

YONDER & BEYOND

YONDER & BEYOND GROUP LIMITED
ABN 76 149 278 759

YNB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Yonder & Beyond Group Limited
PO Box 317,
Collins Street West,
Victoria 8007

By Email:

chris@yonderbeyond.com

Alternatively you can fax your form to
+61 8 6141 3599

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 11:00am (WST) on Sunday, 17 September 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 2001) does not have a Company Secretary, a 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Yonder & Beyond Group Limited hereby appoint

☐ the Chairman
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Yonder & Beyond Group Limited to be held at Barringtons House, 283 Rokeby Road, Subiaco WA 6008 on Tuesday, 19 September 2017 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3, 4, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 3, 4, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3, 4, 8, 9 and 10 by marking the appropriate box in step 2 below.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Ratification of Prior Issue of 13,496,080 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	Approval of Proposed Issue of Options to Non-Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issue of 13,975,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Election of Director Michael Hynes (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Proposed Issue of 1,632,165 Shares to Mr Shashi Fernando (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval of Proposed Issue of 15,000,000 Options to Michael Hynes (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Proposed Issue of 1,960,788 Shares to Jay Stephenson (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval Proposed Issue of 10,000,000 Options to John Bell (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Proposed Issue of 14,078,648 Shares to Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of Proposed Issue of 4,000,000 Options to Mr Jay Stephenson (Director)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section 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

Y N B

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Computershare +



YONDER AND BEYOND GROUP LIMITED

ACN 149 278 759

NOTICE OF GENERAL MEETING

TIME: 11.00am (WST)

DATE: Tuesday 19 September 2017

PLACE: Barringtons House
283 Rokeby Road
SUBIACO WA 6008

yonderbeyond.com

This 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 professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary at chris@yonderbeyond.com

CONTENTS PAGE

Business of the Meeting	3
Explanatory Statement	7
Glossary	20

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of General Meeting relates will be held at 11.00am (WST) on Tuesday 19 September 2017 at Barringtons House, 283 Rokeby Road, Subiaco WA 6008

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the general meeting are those who are registered Shareholders at 11.00am (WST) on Sunday 17 September 2017.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

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

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Yonder and Beyond Group Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - 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.

How the Chairman will vote undirected proxies

The Chairman of the General Meeting will vote all undirected proxies in favour of all proposed resolutions.

MAJORITY REQUIRED

Resolutions 1–10 inclusive are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolutions are cast in favour of the Resolutions.

DEFINED TERMS

Capitalised terms in this Notice of General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

ASIC AND ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

AGENDA

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 13,496,080 SHARES**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 13,496,080 Shares on the terms and conditions set out in the Explanatory Statement”.

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue 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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. **RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 13,975,000 SHARES**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 13,975,000 Shares on the terms and conditions set out in the Explanatory Statement”.

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue 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 a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. **RESOLUTION 3 – APPROVAL OF PROPOSED ISSUE OF 1,632,165 SHARES TO MR SHASHI FERNANDO (DIRECTOR)**

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

“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,632,165 Shares to Mr Shashi Fernando a Director and Chief Executive Officer of the Company.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Shashi Fernando (or his nominees) 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.

Voting Prohibition Statement:

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

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

However, the above prohibition does not apply if:

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

4. RESOLUTION 4 – APPROVAL OF PROPOSED ISSUE OF 1,960,788 SHARES TO JAY STEPHENSON (DIRECTOR)

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

“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,960,788 Shares to Mr Jay Stephenson a Director and Chairman of the Company.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Jay Stephenson (or his nominees) 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.

Voting Prohibition Statement:

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

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

However, the above prohibition does not apply if:

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

5. RESOLUTION 5 – APPROVAL OF PROPOSED ISSUE OF 14,078,648 SHARES TO CREDITORS

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

“ That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 14,078,648 shares at an issue price of \$0.04 on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with Listing Rule 7.3.8 and for all other purposes, the Company will disregard any votes cast on Resolution 5 by participants in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 5 is passed, and any Associates of such a person.

