issue of Shares and/or a grant of Options is subject to both the EIS rules and the terms of the specific issue and/or grant. The Board is responsible for administering the EIS in accordance with the EIS rules and determines the specific terms and conditions of each grant to EIS Eligible Persons.

A summary of the key terms of the EIS are set out below:

- (a) The EIS will be open to EIS Eligible Persons.
- (b) Under the EIS, the Directors, at their discretion may offer Shares in the Company or Options to acquire Shares in the Company to EIS Eligible Persons. However, approval of Shareholders under ASX Listing Rule 10.14 will still be required each time the Company proposes to issue Shares and/or Options under the EIS to a Director, or to anyone whose relationship with the Company is such that the ASX considers approval is necessary.
- (c) The Shares issued under the EIS have the same rights as other Shares in the Company subject to restrictions on transfer, which apply where a Loan made by the Company remains unpaid or if the shares are issued subject to a Qualifying Period (as defined below).
- (d) The subscription price for Shares will be the Market Value of the Shares on the day of offer or any other date that the Directors determine (having regard to all applicable laws) i.e. the weighted average of the prices at which the Shares were traded in the five business days prior to the offer or such other date determined by the Directors (**Market Value**).
- (e) The Company at the time of making an offer to purchase Shares may also provide a Loan to assist with purchase of those Shares. Unless otherwise specified in the offer document the terms of the Loan will be as follows:
 - the Loan will be interest free and for a term of five years;
 - the Loan will be immediately repayable if:
 - the EIS Participant:
 - becomes insolvent or bankrupt;
 - perpetuates a fraud against the Company; or
 - breaches the rules of the EIS;
 - ceases to be an EIS Eligible Person, and the Shares are subject to a Qualifying Period (as defined below),

in which case the Company must buy-back the Shares at the issue price and after costs, apply the sale proceeds to repay

the outstanding amounts of the Loan. Any shortfall between the Loan amount still owing and the proceeds of the sale will not need to be made good by the EIS Participant;

o the:

- EIS Participant ceases to be an EIS Eligible Person, but the Shares are not subject to a Qualifying Period (as defined below);

- term of the Loan expires,

in which case the Company may sell and transfer the Shares or buy the Shares back at the Market Value and after costs apply the sale proceeds to repay the outstanding amount of the Loan. Any shortfall between the Loan amount still owing and the proceeds of the sale will not need to be made good by the EIS Participant. Any surplus will be paid to the EIS Participant; and

o there is a takeover offer for shares (as defined in the EIS rules).

(f) While an offer to take up Shares under the EIS will be at Market Value, the incentive for EIS Eligible Persons to accept the offer is the granting of an interest free Loan to fund all or part of the purchase price.

(g) In certain circumstances, the Directors may specify in an offer to an EIS Eligible Person that:

- Some or all of the Shares or Options (as applicable) are subject to a Vesting Condition and may not be transferred until they are vested; and/or
- the EIS Eligible Person may not transfer the Shares or exercise the Options (as applicable) for a certain period of time

(Qualifying Period).

(h) Options offered under the EIS are issued for no consideration. Options will be exercisable at the price specified in the offer. However, the exercise price will be not less than the Market Value (as defined above). The term of any Option cannot be more than five years.

(i) Options cannot be exercised in any Qualifying Period specified in the offer or in certain circumstances (e.g. the participant ceases to be employed by the Company).

(j) The total number of Shares issued pursuant to the EIS (including on exercise of an Option issued pursuant to the EIS) or any other employee share scheme of the Company in respect of the issue of Shares or grant of Options over a period of five consecutive years will not exceed 15% of the total issued Shares of the Company, however the 15% limit shall exclude expired or renounced Options.

(k) Options issued under the EIS will not be listed for quotation on any stock exchange.

(l) In the event of a reconstruction of the Company's issued capital, the number of Options will be reconstructed in a manner so as to ensure

that Option holders do not receive a benefit which is not also received by Shareholders of the Company and in accordance with the ASX Listing Rules.

