



CRE8TEK LIMITED  
ACN 000 031 292

## NOTICE OF GENERAL MEETING

**The General Meeting of the Company will be held at the offices of the Company, at 108 Outram Street, West Perth, Western Australia on Wednesday, 10 May 2017 at 10.00am (WST).**

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact Jon Snowball at FTI Consulting by telephone on +61 2 8298 6100 or [investor@flamingo.io](mailto:investor@flamingo.io).*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

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# CRE8TEK LIMITED

ACN 000 031 292

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Cre8tek Limited (**Company**) will be held at the offices of the Company, at 108 Outram Street, West Perth, Western Australia on Wednesday, 10 May 2017 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders of the Company on Monday, 8 May 2017 at 5.00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Ratification of prior issues of Shares and Options

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of securities on the terms and conditions in the Explanatory Memorandum:*

- (a) 27,955,995 Placement Shares issued under Listing Rule 7.1;
- (b) 59,544,005 Placement Shares issued under Listing Rule 7.1A
- (c) 43,750,000 Placement Options issued under Listing Rule 7.1; and
- (d) 940,540 Shares issued to The Clarion Group, Ltd. under Listing Rule 7.1."

#### Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate or nominee of such a person) who participated in the issue of the Securities.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

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## **2. Resolution 2 - Approval to issue Options to Ironside Capital**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 60,000,000 Options to Ironside Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Ironside Capital (or its nominees) and 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.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

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## **3. Resolution 3 - Participation in Entitlement Offer shortfall by Otsana Capital**

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 25,000,000 Shares and up to 12,500,000 Options to Otsana Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Otsana Capital (and its nominee), and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

**BY ORDER OF THE BOARD**

Zane Lewis  
Company Secretary  
Cre8tek Limited  
Dated: 7 April 2017

**EXPLANATORY MEMORANDUM**

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## **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at 108 Outram Street, West Perth, Western Australia on Wednesday, 10 May 2017 at 10.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Resolutions
Section 4	Resolution 1 - Ratification of prior issues of Shares and Options
Section 5	Resolution 2 - Approval to issue Options to Ironside Capital
Section 6	Resolution 3 - Participation in Entitlement Offer shortfall by Otsana Capital
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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## **2. Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### **2.1 Voting in person**

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

### **2.2 Proxies**

#### **(a) Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are

unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) 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:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) 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;
- (iii) 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 (i.e. as directed); and
- (iv) 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 (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either 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.

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### 3. Background to Resolutions

#### 3.1 Background

On 27 March 2017, the Company announced that it intended to raise up to \$5.5 million (before costs) through a \$3.5 million placement to institutional and sophisticated investors (**Placement**) and an additional \$2 million via a non-renounceable entitlement offer (**Entitlement Offer**).

#### 3.2 Placement

On 3 April 2017, the Company issued 87,500,000 Shares (**Placement Shares**) at an issue price of \$0.04 each to new and existing domestic and international institutional and sophisticated Shareholders (**Placement Participants**) under the Placement.

The Placement Participants are also entitled to be issued 1 free-attaching quoted Option exercisable at \$0.06 on or before the date which is 12 months after the date of issue for every 2 Placement Shares subscribed for (**Placement Options**).

The Placement Options form part of the Placement but are offered under the Entitlement Offer prospectus as a separate offer. As at the date of this Notice, the Placement Options have not yet been issued to the Placement Participants but the Company expects to issue 43,750,000 Placement Options on or prior to the date of the Meeting.

Resolutions 1(a), (b) and (c) seek the ratification of Shareholders pursuant to Listing Rule 7.4 for the issue of the 87,500,000 Placement Shares and 43,750,000 Placement Options.

#### 3.3 Entitlement Offer and shortfall arrangements

On 3 April 2017, the Company lodged a prospectus for the Entitlement Offer to all eligible Shareholders for the issue of up to approximately 50,285,337 Shares at \$0.04 each, on the basis of 10 new Shares for every 136 Shares held. Participants in the Entitlement Offer will also receive 1 free-attaching quoted Option for every 2 new Shares subscribed for, on the same terms as the Placement Options.

Ironside Capital, who is not a related party of the Company, has conditionally agreed to take up \$2 million of shortfall from the Entitlement Offer, subject to receiving binding commitments for that amount. Ironside Capital has confirmed that Otsana Capital and an institutional investor have each provided a binding commitment to take up to \$1 million each of any Entitlement Offer shortfall, being up to 25 million Shares and up to 12.5 million free-attaching quoted Options each. Otsana Capital is an entity associated with Director Mr Faldi Ismail and its commitment is subject to receipt of prior Shareholder approval. The ultimate number of Shares and Options issued to Otsana pursuant to this commitment depends on the amount of shortfall (if any) from the Entitlement Offer. Shareholder approval is being sought for the maximum number that could be issued to Otsana.