However, the Company need not disregard a vote if:

- a) it is cast by such 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 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.

6. RESOLUTION 6 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO NON-RELATED PARTIES

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

“ That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 31,500,000 options on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

In accordance with Listing Rule 7.3.8 and for all other purposes, the Company will disregard any votes cast on Resolution 6 by participants in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 6 is passed, and any Associates of such a person.

However, the Company need not disregard a vote if:

- a) it is cast by such 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 person chairing the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – ELECTION OF DIRECTOR MICHAEL HYNES (DIRECTOR)

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

“That, for the purpose of clause 11.2 of the Constitution, ASX Listing Rule 14.3, and for all other purposes, Mr Michael Hynes being eligible, is elected as a Executive Director of the Company.”

8. RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF 15,000,000 OPTIONS TO MICHAEL HYNES (DIRECTOR)

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

“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,000,000 Options to Mr Michael Hynes a Director and Chief Operations Officer of the Company.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Hynes (or his nominees) 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.

Voting Prohibition Statement:

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

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

However, the above prohibition does not apply if:

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

9. RESOLUTION 9 – APPROVAL PROPOSED ISSUE OF 10,000,000 OPTIONS TO JOHN BELL (DIRECTOR)

“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to Mr John Bell a Director and Chief Financial Officer of the Company.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Bell (or his nominees) 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.

Voting Prohibition Statement:

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

- (g) the proxy is either:
 - (i) a member of the Key Management Personnel: or

(ii) a Closely Related Party of such a member; and

(h) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(g) the proxy is the Chair; and

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

10. RESOLUTION 10 – APPROVAL OF PROPOSED ISSUE OF 4,000,000 OPTIONS TO JAY STEPHENSON (DIRECTOR)

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

“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 options to Mr Jay Stephenson a Director and Chairman of the Company.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Jay Stephenson (or his nominees) 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.

Voting Prohibition Statement:

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

(i) the proxy is either:

(i) a member of the Key Management Personnel: or

(ii) a Closely Related Party of such a member; and

(j) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(i) the proxy is the Chair; and

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

Dated: 14 August 2017

By Order of the Board
Christopher Shearer
COMPANY SECRETARY

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 13,496,080 SHARES

1.1 Background

On 8 November 2016, the Company completed a placement of 13,496,080 Shares that were issued within the 15% capacity permitted under ASX Listing Rule 7.1. Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of these shares

1.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 13,496,080 Shares on 22 November 2016, that were within the 15% capacity permitted under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1

1.3 ASX Disclosure Requirement

The following information is provided in accordance with ASX Listing Rule 7.5

a) *The Number of Securities issued*

13,496,080 Shares were issued.

b) *The Price at which the securities were issued*

The Shares were issued at a price of \$0.06 per Share.

c) *The Terms of the securities*

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

d) *The Names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The issue was made to sophisticated investors and were not made to any related party of the Company.

e) *The Use or intended use of the funds raised.*

The funds raised were used to fund working capital and business development of the Company.

f) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

1.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 13,975,000 SHARES

2.1 Background

On 14 July 2017, the Company completed a placement of 13,975,200 Shares, of which 2,986,688 shares were issued within the 15% capacity permitted under ASX Listing Rule 7.1 and 10,988,512 shares that were issued within the 10% capacity permitted under ASX Listing Rule 7.1A. Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of these shares.

2.2

ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. ASX Listing Rule 7.1A permits a eligible company to issue securities representing no more than 10% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 13,975,000 Shares on 14 June 2017, of which 2,986,688 shares were issued within the 15% capacity permitted under ASX Listing Rule 7.1 and 10,988,512 shares were issued within the 10% capacity permitted under ASX Listing Rule 7.1A..

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1 and the 10% capacity set out in ASX Listing Rule 7.1A.