- (m) In the event of a takeover offer for Shares in the Company, the Company will use its reasonable endeavours to procure that an offer or invitation is also made to Option holders. If this cannot be procured, then Option holders will have the right to exercise their Options irrespective of any Qualifying Period or other limitations.
- (n) An Option holder cannot participate in new issues of securities of the Company without first exercising the Option.
- (o) By accepting an offer of Shares or Options in accordance with the EIS, a participant agrees to be bound by the rules of the EIS or other conditions contained in the offer document.
- (p) The EIS must comply with the requirements under the ASX Listing Rules and the Corporations Act from time to time.
- (q) Any amendment to the EIS rules will also be subject to the requirements of the ASX Listing Rules and the Corporations Act from time to time.
- (r) The EIS may only be amended by a resolution of the shareholders of the Company.

The EIS is a new employee incentive scheme, and consequently no Shares or Options have been issued yet.

A full copy of the EIS Rules is available on request by contacting the Company Secretary.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

Any future issues of Shares under the EIS to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 4 to 5 for the issue of Shares to certain proposed Directors pursuant to the Plan.

5. RESOLUTIONS 4 AND 5 – ISSUE OF SHARES TO MR COLIN FABIG AND MR ARI KLINGER, WITH ASSOCIATED LOANS

Background

Subject to the passage of Resolution 3 and to the appointment of Mr Colin Fabig and Mr Ari Klinger as Directors of the Company, it is proposed that the following issues of Shares are made under the EIS:

Directors	Role	Number of Shares	Amount of Loan
Mr Colin Fabig	Related party	6,381,771	\$1,276,354
Mr Ari Klinger	Related party	6,381,771	\$1,276,354

	Total	12,763,542	\$2,552,708
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The number of Shares proposed to be issued above assumes that the proposed consolidation of the Company's issued capital on a one for five basis (**Consolidation**), (which was approved by Shareholders at the Company's 2013 annual general meeting held on 22 October 2014, and set out as resolution 13 in the notice of 2013 annual general meeting dated 23 September 2014) has been completed.

Shareholder approval

Shareholder approval is sought for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.14 to issue the Shares and make the Loans to Mr Fabig and Mr Klinger as set out in the table above and on the terms outlined in section 4 of this Explanatory Statement. The Shares are proposed to be issued to the Mr Fabig and Mr Klinger as part of their remuneration package, where the Company seeks to conserve its cash reserves as best possible, whilst retaining the services of highly qualified and experienced personnel.

In addition to the Shares proposed to be issued under Resolutions 4 and 5, Mr Fabig and Mr Klinger will each be paid a consultancy fee of \$150,000 per annum and are each eligible for a short term incentive bonus of \$50,000 in cash, if the Company achieves an annual growth rate of at least 25% for the number of unique browsers to the Company's network of websites, apps and widgets.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party and making financial assistance available to a related party.

The proposed issues of Shares to Mr Fabig and Mr Klinger and the associated Loans available under the EIS constitute the provision of financial benefits. Mr Fabig and Mr Klinger are "related parties" to the Company, as Shareholder approval has been sought for their appointment as Directors of the Company, conditional on the completion of the acquisition by the Company of Helpa.Inc (**Spring.me**), a company incorporated in the USA. Resolutions to approve the election of Mr Fabig and Mr Klinger as Directors were approved by Shareholders at the Company's 2013 annual general meeting held on 22 October 2014, and set out as resolutions 24 and 23 respectively in the notice of 2013 annual general meeting dated 23 September 2014.

ASX Listing Rule 10.14

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee

incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Part 2J.3 of the Corporations Act

Part 2J.3 of the Corporations Act regulates the circumstances in which a company may financially assist a person to acquire shares in that company. Section 260A provides that a company may provide financial assistance only if:

- it does not materially prejudice the interests of the company its shareholders, or its ability to pay its creditors; or
- the financial assistance is approved by a special resolution of shareholders; or
- the financial assistance is exempt under section 260C of the Corporations Act.

Financial assistance is exempt under section 260C(4) if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company. Resolutions 4 and 5 are proposed subject to Shareholder approval of the EIS, which is sought at Resolution 3. This would mean that the Loans available to Mr Fabig and Mr Klinger under the EIS are exempt under section 260C(4).

