

I SYNERGY GROUP LIMITED
ACN 613 927 361

Notice of Annual General Meeting

**Annual General Meeting to be held at
Ground Floor 16 Ord Street West Peth
On Tuesday 30 May 2017
commencing at 11:00am (WST).**

Important

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting of the shareholders of I Synergy Group Limited ACN 613 927 361 (**Company**) will be held at Ground Floor 16 Ord Street West Peth on Tuesday 30 May 2017, commencing at 11:00am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Business

Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2016, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1: Approval of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **advisory only resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 December 2016 be adopted."

Note: The votes on this Resolution are advisory only and do not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

Resolution 2: Re-election of Bruce Richard Sydney Symon

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

"That, for all purposes, Bruce Richard Sydney Symon, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

Resolution 3: Re-election of Ilmars Draudins

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

"That, for all purposes, Ilmars Draudins, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

Resolution 4: Re-election of Eng Guo Miao

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

"That, for all purposes, Eng Guo Miao, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director."

Resolution 5: Re-election of Chee Hong Teo

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

“That, for all purposes, Chee Hong Teo, having been appointed to fill a casual vacancy, retires as required in accordance with clause 11.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director.”

Resolution 6: Approval of 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A, and for all other purposes, approval be given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by any person who may participate in an issue under the 10% Placement Facility and a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, and any associate of those persons.

However, the Company will not disregard a vote if:

- 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
- 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.

Resolution 7: Appointment of Crowe Horwath as auditor

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

“That, for the purposes of section 327B of the Corporations Act, and for all other purposes, Crowe Horwath, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.”

By order of the Board



Joel Ives
Company Secretary
I Synergy Group Limited

24 April 2017

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of the shareholders of I Synergy Group Limited ACN 613 927 361 (**Company**) in connection with Resolutions 1 to 7 to be considered at the Annual General Meeting to be held at Ground Floor 16 Ord Street West Perth on Tuesday 30 May 2017, commencing at 11:00am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms under the Definitions section.

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of the Key Management Personnel will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chair, unless the Shareholder expressly authorises him or her to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as their proxy, the Shareholder should ensure that they direct the member of Key Management Personnel how to vote on Resolution 1.

If a Shareholder intends to appoint the Chair as their proxy for Resolution 1, Shareholders can direct the Chair how to vote by marking one of the boxes for Resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If the Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of members of the Key Management Personnel.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to the Company at PO Box 902, West Perth 6872,

so that it is received by no later than 11:00am (WST) on 28 May 2017. Proxy Forms received later than this time will be invalid.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11:00am (WST) on 28 May 2017. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

REGULATORY INFORMATION

1. Annual Report

The Annual Report of the Company for the financial year ended 31 December 2016, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, Crowe Horwath, is anticipated to be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

2. Resolution 1: Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 31 December 2016, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would be up for re-election.

The Directors encourage all Shareholders to vote on Resolution 1.

3. Resolutions 2 to 5: Re-election of Directors

In accordance with clause 11.4 of the Constitution, a Director appointed to fill a casual vacancy holds office until the next general meeting of the Company and is then eligible for re-election.

Each Director retires as required under clause 11.4 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on each Director is set out below.

Bruce Richard Sydney Symon

Richard has over 20 years of experience as a director and chairman of ASX listed companies. Richard acted as executive chairman and director for MDS Financial Group Ltd (now known as Sequoia Financial Group (ASX:SEQ)). Before joining MDS Financial Group, Richard was CEO of the National Stock Exchange of Australia (ASX:NSX).

Richard also co-founded and was CEO of Sharetrade Australian Stockbroking Ltd which was taken over by eCorp, and merged to bring Charles Schwab to Australia in 2000. Richard has previously served as executive director of the Securities and Derivatives Industry Association (now Stockbrokers Association of Australia) and the full service stockbroker Prudential-Bache Securities.

Richard is a fellow of FINSIA, Master Stockbroker (MSAA), Deputy Chairman of Variety the Children's Charity (Vic) and Chairman of the Financial Services Foundation, a Melbourne-based organisation supporting children's charities.

Richard was appointed as a Director on 28 July 2016.