2.3

Information required by Listing Rule 7.5

The following information is provided in accordance with ASX Listing Rule 7.5

- a) *The Number of Securities issued*
13,975,000 Shares were issued.
- b) *The Price at which the securities were issued*
The Shares were issued at a price of \$0.04 per Share.
- c) *The Terms of the securities*
The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- d) *The Names of the persons to whom the entity issued the securities or the basis on which those persons were determined*
The issue was made to sophisticated investors and were not made to any related party of the Company.
- e) *The Use or intended use of the funds raised.*
The funds raised were used to fund working capital and business development of the Company.
- f) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

2.4

Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO SHASHI FERNANDO - DIRECTOR

3.1 Background

Resolution 3 seeks Shareholder approval for the issue of 1,632,165 shares to Shashi Fernando ('Mr Fernando').

Mr Fernando is a director and CEO of the Company, and accordingly, the issue of shares to Mr Fernando is subject to and conditional upon shareholder approval.

Mr Fernando has advanced cash to the Company of \$108,811, and accrued wages and invoices totalling \$113,520. Mr Fernando has agreed to accept the issue of 1,632,165 shares in the Company in exchange for writing off any claim against the company for amounts owing to him. This amounts to a conversion of \$65,287 at \$0.04 per share and a debt forgiveness benefit to the Company of \$157,044.

Mr Fernando is currently the beneficial holder of 24,571,379 ordinary shares in the company, representing 17.89% of the issued share capital of the Company. In the event that shareholder approval is obtained for Resolution 3, Mr Fernando's total holding will increase to 26,203,544 representing 18.85% of the issued share capital of the Company following the issue of the Shares in Resolution 3 and reducing to 16.90% issued share capital assuming approval of the share issue under Resolution 4 and Resolution 5.

3.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to a related party without the approval of holders of ordinary securities.

A director of a listed company and any entity controlled by the director are included in the definition of a related party.

3.3 Information required by Listing Rule 10.13

a) Names of the persons to whom the entity will issue the securities

The shares will be issued to Shashi Fernando.

b) The maximum number of securities the entity is to issue

1,632,165 shares.

c) The date by which the entity will issue the securities

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.

d) The relationship between the Company and Mr Fernando

Mr Fernando is a director and CEO of the Company.

e) Issue price of securities

The shares will be issued at \$0.04 per share which is equal to the last traded price on 11 August 2017.

f) Terms of the securities

The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

g) The use or intended use of the funds raised

No funds will be raised from the issue of Shares as the issue is in satisfaction of accrued expenses and previously provided loan owing by the Company to Shashi Fernando.

h) Voting Exclusion

A voting exclusion statement forms part of this Notice.

3.4 Recommendation of Directors

The Directors (with Mr Fernando abstaining) recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO JAY STEPHENSON - DIRECTOR

4.1 Background

Resolution 4 seeks Shareholder approval for the issue of 1,960,788 shares to Jay Stephenson ('Mr Stephenson').

Mr Stephenson is a director and Chairman of the Company, and accordingly, the issue of shares to Mr Stephenson is subject to and conditional upon shareholder approval.

Mr Stephenson has accrued director fees over the course of his appointment in accordance with his services agreement; of which \$130,719 remain unpaid. Mr Stephenson has agreed to accept the issue of 1,960,788 shares in exchange for writing off any claim against the company on amounts owing to him. This amounts to a conversion of \$78,431 at \$0.04 and a debt forgiveness benefit to the Company of \$52,288.

Mr Stephenson and his related parties are currently the beneficial holder of 145,577 ordinary shares in the company, representing 0.11% of the issued share capital of the Company. In the event that, shareholder approval is obtained for Resolution 4, Mr Stephenson and his related parties' total holding will increase to 2,106,365 representing 1.51% of the issued share capital of the Company following the issue of the Shares in Resolution 4 and reducing to 1.36% issued share capital assuming approval of the share issue under Resolution 3 and Resolution 5.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to a related party without the approval of holders of ordinary securities.