For the purposes of ASX Listing Rule 10.15, the following information is provided to Shareholders:

- (a) The Shares will be issued to Mr Colin Fabig and Mr Ari Klinger (or to their respective nominees) who will be appointed as Directors of the Company on completion of the Spring.me Acquisition.
- (b) The maximum number of Shares that will be issued to each of Mr Fabig and Mr Ari Klinger (or to their respective nominees) is 6,381,771, making a total of 12,763,542. No Options will be issued.
- (c) The Shares will be issued for \$0.20 each. The Vesting Conditions of the Shares will be as follows:

Timeframe	Percentage of Shares vesting
One year after the issue date	34%
Two years after the issue date	33%
Three years after the issue date	33%

- (d) No Shares have previously been issued under the EIS.
- (e) All full time or part time employees, Directors, officers, employees, contractors and consultants to the Company and its related bodies corporate are entitled to participate in the EIS.
- (f) A voting exclusion applies to Resolutions 4 and 5, as set out in the Notice of Meeting.

- (g) The terms of the Loans to be provided to the Directors for the acquisition of the Share under the EIS are set out in Section 4 of this Explanatory Statement.
- (h) The Company proposes to issue the Shares to Mr Fabig and Mr Klinger on 30 November 2014 but in any case no later than twelve months after the date of the Meeting.
- (i) Initially there will be no funds raised by the issue of the Shares under the EIS, as Loans totalling \$2,552,708 will be made to Mr Fabig and Mr Klinger in connection with the issue of the Shares. The Loan repayments will be used to provide additional working capital to the Company.

For the purposes of Part 2E.1 of the Corporations Act, the additional disclosures in Annexure 1 are made.

Board recommendation: *The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5 on the basis that it will allow the Company to adequately reward and incentivise Mr Fabig and Mr Klinger if they are appointed as Directors, to align their interests with the Company in the future.*

6. BACKGROUND TO RESOLUTION 6 – ISSUE OF SHARES AND OPTIONS TO ROGER HARLEY, PROPOSED DIRECTOR

Background

It is proposed that subject to his appointment as a Director of the Company, an issue of 50,000 Shares and 1,595,443 Options is made to Mr Roger Harley on the terms and conditions set out below.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party. Mr Harley is a "related party" to the Company, as Shareholder approval has been sought for his appointment as a Director of the Company, conditional on the completion of the Spring.me Acquisition by the Company.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without first receiving Shareholder approval:

- (a) a related party; or

- (b) a person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

A 'related party' for the purposes of the Corporations Act includes:

- (a) a director of a public company;
- (b) a person who has reasonable grounds to believe they will become a related party of the company at any time in the future; and
- (c) an entity controlled by a director of a public company.

Accordingly Mr Harley is a "related party" to the Company, as Shareholder approval has been sought for his appointment as a Director of the Company, conditional on the completion of the acquisition by the Company of Spring.me. A resolution to approve the election of Mr Harley as a Director was approved by Shareholders at the Company's 2013 annual general meeting held on 22 October 2014, and set out as resolution 25 in the notice of 2013 annual general meeting dated 23 September 2014.

Shareholder approval

Shareholder approval is sought for the issue of 50,000 Shares and 1,595,443 Options to Mr Harley as part of his total Director's fees, where the Company seeks to conserve its cash reserves as best possible, whilst retaining the services of highly qualified and experienced personnel. In addition to the Shares and Options being issued under this resolution, Mr Harley will be paid \$40,000 in Director fees and an additional \$5,000 for each membership of two Board committees, for a total annual cash remuneration of \$50,000.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The Shares and Options will be issued to Mr Roger Harley or his nominee.
- (b) The maximum number of Shares that will be issued to Mr Harley or to his nominee is 50,000. The maximum number of Options that will be issued to Mr Harley or his nominee is 1,595,443.
- (c) The Company proposes to issue the Shares and Options to Mr Harley on 30 November 2014 but in any case no later than one 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).
- (d) Mr Harley is a related party of the Company because he will be appointed as a Director of the Company on completion of the Spring.me Acquisition.
- (e) The Shares will be issued for no cash consideration and will be subject to a two year escrow period. The Shares will otherwise rank pari passu with the other Shares in the Company.