As part consideration for Ironside Capital's commitment and subject to Shareholder approval, the Company has agreed to issue Ironside Capital (or its nominees) 60,000,000 Options on the same terms as the Placement Options (**Ironside Options**). A summary of the material terms of the agreement between the Company and Ironside Capital is set out in the Company's prospectus dated 3 April 2017.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the 60 million Ironside Options to Ironside Capital or its nominees.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for Otsana Capital (or its nominees) to participate in the Entitlement Offer shortfall, up to 25,000,000 Shares and up to 12,500,000 Options.

### **3.4 Clarion Shares**

As disclosed in section 9.2(c) of the Company's prospectus dated 13 September 2016, the Company and its wholly-owned subsidiary Flamingo have entered into an amended and restated non-exclusive customer referral agreement with The Clarion Group, Ltd (**Clarion**), an unrelated Connecticut S corporation, pursuant to which Clarion facilitates sales of Flamingo's products by referring prospective providers directly to Flamingo (**Clarion Agreement**).

As part of the Clarion Agreement, the Company has agreed to issue 470,270 Shares to Clarion for each transaction with a client referred by Clarion which is accepted by Flamingo (**Qualified Referral**) up to a maximum of 10 Qualified Referrals.

On 3 April 2017, the Company issued 940,540 Shares to Clarion (**Clarion Shares**) for previous Qualified Referrals made in accordance with the original Clarion Agreement.

Resolution 1(d) seeks the ratification of Shareholders pursuant to Listing Rule 7.4 for the issue of the 940,540 Clarion Shares.

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## **4. Resolution 1 - Ratification of prior issues of Shares and Options**

### **4.1 General**

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 87,500,000 Placement Shares, 43,750,000 Placement Options and 940,540 Clarion Shares.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

Each of the resolutions which form part of Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of each of the resolutions which form part of Resolution 1.

### **4.2 Listing Rules 7.1 and 7.1A**

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.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 30 November 2016.

### **4.3 Listing Rule 7.4**

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made

pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

#### **4.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Securities under Resolution 1:

- (a) a total of:
  - (i) 87,500,000 Placement Shares were issued on 3 April 2017 as follows:
    - (A) 27,955,995 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
    - (B) 59,544,005 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
  - (ii) 43,750,000 Placement Options will be issued on or prior to 10 May 2017 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (iii) 940,540 Clarion Shares were issued on 3 April 2017 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the Placement Shares were issued at \$0.04 per Share, with an entitlement to be issued one free attaching Option for every two Placement Shares subscribed for;
- (c) the Clarion Shares were issued as part consideration for customer referral services provided by Clarion and therefore were issued for nil cash consideration;
- (d) the Placement Shares and Clarion Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Placement Options were issued on the terms and conditions in Schedule 2;
- (f) the Placement Shares and Placement Options were issued to the Placement Participants, none of whom is a related party of the Company;
- (g) the Clarion Shares were issued to Clarion, who is not a related party of the Company;
- (h) the proceeds from the issue of the Placement Shares will be used to fast track the implementation and scale up of the Flamingo Platform into US based Fortune 100 customers and Australian financial services institutions, to



explore opportunities into new verticals and markets such as Asia, as well as for general working capital;

- (i) no funds were raised from the issue of the Placement Options or the Clarion Shares as they were issued for nil cash consideration; and
- (j) a voting exclusion statement is included in the Notice.

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## **5. Resolution 2 - Approval to issue Options to Ironside Capital**

### **5.1 General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the 60 million Ironside Options to Ironside Capital.

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

### **5.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **5.3 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Ironside Options:

- (a) a maximum of 60,000,000 Options are to be issued as Ironside Options;
- (b) the Ironside Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Ironside Options are issued as part consideration for Ironside Capital's commitments to take up shortfall under the Entitlement Offer and therefore will be issued for nil cash consideration;
- (d) the Ironside Options will be issued to Ironside Capital (or its nominees), none of whom is a related party of the Company;
- (e) the Ironside Options are to be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Ironside Options as they will be issued for nil cash consideration;
- (g) it is intended that the Ironside Options will be issued on or about the date of the Meeting; and

- (h) a voting exclusion statement is included in the Notice.

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## **6. Resolution 3 - Participation in Entitlement Offer shortfall by Otsana Capital**

### **6.1 General**

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for Otsana Capital (or its nominees) to participate in the Entitlement Offer shortfall, up to 25,000,000 Shares and up to 12,500,000 Options (**Otsana Securities**).

The Board (other than Mr Faldi Ismail, who has a material person interest in the Resolution) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

### **6.2 Chapter 2E of the Corporations Act and Listing Rule 10.11**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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.

Any issue of Otsana Securities will constitute the giving of a financial benefit and Otsana Capital is a related party of the Company by virtue of being an entity controlled by a Director of the Company.

The Directors (other than Mr Faldi Ismail, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation because any Otsana Securities issued to Otsana Capital will be issued on the same terms as Securities issued to non-related party Shareholders under the Entitlement Offer and other providers of binding commitments to the Entitlement Offer shortfall and as such the giving of the financial benefit is on arm's length terms.