A director of a listed company and any entity controlled by the director are included in the definition of a related party.

4.3 Information required by Listing Rule 10.13

a) *Names of the persons to whom the entity will issue the securities*

The shares will be issued to Jay Stephenson.

b) *The maximum number of securities the entity is to issue*

1,960,788 shares.

c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.

d) *The relationship between the Company and Mr Stephenson.*

Mr Stephenson is a director and Chairman of the Company.

e) *Issue price of securities*

The shares will be issued at \$0.04 per share which is equal to the last traded price on 11 August 2017.

f) *Terms of the securities*

The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

g) *The use or intended use of the funds raised*

No funds will be raised from the issue of Shares as the issue is in satisfaction of accrued expenses owing by the Company to Jay Stephenson.

h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

4.4 Recommendation of Directors

The Directors (with Mr Stephenson abstaining) recommend that Shareholders vote in favour of Resolution 4

5. RESOLUTION 5 – APPROVAL OF ISSUE OF 14,078,648 SHARES TO CREDITORS

5.1 Background

Under Resolution 5, the Company is seeking shareholder approval to issue 14,078,678 shares to non-related party creditors of the Company. As announced to the ASX on 16 June 2017, the Company entered into agreements with major creditors to eliminate or reduce the standing liabilities with them. To achieve this, the creditors agreed to forgive debt in some instances and in the other convert to equity. The total relevant debt was \$1,721,000 with debt to be converted to equity amounting to \$707,000 and debt forgiveness amounting to \$1,014,000. As disclosed on the 16th June 2017, the debt to equity conversion will be at \$0.04 per share, equal to the last traded price on 11 August 2017.

5.2 Information required by Listing Rule 7.3

a) *Names of the non-related parties to whom the entity will issue the securities*

The shares will be issued to:

PKF or nominee - 11,828,648

Wolfstar Corporate Management P/L or nominee - 2,000,000

Mr Stephane Oury or nominee – 250,000

b) *The maximum number of securities the entity is to issue*

14,078,678 shares.

c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than three months after the date of the Meeting. The issue will be completed in one allotment.

d) *The relationship between the Company and the creditors:*

PKF Pty Ltd – has provided corporate and financial services to the Company

Wolfstar Corporate Management Pty Ltd – has provided consulting services to the Company

Mr Stephane Oury – is a consultant to the Company.

e) *Issue price of securities*

The shares will be issued at \$0.04 per share which is equal to the last traded price on 11 August 2017.

f) *Terms of the securities*

The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

g) *The use or intended use of the funds raised*

No funds will be raised from the issue of Shares as the issue is in satisfaction of accrued expenses owing by the Company to the creditors.

h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

5.3 Recommendation of the Directors

The Directors recommend that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CREDITORS AND NON-RELATED PARTIES

6.1 Background

Under Resolution 6, the Company is seeking shareholder approval to issue 31,500,000 options to non-related parties of the Company. The options to be issued, subject to shareholder approval, are to parties currently providing services to the Company and will assist the Company in minimising short-term cash outflow for services provided. The options form part of the overall debt reduction program that has been implemented and accepted by the Board and the Companies major creditors.

6.2 Information required by Listing Rule 7.3

a) *Names of the non-related parties to whom the entity will issue the options.*

The options will be issued to:

Digital 360 or nominee	2,000,000
Peter Abraams or nominee	3,000,000
Avenue Advisory or nominee	7,000,000
Wolfstar Corporate Management P/L or nominee	6,000,000
PKF or nominee	10,000,000
Eric McClean or nominee	2,500,000
Alexa Georgiou or nominee	1,000,000

b) *The maximum number of securities the entity is to issue is 31,500,000*

c) *The Options will be issued on the terms and conditions in Appendix A*

d) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Options will be issued no later than three months after the date of the Meeting, in one allotment with the date to be confirmed.