- (f) The Options will be issued for no cash consideration and will have an exercise price of \$0.30. The expiry date will be the earlier of three years after the date of issue or 30 days after cessation as a Director of the Company. The Vesting Conditions of the Options will be as follows:

Timeframe	Percentage of Options vesting
Twelve months after the issue date	34%
Twenty four months after the issue date	33%
Thirty months after the issue date	33%

Other material terms and conditions of the Options are set out at Schedule 1.

- (g) A voting exclusion applies to Resolution 6, as set out in the Notice of Meeting.
- (h) There will be no funds raised by the issue of the Shares and Options as they are being issued as part of Mr Harley's total Director's fees. Any proceeds received by the Company from the exercise of the Options will be used to provide additional working capital to the Company.

For the purposes of Part 2E.1 of the Corporations Act, the additional disclosures in Annexure 1 are made.

Board recommendation: *The Directors recommend that Shareholders vote in favour of Resolution 6 on the basis that it will allow the Company to adequately reward and incentivise Mr Harley, if he is appointed as a Director, to align his interests with the Company in the future.*

7. RESOLUTION 7 - PARTICIPATION OF MR ROGER HARLEY, RELATED PARTY, IN CAPITAL RAISING

Background

On 22 October 2014, the Company held its 2013 annual general meeting, at which a resolution to raise up to \$6,000,000 (**Capital Raising**) by issuing 30,000,000 Shares at an issue price of \$0.20 per Share was approved by Shareholders (resolution 17 as set out in the notice of 2013 annual general meeting dated 23 September 2014).

It is proposed that Mr Roger Harley, a proposed Director of the Company, participates in the Capital Raising by subscribing for up to 150,000 Shares at \$0.20 each.

Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 6 above. Mr Harley's participation (the **Participation**) in the Capital Raising will result in the issue of Shares which constitutes giving a financial benefit.

The Directors 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 Mr Harley 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.

ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 6 above.

As the Capital Raising involves the issue of Shares to Mr Harley, 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.

Shareholder approval

Shareholder approval is sought for the issue of up to 150,000 Shares to Mr Harley (or his nominee) arising from the Participation on the terms and conditions set out below (**Participation**).

Technical Information required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The Shares will be issued to Mr Harley (or his nominee).
- (b) The maximum number of Shares to be issued is 150,000 Shares.
- (c) The Company proposes to issue the Shares to Mr Harley on 30 November 2014 but in any case no later than one 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).
- (d) Mr Harley is a related party of the Company because he will be appointed as a Director of the Company on completion of the Spring.me Acquisition.
- (e) The issue price of the Shares will be \$0.20 per Share, being the same issue price as all other Shares to be issued under the Capital Raising.
- (f) The Shares will rank pari passu with the other Shares on issue in the Company.
- (g) A voting exclusion applies to Resolution 7, as set out in the Notice of Meeting.
- (h) The Company intends to use the total funds raised from the Shares issued under the Capital Raising as follows:

	\$3.0mil	\$5.0mil	\$6.0mil
	Minimum subscription	Full subscription	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.

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 Mr Harley or his nominee will not be included in the use of the Company's 15% limit pursuant to ASX Listing Rule 7.1.

Board recommendation: *The Directors recommend that Shareholders vote in favour of Resolution 7, as it provides additional working capital to the Company as part of the Company's wider Capital Raising.*

8. RESOLUTION 8 - APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity (**10% limit**) is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

Shareholder approval

Shareholder approval is now sought in accordance with ASX Listing Rule 7.1A to give the Company the ability to issue equity securities under the 10% limit.

Current securities on issue

As at the date of this Notice, the Company has the following classes and numbers of equity securities on issue:

Security Class	Number on issue
Shares	18,761,095
Convertible notes, conversion price \$0.16, expiry date	11,408,750

Proposed transactions in securities

The Company held its 2013 annual general meeting on 22 October 2014 (notice of which was issued on 23 September 2014), at which several resolutions were approved by Shareholders which will result in changes in to the number and type of the Company's securities on issue. Subject to the completion of the transactions in respect of the Spring.me Acquisition described in that notice of 2013 annual general meeting, the Company expects to have the following classes and numbers of equity securities on issue:

Resolution number(s) and description (by reference to the notice of annual general meeting to be held on 22 October 2014)	Minimum subscription under Capital Raising (\$3,000,000)	Full subscription under Capital Raising (\$5,000,000)	Over-subscription under Capital Raising (\$6,000,000)
13. Post-Consolidation issued capital	3,752,219	3,752,219	3,752,219
15. Spring.me Acquisition offer consideration - Shares	60,000,000	60,000,000	60,000,000
15. Spring.me Offer consideration - Performance Stock Rights ¹	40,000,000	40,000,000	40,000,000
17. Capital Raising	15,000,000	25,000,000	30,000,000
16. Promoter Shares ²	4,825,400	6,000,000	6,000,000
6 – 11. Issues of Shares to creditors, related party Convertible Note holders and Directors of the Company	3,972,781	3,972,781	3,972,781
5. Issue of Shares to unrelated parties under Convertible Notes 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:

- 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 the notice of 2013 annual general meeting dated 23 September 2014.

2. Upon completion of the Spring.me Acquisition, GRP Corporation proposes issuing up to a maximum of 6 million Shares to advisors of the Company.
3. Upon Shareholder approval, the Company will issue 11,033,750 shares to unrelated Convertible Note holders.

Duration of approval of 10% limit

Shareholder approval of the 10% limit under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

(the **period of approval**).

Formula for calculation of 10% limit

The exact number of equity securities to be issued under the 10% limit will be determined in accordance with the following formula, which is prescribed in ASX Listing Rule 7.1A.2:

Eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

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

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% limit without shareholder approval;
- less the number of fully paid ordinary shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% limit.

D is 10%

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

ASX Listing Rule 7.3A requires the following information to be provided to Shareholders:

(a) **Minimum Price**

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's equity securities in the same class, calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the equity securities are issued.

(b) **Risk of voting dilution**

If Resolution 8 is approved by Shareholders and the Company issues equity securities under the 10% limit, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the equity securities.

The below table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A', calculated in accordance with the formula in ASX Listing Rule 7.1A(2), as at the date of this Notice.

The table also shows:

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

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.10 50% decrease in Issue Price	\$0.20 Issue Price	\$0.40 100% increase in Issue Price
Current Variable 'A' 122,772,292	10% Voting Dilution	12,277,229 Shares	12,277,229 Shares	12,277,229 Shares
	Funds Raised	\$1,227,723	\$2,455,446	\$4,910,892
50% increase in current variable 'A' 184,158,438	10% Voting Dilution	18,415,844 Shares	18,415,844 Shares	18,415,844 Shares
	Funds Raised	\$1,841,584	\$3,683,169	\$7,366,338
100% increase in current variable 'A' 245,544,584	10% Voting Dilution	24,554,458 Shares	24,554,458 Shares	24,554,458 Shares
	Funds Raised	\$2,455,446	\$4,910,892	\$9,821,784

The above table has been prepared on the following assumptions:

- (i) completion of the Spring.me Acquisition and of the various issues of Shares set out on page 23 for which Shareholder approval was obtained at the 2013 annual general meeting (assuming full subscription is raised under the Capital Raising).
- (ii) the Shares the subject of Resolutions 4 to 6 have been issued.
- (iii) the Company issues the maximum number of equity securities available under the 10% limit.
- (iv) no Options (including any Options issued under the 10% limit) are exercised into Shares before the date of the issue of equity securities.
- (v) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (vi) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% limit, based on that Shareholder's holding at the date of the Meeting;
- (vii) the table shows only the effect of issue of equity securities under ASX Listing Rule 7.1A, not under the 15% limit under ASX Listing Rule 7.1;
- (viii) the issue of equity securities under the 10% limit consists only of Shares. If the issue of equity securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (ix) the issue price is \$0.20 being the price at which Shares are proposed to be issued under the Capital Raising.

(c) **Period of approval**

The Company will only issue and allot the equity securities during the period of approval. The approval under Resolution 8 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a

transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) **Purpose of issue under 10% limit**

The Company may seek to issue the equity securities for the following purposes:

- (i) Non-cash consideration for the acquisition of assets such as domain names, or other technology related intellectual property, or a business or a company holding such assets. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) Cash consideration. In such circumstances the Company intends to use the funds raised towards continued development of its existing assets and/or general working capital.

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

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% limit. The identity of the allottees of equity securities will be determined on a case by case basis, having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the alternative methods for raising funds that are available to the Company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if available).