Ilmars Draudins

With a career spanning over 25 years in the service and information technology sectors plus another 20 years of investment banking experience, Ilmars has used his expertise to add value to many high growth companies. A particular focus is to develop appropriate strategies which will assist high growth companies to achieve their potential. One key aspect is the ability to raise capital through an extensive network of investors, market participants and alliance partners. Ilmars has a great deal of experience in general management, senior project management, selling, marketing, capital raising, IPO's and strategic consulting.

He has lead numerous teams that have successfully conducted IPO's, private placements, capital raisings, M&A project work, commercialisation strategies and involvement in the strategic growth of companies and realising value for shareholders. He also has involvement with Asian companies and assisting them with their strategies and their Australian presence.

Ilmars is a director and chair of a number of private and public companies and uses his experience to assist these companies with their strategic direction and execution. Ilmars is also a NOMAD for the NSX and the Responsible Manager for 2 AFSL Licences. The extensive network and range of contacts that Ilmars has developed provide further assistance to these companies and their growth strategies.

He holds a Bachelor of Engineering (University of NSW), an MBA (Monash University), a Certificate III in Financial Markets (Securities Institute) and a Certificate in Direct Marketing (ADMA).

Ilmars was appointed as a Director on 28 July 2016.

Eng Guo Miao

With over 8 years of experience in the finance industry, Eng is responsible for the Company's financial strategies by forecasting capital requirements and developing action plans. Eng specialises in identifying the Company's key growth prospects through his expertise in analysing financial and accounting information, and his comprehensive knowledge of economic trends and revenue opportunities.

Eng is a Chartered Accountant of the Malaysian Institute of Accountants and an Associate Member of the Association of Chartered Certified Accountants. He holds a Bachelor of Science in Applied Accounting from Oxford Brookes University, England.

Eng was appointed as a Director on 28 July 2016.

Dato' Chee Hong Teo

Dato' is the founder of I Synergy and is a pioneer in the Malaysian affiliate marketing space. Dato' has over 13 years of experience in strategic planning and has played an important role in the development and marketing of several prominent Malaysian brands.

Dato' is an active member of the Malaysian Retail Chain Association (MRCA), ASEAN Retail-Chains Franchise Federation (ARFF) and has strong networks within the retail industry. Dato' is also an adviser to a prominent Malaysian angel investment platform.

Dato' holds a Bachelor of Engineering (Electrical-Instrumentation and Control) from the University of Technology, Malaysia.

Dato' was appointed as a Director on 28 July 2016.

Directors' recommendations

Other than to the Director to whom the Resolution relates, who does not make any recommendation in relation to its own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2 to 5.

4. Resolution 6: Approval of 10% Placement Facility

Resolution 6 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A.

Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of their issued share capital through placements over the 10% Placement Period (defined below) (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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.

As Resolution 6 is a special resolution, at least 75% of the votes cast must be cast in favour of the Resolution in order for it to be passed.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the only quoted Equity Securities that the Company has on issue are its Shares.

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under 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 Listing Rule 7.1 or 7.4.

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 6:

(a) **Minimum price at which the securities may be issued**

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the above date, the date on which the Equity Securities are issued.

(b) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue. The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

Variable 'A' (Shares on issue)		Issue price		
		\$0.10 (50% decrease)	\$0.20 (Current) ²	\$0.30 (50% increase)
185,593,643 (Current) ¹	Shares issued	18,559,364	18,559,364	18,559,364
	Funds raised	\$1,855,936	\$3,711,873	\$5,567,809
278,390,465 (50% increase)	Shares issued	27,839,046	27,839,046	27,839,046
	Funds raised	\$2,783,905	\$5,567,809	\$8,351,714
371,187,286 (100% increase)	Shares issued	37,118,729	37,118,729	37,118,729
	Funds raised	\$3,711,873	\$7,423,746	\$11,135,619

Notes:

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 6 April 2017.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

(c) Date by which the securities may be issued

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Purposes for which the securities may be issued

Any Equity Securities issued under the 10% Placement Facility may be issued for the following purposes (without limitation):

- as non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3;
- for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards international expansion, development of existing technology and programs, sale and marketing, and general working capital.

(e) Allocation policy for issues of securities

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case by case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) Previous issues of securities

This is the Company's first annual general meeting and therefore no prior approval under Listing Rule 7.1A has been obtained.