e) *The relationship between the Company and the creditors:*

Refer to table at 6.1 (e) below

f) *Issue price of options*

Entity	Relationship	No of Options and Price ⁽¹⁾ \$0.06	No of Options and Price ⁽¹⁾ \$0.12	No of Options and Price ⁽¹⁾ \$0.22
Digital 360 ⁽²⁾	Sales agent	-	2,000,000	-
Peter Abraams	Consultant	750,000	750,000	1,500,000
Avenue Advisory Pty Ltd	Corporate Advisory	2,000,000	2,000,000	3,000,000
Wolfstar Corporate Management	Consultancy	3,000,000	1,000,000	2,000,000
PKF	Accounting services	3,000,000	3,000,000	4,000,000
Eric McClean	Chairman of Gophr	750,000	750,000	1,000,000
Alexa Georgiou	Consultancy	250,000	250,000	500,000

1. All options have a 1 December 2021 expiry.

2. Options to be exercisable on successful completion of revenue specific milestones.

g) *Terms of the securities*

The options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

h) *The use or intended use of the funds raised*

Any funds raised from the exercise of the options will be applied towards working capital and cash requirements of the Company at the time of exercise of options.

i) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

6.3 Recommendation of Directors

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

7. RESOLUTION 7 – ELECTION OF DIRECTOR MICHAEL HYNES

7.1 Background

Clause 11.2 of the Constitution states that the Company in a general meeting may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increase or reduced number is to go out of office.

Michael Hynes was appointed by the Company on the 14th of June 2017.

Mr. Hynes is a finance and business executive with more than 30 years' experience in capital markets including being Head of Australian Equity Sales at both Citigroup and previously Credit Suisse in Singapore focussing on regional account leadership responsibilities.

Mr Hynes is a leader in Investment Banking, Venture Capital, Private Equity and Corporate Finance across APAC and is recognised for building trusted, long standing partnerships. He achieves this through a commitment to delivering authentic, best practice advisory and consulting services to help his clients grow their businesses.

In addition to being the Executive Director of Red Hill Capital Partners (Singapore) Mr Hynes has held previous public company positions.

Qualifications

B.Bus (Economics and Finance)

7.2 Recommendation of Directors

The Directors (with Mr Hynes abstaining) recommend that Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO MICHAEL HYNES – DIRECTOR

8.1 Background

Approval is sought under Listing Rule 10.11 and for all other purposes, for the proposed grant of options to Executive Director (COO), Mr Michael Hynes. The granting of unlisted options is to appropriately incentivise and provide cost effective remuneration to the COO for his ongoing commitment and contribution to the Company and to continue to vigorously pursue and fulfil the Company's stated objectives. The board of Directors is seeking approval to issue and allot to Mr Michael Hynes or his nominee 15,000,000 unlisted options, for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company. The issue of the 15,000,000 options will be as follows:

Tranche 1:

3,500,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021

Tranche 2:

3,500,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021

Tranche 3:

8,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021

The options will vest 12 months after the date of issue, subject to the continued employment of Mr Hynes with the Company. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 "Share based Payment" and the Black Scholes method once the options have been approved and granted. The Board (excluding Mr Hynes) believes that the overall package proposed for Mr Hynes is reasonable remuneration and on arm's length terms given the circumstances of the company moving forward.

Mr Hynes and his associates currently hold a relevant interest in 2,444,800 ordinary shares in the capital of the Company. Until exercised, the grant of options will not impact on the number of ordinary shares on issue in the Company. If all the proposed options were exercised, an additional 15,000,000 fully paid shares would be issued. No

funds will be raised from the grant of the options. Any funds raised from the exercise of the options will be applied towards working capital and cash requirements of the Company at the time of exercise of options.

If shareholders approve Resolution 8, the options issued to Mr Hynes will not use up any of the Company's share placement capacity. If approved by shareholders, the options will be issued no later than 1 month after the date of the meeting.