The allottees under the 10% limit have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) **Voting exclusion statement**

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

Board recommendation: *The Directors unanimously recommend that Shareholders vote in favour of approving the 10% limit. This will enable the*

Company to have the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 and an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.

ANNEXURE 1 – ADDITIONAL DISCLOSURES REQUIRED BY CHAPTER 2E.1

The following information is provided to comply with section 219 of the Corporations Act. Neither the Directors nor the Company are aware of any other information that is material to or would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 4 - 6 which is not set out in this Notice.

(i) Identity of the related parties to whom Resolutions 4, 5 and 6 permit financial benefits to be given

The Shares the subject of Resolutions 4 and 5 are proposed to be issued, and the Loans made, to Mr Colin Fabig and Mr Ari Klinger (or their respective nominees).

The Shares and Options the subject of Resolution 6 are proposed to be issued to Mr Roger Harley or his nominee.

(ii) Nature of the financial benefits

Subject to the passage of Resolution 3 and to their appointments as Directors, Resolutions 4 and 5 seek approval from Shareholders to allow the Company to issue Shares to Mr Fabig and Mr Klinger in accordance with the table below, to be funded by way of non-recourse Loans provided by the Company. The key terms of the Share issues and the Loans are summarised in sections 4 and 5 of this Explanatory Statement.

Directors	Role	Maximum Number of Shares	Maximum Amount of Loan
Mr Colin Fabig	Executive Director	6,381,771	\$1,276,354
Mr Ari Klinger	Executive Director	6,381,771	\$1,276,354

Resolution 6 seeks approval from Shareholders to allow the Company to issue Shares and Options to Mr Harley, subject to his appointment as a Director, in accordance with the table below. The Shares will be issued on the same terms and conditions as those currently on issue in the Company and the key terms of the Options are summarised in Schedule 1 of this Explanatory Statement.

Directors	Role	Maximum Number of Shares / Options	Value of Securities
Mr Roger Harley	Non-executive Chairman	50,000 Shares	\$10,000
Mr Roger Harley	Non-executive Chairman	1,595,443 Options	\$127,635

The Board views the issue of the Shares and Options, as set out above, to be an effective and appropriate means for the Company to incentivise its future Directors, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

Having reviewed the practices of other companies of a similar size and stage of development which have issued Securities to attract and retain senior directors, the non-interested members of the Board have determined that the number of Shares and Options proposed to be issued to Mr Fabig, Mr Klinger, and Mr Harley as set out above, is appropriate.

(iii) Valuation of financial benefit for Resolution 6

The Options to be issued under Resolution 6 have an assessed valuation of \$127,635 (using a price of 0.08 cents per Option).

The fair value of the Options has been independently determined using a Black-Scholes option pricing model that takes into account the Exercise Price, the term of the Option, the impact of dilution, the Share price at grant date, the expected volatility of the underlying Share, the expected dividend yield and the risk free rate for the term of the Option.

The model inputs for the calculation of the range of values of the Options include:

- (i) *Issue Price*: Options are granted for no cash consideration.
- (ii) *Expected Grant Date*: The Company proposes to issue the Options on 30 November 2014 but in any case no later than one month after the date of passage of Resolutions 6.
- (iii) *Exercise Price*: \$0.30.
- (iv) *Expiry Date*: 30 November 2017.
- (v) *Vesting Conditions*: The Options vest over three years as outlined in Section 6 of this Notice.
- (vi) *ASX quoted Share price at valuation date*: \$0.20.
- (vii) *Assumed Price Volatility of the Shares*: 75%.
- (viii) *Assumed Dividend Yield*: nil.
- (ix) *Assumed Risk-Free Interest Rate*: 2.75%.

(iv) Dilution

If the Shares and Options the subject of Resolutions 4, 5 and 6 are issued, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Shares and Options will be equal to approximately 8.77% of the Company's fully-diluted share capital on the basis that:

- the Company's post-Consolidation, post Spring.me Acquisition fully-diluted share capital is 149,908,750 (on the assumption that the Capital Raising is fully subscribed – by reference to the table in section 8 of this Explanatory Statement);
- there are no further issues of securities by the Company other than the 12,813,542 Shares and 1,595,443 Options referred to in this Notice (and assuming conversion of those Options); and

- all Resolutions contained in this Notice are passed,

resulting in a total of 164,317,735 Shares and Options on issue.