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

5. Resolution 7: Appointment of Crowe Horwath as auditor

Crowe Horwath was appointed as auditor of the Company pursuant to section 327A(1) of the Corporations Act. An auditor appointed under this provision holds office until the first annual general meeting of Shareholders.

Resolution 7 seeks Shareholder approval for the appointment of Crowe Horwath as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Crowe Horwath to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

In accordance with section 328A(1) of the Corporations Act, Crowe Horwath has given its written consent to act as the Company's auditor subject to the Company obtaining Shareholder approval of this Resolution 7.

If Resolution 7 is passed, the appointment of Crowe Horwath as the Company's auditor will take effect at the close of this Annual General Meeting.

Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

DEFINITIONS

In this Notice of Meeting and Explanatory Statement, the following terms have the following meanings:

10% Placement Facility has the meaning given in Section 4.

10% Placement Period has the meaning given in Section 4.

Annexure means an annexure to this Explanatory Statement.

Annual Report means the annual report of the Company for the financial year ended 31 December 2016.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Auditor's Report means the auditor's report contained in the Annual Report.

Board means the board of Directors.

Chair means the chairperson of the Meeting.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being:

- (a) a spouse or child of the member;
- (b) a child of that member's spouse;
- (c) a dependent of that member or of that member's spouse;
- (d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;
- (e) a company that is controlled by that member; or
- (f) any other person prescribed by the regulations.

Company means I Synergy Group Limited ACN 613 927 361.

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

Director means a director of the Company.

Directors' Report means the directors' report contained in the Annual Report.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means this explanatory statement incorporated in this Notice.

Financial Report means the financial report contained in the Annual Report.

Key Management Personnel means the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the

activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the official listing rules of ASX.

Meeting or Annual General Meeting means the Annual General Meeting of Shareholders to be held on Tuesday 30 May 2017 at 11:00am (WST).

Notice of Meeting means the notice of annual general meeting incorporating this Explanatory Statement.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution contained in the Notice.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

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

ANNEXURE A – NOMINATION OF AUDITOR

19 April 2017

The Directors
I Synergy Group Limited
Ground Floor
18 Ord Street
West Perth WA 6005

NOMINATION OF AUDITOR

Dear Sirs,

In accordance with section 328B of the *Corporations Act 2001* (Cth), I wish to nominate Crowe Horwath for appointment as auditor of I Synergy Group Limited at the forthcoming Annual General Meeting.

Yours faithfully,



Eng Gou Miao
Shareholder

PROXY FORM

I SYNERGY GROUP LIMITED ACN 613 927 361

I/We

of

being a member of I Synergy Group Limited ACN 613 927 361 entitled to attend and vote at the Annual General Meeting, hereby

appoint

Name of Proxy

or

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, 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 Annual General Meeting to be held at 11:00am on Tuesday 30 May 2017 at Ground Floor 16 Ord Street West Peth, and at any adjournment thereof.

The Chair intends to vote all available proxies in favour of all Resolutions. If you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), and you wish to give the Chair specific voting directions on a Resolution, you should mark the appropriate box(es) opposite those Resolutions in the panel below (directing the Chair to vote for, against or to abstain from voting).

Important for Resolution 1. If I/we have appointed the Chair as my/our proxy or the Chair becomes my/our proxy by default, by signing and submitting this Proxy Form I/we expressly authorise the Chair to exercise my/our proxy in respect of Resolutions 1 (except where I/we have indicated a different voting intention below) even though Resolutions 1 are connected directly or indirectly with the remuneration of a member of Key Management Personnel or their Closely Related Parties and even if the Chair has an interest in the outcome of Resolutions 1 and that votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

OR

Voting on business of the Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Bruce Richard Sydney Symon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Ilmars Draudins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Eng Guo Miao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Chee Hong Teo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Crowe Horwath as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chair of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder 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 Company's share registry, please attach a certified photocopy of the power of attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any power of attorney and/or second Proxy Form) and return by:

- post to the Company at PO Box 902, West Perth WA 6872, so that it is received by no later than 11:00am (WST) on 28 May 2017.

Proxy Forms received later than this time will be invalid.