If approval is given under Listing Rule 10.11, separate approval is not required under Listing Rule 7.1. Accordingly, if this resolution is approved, the issue of options will not be included in the 15% calculation for the purposes of Listing Rule

For full terms and conditions in respect of this allotment, refer to Appendix B.

8.2 Recommendation of Directors

The Directors (with Mr Hynes abstaining) recommend that Shareholders vote in favour of Resolution 8.

9. RESOLUTION 9 – APPROVAL OF PROPOSED ISSUE OF OPTIONS TO JOHN BELL –DIRECTOR

9.1 Background

Approval is sought under Listing Rule 10.11 and for all other purposes, for the proposed grant of options to Executive Director (CFO), Mr John Bell. The granting of unlisted options is to appropriately incentivise and provide cost effective remuneration to the COO for his ongoing commitment and contribution to the Company and to continue to vigorously pursue and fulfil the Company's stated objectives. The board of Directors is seeking approval to issue and allot to Mr John Bell or his nominee 10,000,000 unlisted options, for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company. The issue of the 10,000,000 options will be as follows:

Tranche 1:

3,000,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021

Tranche 2:

3,000,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021

Tranche 3:

4,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021

The options will vest 12 months after the date of issue, subject to the continued employment of Mr Bell with the Company. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 "Share based Payment" and the Black Scholes method once the options have been approved and granted. The Board (excluding Mr Bell) believes that the overall package proposed for Mr Bell is reasonable remuneration and on arm's length terms given the circumstances of the company moving forward.

Mr Bell and his associates currently hold a relevant interest in 3,977,537 ordinary shares in the capital of the Company. Until exercised, the grant of options will not impact on the number of ordinary shares on issue in the Company. If all the proposed options were exercised, an additional 10,000,000 fully paid shares would be issued. No funds will be raised from the grant of the options. Any funds raised from the exercise of the options will be applied towards working capital and cash requirements of the Company at the time of exercise of options.

If shareholders approve Resolution 9, the options issued to Mr Bell will not use up any of the Company's share placement capacity. If approved by shareholders, the options will be issued no later than 1 month after the date of the meeting.

If approval is given under Listing Rule 10.11, separate approval is not required under Listing Rule 7.1. Accordingly, if this resolution is approved, the issue of options will not be included in the 15% calculation for the purposes of Listing Rule.

For full terms and conditions in respect of this allotment, refer to Appendix C.

9.2 Recommendation of Directors

The Directors (with Mr Bell abstaining) recommend that Shareholders vote in favour of Resolution 9.

10. RESOLUTION 10 – APPROVAL OF ISSUE OF OPTIONS TO JAY STEPHENSON – NON EXECUTIVE CHAIRMAN

10.1 Background

Approval is sought under Listing Rule 10.11 and for all other purposes, for the proposed grant of options to Non-Executive Chairman, Mr Jay Stephenson. Mr Jay Stephenson as noted in Resolution 4 has agreed to forgive an amount of \$52,288 for services previously provided to the Company. The granting of these options forms part of the debt forgiveness arrangement entered into by the Company and Mr Jay Stephenson. The board of Directors is seeking approval to issue and allot to Mr Jay Stephenson or his nominee 4,000,000 unlisted options, for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company. The issue of the 4,000,000 options will be as follows:

Tranche 1:

1,000,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021

Tranche 2:

1,000,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021

Tranche 3:

2,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021

The options will vest immediately. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 “Share based Payment” and the Black Scholes method once the options have been approved and granted.

Mr Stephenson and his associates currently hold a relevant interest in 145,577 ordinary shares in the capital of the Company. Until exercised, the grant of options will not impact on the number of ordinary shares on issue in the Company. If all the proposed options were exercised, an additional 4,000,000 fully paid shares would be issued. No funds will be raised from the grant of the options. Any funds raised from the exercise of the options will be applied towards working capital and cash requirements of the Company at the time of exercise of options.