(v) Existing interests of related parties in the Company

Name	Type of security	Number of securities held
Mr Colin Fabig and	Not applicable	Nil
Mr Ari Klinger and	Not applicable	Nil
Mr Roger Harley	Not applicable	Nil

Note: As at the date of this Notice, Mr Colin Fabig has an interest in 5,285,714 Shares in Spring.me and 3,523,822 Performance Stock Rights in Spring.me and will be issued 14,394,578 Shares and 9,596,424 Performance Stock Rights in the Company upon completion of the Spring.me Acquisition. Mr Ari Klinger has an interest in 5,000,000 Shares in Spring.me and 3,333,346 Performance Stock Rights in Spring.me and will be issued 13,616,489 Shares and 9,077,700 Performance Stock Rights in the Company upon completion of the Spring.me Acquisition.

(vi) Remuneration

The remuneration of Mr Fabig and Mr Klinger, prior to the issue of Shares, is set out in section 5 of this Explanatory Statement. The remuneration of Mr Harley, prior to the issue of Shares and Options, is set out in section 6 of this Explanatory Statement.

(vii) Board recommendation

The Board recommendations on Resolutions 4, 5 and 6 are set out in sections 5 and 6 of this Explanatory Statement. None of the current Board members have an interest in the outcome of Resolutions 4, 5 and 6.

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Shares and Options and making the Loans.

SCHEDULE 1 – OPTIONS – TERMS AND CONDITIONS

The Options that are the subject of Resolution 6 will be issued on the following terms and conditions (which will be confirmed to option holders at the time that initial transaction statements are despatched):

1. Each Option entitles the holder to subscribe for one Share and is exercisable during the period commencing on the date when the applicable vesting conditions are satisfied, and concluding 3 years after their date of issue.
2. The Option may be exercised by giving notice in writing (**Notice of Exercise**) to the Board of Directors of the GRP Corporation Limited (**Company**);
3. The exercise price for each Option (which is payable immediately on exercise) is \$0.30 in each case, the **Exercise Price**, for each Share in respect of which the Option is exercised;
4. Within 14 days after receipt by the Company of a Notice of Exercise and payment of the relevant Exercise Price, the Company must issue to the Option Holder the number of Shares in respect of which the Option is exercised and dispatch the relevant acknowledgment of issue as soon as is reasonably practicable thereafter;
5. Shares issued on the exercise of Options will rank equally in all respect with the then existing Shares and will be subject to the provisions of the Constitution;
6. Subject to Paragraphs 7, 8 and 9 below, an Option does not confer the right to participate in new issues of securities by the Company without first exercising the Option;
7. Adjustments to the number of Shares over which Options exist and/or the Exercise Price may be made as described in Paragraph 8 below, in order to take account of changes to the capital structure of the Company by way of pro rata bonus and cash issues;
8. The method of adjustment for the purpose of Paragraph 7 above will accord with Listing Rules 6.22.2 and 6.22.3 as at the date the Option is granted or as those Listing Rules may be subsequently amended. This provides:

- PRO RATA CASH ISSUES

If there is a pro rata issue (except a bonus issue) to the holder of the underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

O' = the new exercise price of the Option. In the case of an Option over a Share, the new exercise price may not be reduced below the par value of the Share;

O = the old exercise price of the Option;

E = the number of underlying Shares in respect of which one Option is exercisable;

P = the average market price per Share (weighted by reference to volume) of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date arising in the course of the pro-rata issue;

- S = the subscription price for a Share under the pro rata issue;
D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue);
N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- PRO RATA BONUS ISSUES

If there is a bonus issue to the holders of the underlying securities, the number of securities over which the Option is exercisable may be increased by the number of securities which the holder of the Option would have received if the Option had been exercised before the record date **for** the bonus issue;

9. The Options will be reconstructed as required by the Listing Rules on a reconstruction of capital;
10. In the event of any reconstruction of capital, Options will be treated in the following manner:
 - in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio;
 - in the event of a reduction of par value by return of share capital of the Company, the number of Options will remain the same and the Exercise Price will be reduced by the same amount as the reduction of that par value of each ordinary share;
 - in the event of a reduction of par value of each share in the Company by a cancellation of share capital that is either lost or not represented by available assets, the number of Options and the Exercise Price will remain unaltered;
 - in the event of a pro rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the Exercise Price will be amended in inverse proportion to that ratio; and
 - in the event of any other reconstruction of the issued capital of the Company, the number of Options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on Option Holders which are not conferred on shareholders;
11. In the instance that a Change in Control Event occurs in respect of the Shares of the Company, all Options will expire 30 days after the Change in Control.