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 Listing Rule 10.12 applies.

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

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Otsana Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Otsana Securities to Otsana Capital (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

### 6.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Otsana Securities:

- (a) the Otsana Securities will be issued to Otsana Capital (or its nominee), a related party of the Company by virtue of being controlled by a Director, Mr Faldi Ismail;
- (b) the maximum number of Shares to be issued is 25,000,000 and the maximum number of Options to be issued is 12,500,000. The ultimate number of Otsana Securities issued to Otsana pursuant to its commitment depends on the amount of shortfall (if any) from the Entitlement Offer. Shareholder approval is therefore being sought for the maximum number that could be issued to Otsana. The actual number of Otsana Securities ultimately issued could be materially less than for which approval is sought;
- (c) the Otsana Securities 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 Listing Rules);
- (d) the issue price of the Shares will be \$0.04 each, with an entitlement to 1 free attaching Option for every 2 Shares subscribed for, being the same as all other Securities issued under the Entitlement Offer and Entitlement Offer shortfall;
- (e) the Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the Options will be issued on the terms and conditions set out in Schedule 2;
- (g) the proceeds from the issue of the Otsana Securities will be used to fast track the implementation and scale up of the Flamingo Platform into US based Fortune 100 customers and Australian financial services institutions, to explore opportunities into new verticals and markets such as Asia, as well as for general working capital; and
- (h) a voting exclusion statement is included in the Notice.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors of the Company.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Clarion** means The Clarion Group, Ltd. (a Connecticut S corporation).

**Clarion Shares** means the 940,540 Shares issued to Clarion.

**Company** means Cre8tek Limited ACN 000 031 292.

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

**Director** means a director of the Company.

**Entitlement Offer** has the meaning given in Section 3.1.

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Flamingo** means the Company's wholly-owned subsidiary, Flamingo Customer Experience, Inc. (a company incorporated pursuant to the laws of Delaware, USA).

**Flamingo Platform** means the online platform developed and operated by Flamingo for an 'intelligent guided selling', onboarding or retention experience between companies and their clients.

**Ironside Capital** means Ironside Capital Pty Ltd ACN 168 562 918.

**Ironside Options** means the Options proposed to be issued to Ironside Capital (or its nominees) under Resolution 2 on the terms set out in Schedule 2.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of general meeting.

**Option** means an option to acquire a Share.

**Otsana Capital** means Otsana Pty Ltd ACN 145 168 216 trading as Otsana Capital.

**Otsana Securities** means up to 25,000,000 Shares and up to 12,500,000 Options (on the terms set out in Schedule 2) proposed to be issued to Otsana Capital (or its nominees) under Resolution 3.

**Placement** has the meaning given in Section 3.1.

**Placement Options** has the meaning given in Section 3.2.

**Placement Participants** has the meaning given in Section 3.2.

**Placement Shares** has the meaning given in Section 3.2.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Securities** means all Equity Securities of the Company, including Shares and Options.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

## **Schedule 2 - Terms and conditions of Options**

Each of the Options (including the Placement Options, Ironside Options and Options issued under the Entitlement Offer or Entitlement Offer shortfall) will be granted on the following terms and conditions:

**1. Entitlement**

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

**2. Exercise Price**

The amount payable upon exercise of each Option will be \$0.06 (**Exercise Price**).

**3. Expiry Date**

Each Option will expire at 5.00pm (AEST) 12 months from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**4. Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**5. Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**6. Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**7. Quotation**

Application will be made to ASX for the Options to form a class of Options quoted on ASX.

**8. Quotation of Shares issued on exercise**

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

**9. Timing of issue of Shares on exercise**

After an Option is validly exercised, the Company must within 30 Business Days of receipt of the Notice of Exercise and receipt of cleared funds equal to the Exercise Price of the exercised Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 10 Business Days after issuing the Share.

**10. Shares issued on exercise**

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

**11. Reconstruction of capital**

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

**12. Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**13. Change in Exercise Price**

There will be no change to the Exercise Price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

**14. Adjustment for bonus issues**

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

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

**15. Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

## Vote by Proxy

**CR8:**

Holder Number:

### Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

### STEP 1: Please appoint a Proxy

### Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **10:00am (WST) on 10 May 2017 at 108 Outram Street, West Perth, Western Australia** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your 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 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.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1a Ratification of prior issues of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1d Ratification of prior issues of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Ratification of prior issues of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 Approval to issue Options to Ironside Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c Ratification of prior issues of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Participation in Entitlement Offer shortfall by Otsana Capital	<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.*

### STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address .....



## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (WST) on Monday, 8 May 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



#### ONLINE

<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



#### BY MAIL

Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012



#### BY HAND

Automic Registry Services  
Level 3, 50 Holt Street, Surry Hills NSW 2010



#### ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**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 lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.