If shareholders approve Resolution 10, the options issued to Mr Stephenson will not use up any of the Company's share placement capacity. If approved by shareholders, the options will be issued no later than 1 month after the date of the meeting.

If approval is given under Listing Rule 10.11, separate approval is not required under Listing Rule 7.1. Accordingly, if this resolution is approved, the issue of options will not be included in the 15% calculation for the purposes of Listing Rule.

For full terms and conditions in respect of this allotment, refer to Appendix D.

10.2 Recommendation of Directors

The Directors (with Mr Stephenson abstaining) recommend that Shareholders vote in favour of Resolution 10.

11. ENQUIRIES

Shareholders are requested to contact Mr Chris Shearer at chris@yonderbeyond.com if they have any queries in respect of the matters set out in these documents.

APPENDIX 'A' – TERMS AND CONDITIONS OF OPTIONS ISSUED TO NON RELATED PARTIES (RESOLUTION 6)

1. Each Option entitles the holder to subscribe for and be allotted one Share.
2. The Options are exercisable (Exercise Price) at 6 cents each.
3. The Options will expire at 5.00 pm WST on 1 December 2021 (the Expiry Date). The Options are exercisable by notice in writing to the Company accompanied by payment of the Exercise Price.
4. The Options may be exercised at any time on or before the Expiry Date.
5. The Options are not transferable but no application will be made to ASX for Official Quotation of the Options.
6. Shares will be allotted and issued pursuant to the exercise of Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
7. Shares issued upon exercise of the Options will rank pari passu in all respects with Company's fully paid ordinary shares. The Company will apply for Official Quotation by ASX of all shares issued upon the exercise of Options within 3 business days after the date of allotment of those shares.
8. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to the Shareholders during the currency of the Options. However, the Company must give notice to each Option holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. There are no rights to a change in the Exercise Price, or in the number of Shares over which the Options can be exercised, in the event of a pro rata issue or a bonus issue by the Company prior to the exercise of any Options.
10. In the event of any re-organisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the re-organisation.
11. The Company will, at least 20 business days before the Expiry Date, send notices to the Option holders containing the information required under the ASX Listing Rules then applicable.

APPENDIX 'B'– TERMS AND CONDITIONS OF PROPOSED ISSUE OF OPTIONS ISSUED TO MICHAEL HYNES (RESOLUTION 8)

1. Each Option entitles the holder to subscribe for and be allotted one Share.
2. The Options will vest 12 months after date of issue and are exercisable as follows:
 - i. 3,500,000 of the Options are exercisable at 6 cents
 - ii. 3,500,000 of the Options are exercisable at 12 cents
 - iii. 8,000,000 of the Options are exercisable at 22 cents
3. The Options will expire at 5.00 pm WST on 1 December 2021 (the Expiry Date). The Options are exercisable by notice in writing to the Company accompanied by payment of the Exercise Price.
4. The Options may be exercised at any time on or before the Expiry Date.
5. The Options are not transferable but no application will be made to ASX for Official Quotation of the Options.
6. Shares will be allotted and issued pursuant to the exercise of Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
7. Shares issued upon exercise of the Options will rank pari passu in all respects with Company's fully paid ordinary shares. The Company will apply for Official Quotation by ASX of all shares issued upon the exercise of Options within 3 business days after the date of allotment of those shares.
8. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to the Shareholders during the currency of the Options. However, the Company must give notice to each Option holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. There are no rights to a change in the Exercise Price, or in the number of Shares over which the Options can be exercised, in the event of a pro rata issue or a bonus issue by the Company prior to the exercise of any Options.
10. In the event of any re-organisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the re-organisation.
11. The Company will, at least 20 business days before the Expiry Date, send notices to the Option holders containing the information required under the ASX Listing Rules then applicable.