For the purposes of the above clause a "**Change in Control Event**" means:

(i) the occurrence of:

- (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and

- (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or

(ii) the announcement by the Company that:

- (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:

- (1) cancelled; or

- (2) transferred to a third party; and

- (B) the Court, by order, approves the proposed scheme of arrangement.

12. The Company will at all times keep available sufficient authorised capital to satisfy the exercise of all Options which have neither lapsed nor been fully exercised, taking account of any other obligations of the Company to issue Shares;
13. No application for quotation of the Options will be made by the Company;
14. The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares issued on the exercise of Options but gives no assurance or undertaking that such quotation or listing will be granted or maintained;
15. If the Company is liquidated, all unexercised Options will lapse;
16. Options may not be transferred without prior consent of the Board; and
17. No further document will be sent to an Option Holder in relation to the exercise of its Options.

GLOSSARY

Annual General Meeting, AGM or Meeting means the meeting convened by the Notice.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of Directors of the Company as constituted from time to time.

Business Day has the meaning given to that term in ASX Listing Rule 19.12.

Capital Raising means the proposed capital raising required as a condition precedent to the Spring.me Acquisition, which was approved by Shareholders at the Company's 2013 annual general meeting on 22 October 2014, and set out as resolution 17 in the Company's notice of 2013 annual general meeting dated 23 September 2014.

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

Consolidation means the proposed consolidation of the Company's issued capital on a one for five basis, which was approved by Shareholders at the Company's 2013 annual general meeting on 22 October 2014, and set out as resolution 13 in the Company's notice of 2013 annual general meeting dated 23 September 2014.

Constitution means the Constitution of the Company.

Convertible Notes means convertible notes in the Company issued pursuant to the unsecured convertible note deed poll entered into by the Company dated 22 May 2014.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Documents means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

EIS means the Spring Networks Limited Employee Incentive Scheme.

EIS Eligible Persons means full-time or part-time employees, officers, consultants or contractors of the Company or any related body corporate of the Company, subject to the Corporations Act, ASIC Class Order [CO 03/184] and any other ASIC relief and/or regulatory guidance from time to time pertaining to the Employee Incentive Scheme.

EIS Participant means an EIS Eligible Person who accepts Shares and/or Options under the EIS.

Explanatory Statement means the explanatory statement accompanying the Notice.

GRP Corporation Group means GRP Corporation Group and its controlled entities.

Key Management Personnel or **KMP** 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. .

Loan means a loan or loans to be applied towards the subscription or purchase price of Shares under the EIS.

Notice means the notice of Meeting that accompanies and forms part of the Documents.

Option means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Performance Stock Right means a right to be issued one Share upon satisfaction of a performance condition before a specified date.

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

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

Shareholder means a holder of a Share.

Share Registry means Advanced Shares Registry Limited.

Special Resolution means a resolution passed by at least 75 per cent of the votes at a general meeting of Shareholders.

Spring.me means Helpa Inc, a company incorporated in the USA.

Spring.me Acquisition means the acquisition of Helpa Inc, a company incorporated in the USA, by the Company in accordance with the terms and conditions set out in the heads of agreement entered into by the Company and Helpa Inc.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average price of trading in Shares on the ASX market and the Chi-X market over a specified period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

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

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

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 11.00am (WST), on Friday 28 November 2014 at Ground Floor, 981 Wellington Street, West Perth, WA 6005 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director – Mr Zane Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Mr Colin Fabig, Related Party, and Approval of Associated Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Mr Ari Klinger, Related Party, and Approval of Associated Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares and Options to Mr Roger Harley, Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Participation of Mr Roger Harley, Related Party, in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of 10% Capacity to Issue Equity Securities	<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.

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
in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing 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.