APPENDIX 'C' – TERMS AND CONDITIONS OF PROPOSED ISSUE OF OPTIONS ISSUED TO JOHN BELL (RESOLUTION 9)

1. Each Option entitles the holder to subscribe for and be allotted one Share.
2. The Options will vest 12 months after date of issue and are exercisable as follows:
 - i. 3,000,000 of the Options are exercisable at 6 cents
 - ii. 3,000,000 of the Options are exercisable at 12 cents
 - iii. 4,000,000 of the Options are exercisable at 22 cents
3. The Options will expire at 5.00 pm WST on 1 December 2021 (the Expiry Date). The Options are exercisable by notice in writing to the Company accompanied by payment of the Exercise Price.
4. The Options may be exercised at any time on or before the Expiry Date.
5. The Options are not transferable but no application will be made to ASX for Official Quotation of the Options.
6. Shares will be allotted and issued pursuant to the exercise of Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
7. Shares issued upon exercise of the Options will rank pari passu in all respects with Company's fully paid ordinary shares. The Company will apply for Official Quotation by ASX of all shares issued upon the exercise of Options within 3 business days after the date of allotment of those shares.
8. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to the Shareholders during the currency of the Options. However, the Company must give notice to each Option holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. There are no rights to a change in the Exercise Price, or in the number of Shares over which the Options can be exercised, in the event of a pro rata issue or a bonus issue by the Company prior to the exercise of any Options.
10. In the event of any re-organisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the re-organisation.
11. The Company will, at least 20 business days before the Expiry Date, send notices to the Option holders containing the information required under the ASX Listing Rules then applicable.

APPENDIX 'D'– TERMS AND CONDITIONS OF PROPOSED ISSUE OF OPTIONS ISSUED TO JAY STEPHENSON (RESOLUTION 10)

1. Each Option entitles the holder to subscribe for and be allotted one Share.
2. The Options will vest immediately and are exercisable as follows:
 - i. 1,000,000 of the Options are exercisable at 6 cents
 - ii. 1,000,000 of the Options are exercisable at 12 cents
 - iii. 2,000,000 of the Options are exercisable at 22 cents
3. The Options will expire at 5.00 pm WST on 1 December 2021 (the Expiry Date). The Options are exercisable by notice in writing to the Company accompanied by payment of the Exercise Price.
4. The Options may be exercised at any time on or before the Expiry Date.
5. The Options are not transferable but no application will be made to ASX for Official Quotation of the Options.
6. Shares will be allotted and issued pursuant to the exercise of Options not more than 10 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
7. Shares issued upon exercise of the Options will rank pari passu in all respects with Company's fully paid ordinary shares. The Company will apply for Official Quotation by ASX of all shares issued upon the exercise of Options within 3 business days after the date of allotment of those shares.
8. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to the Shareholders during the currency of the Options. However, the Company must give notice to each Option holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. There are no rights to a change in the Exercise Price, or in the number of Shares over which the Options can be exercised, in the event of a pro rata issue or a bonus issue by the Company prior to the exercise of any Options.
10. In the event of any re-organisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the re-organisation.
11. The Company will, at least 20 business days before the Expiry Date, send notices to the Option holders containing the information required under the ASX Listing Rules then applicable.

Glossary

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Yonder and Beyond Group Limited.

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

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 means Yonder and Beyond Group Limited (ACN 149 278 759).

Constitution means Yonder and Beyond Group Limited constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of Yonder and Beyond Group Limited.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

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

Proxy Form means the proxy form accompanying the Notice.

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

Share means a fully paid ordinary share in the capital of Yonder and Beyond Group Limited.

Shareholder means a holder of a Share.

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

YONDER AND BEYOND GROUP LIMITED

ACN 149 278 759

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Company, PO Box 317, Collins Street West, VIC, 8007; or
 - (b) facsimile to the Company on facsimile number +61 8 6141 3599,
 - (c) scan and email to chris@yonderbeyond.com

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.