



**CRE8TEK LIMITED**  
**ACN 000 031 292**

**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at  
William Buck, Level 29 66 Goulburn Street, Sydney 2000,  
New South Wales on  
Wednesday, 22 November 2017 at 10 am (AEDT).**

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

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6555 2950.*

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

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# CRE8TEK LIMITED

ACN 000 031 292

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Cre8tek Limited (**Company**) will be held at the offices of the Company, at William Buck, Level 29 66 Goulburn Street, Sydney, New South Wales on Wednesday, 22 November 2017 at 10 am (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Monday, 20 November 2017 at 10 am (AEDT).

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

## AGENDA

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### 1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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### 2. Resolution 1 - Remuneration Report

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly

authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

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### **3. Resolution 2 - Re-election of Director - Ms Cathie Reid**

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

*"That in accordance with Article 6.3(c) of the Constitution and for all other purposes, Ms Cathie Reid, who retires and being eligible, offers herself for re-election, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### **4. Resolution 3 - Ratification of prior issue of Securities**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Securities:*

- (a) *43,750,000 free attaching Quoted Options issued under Listing Rule 7.1;*
- (b) *59,342,383 Shares issued in connection with the September Placement under Listing Rule 7.1; and*
- (c) *68,728,255 Shares issued in connection with the September Placement under Listing Rule 7.1A,*

*on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

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

However, the Company need not disregard a vote if:

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.

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## 5. Resolution 4 - Issue of Performance Rights to Eligible Directors

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

*"That, pursuant to and in accordance with Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to an aggregate total of 6,000,000 Performance Rights to the following Directors (or their respective nominees) under the Company's Performance Rights Plan as follows:*

- (a) 3,000,000 Performance Rights to Ms Cathie Reid; and
- (b) 3,000,000 Performance Rights to Mr Bryn Hardcastle,

*on the terms and conditions set out in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director (and their respective nominees) who is eligible to participate in the Performance Rights Plan and any of their respective associates.

However, the Company need not disregard a vote if:

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

### Voting Prohibition

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

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## 6. Resolution 5 - Approval of 10% Placement Facility

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

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

The Company will not disregard a vote if:

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

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## 7. Resolution 6 - Approval to change Company name

To consider and, if thought fit, to pass as a special resolution:

*"That, pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to "Flamingo AI Limited" with effect from the date that ASIC alters the details of the Company's registration."*

**BY ORDER OF THE BOARD**

Zane Lewis  
Company Secretary  
Cre8tek Limited  
Dated: 19 October 2017

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# **CRE8TEK LIMITED**

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## **EXPLANATORY MEMORANDUM**

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### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at William Buck, Level 29 66 Goulburn Street, Sydney, New South Wales on Wednesday, 22 November 2017 at 10 am (AEDT).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 - Remuneration Report
Section 5	Resolution 2 - Re-election of Director - Ms Cathie Reid
Section 6	Resolution 3 - Ratification of prior issue of Securities
Section 7	Resolution 4 - Issue of Performance Rights to Eligible Directors
Section 8	Resolution 5 - Approval of 10% Placement Facility
Section 9	Resolution 6 - Approval to change Company name
Schedule 1	Definitions
Schedule 2	Terms of Performance Rights
Schedule 3	Terms and conditions of Quoted Options

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

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

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

### **2.1 Voting in person**

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

### **2.2 Proxies**

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

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

#### **(b) Proxy vote if appointment specifies way to vote**

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

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

- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

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

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

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

### **2.3 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)**

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolutions 1 and 4 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolutions 1 and 4 if the vote is not cast on behalf of a person who is excluded from voting on Resolutions 1 and 4 and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chair intends to exercise all available proxies in favour of Resolutions 1 and 4.

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## **3. Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2017.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.cre8tek.com.au](http://www.cre8tek.com.au);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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## 4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than any managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2016 annual general meeting. If the Remuneration Report receives a Strike at this Meeting,

Shareholders should be aware that if a second Strike is received at the 2018 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

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## **5. Resolution 2 - Re-election of Director - Ms Cathie Reid**

### **5.1 General**

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(f) of the Constitution provides that a Director who retires is eligible for re-election.

The Company currently has 3 directors, and accordingly, one must retire. Article 6.3(e) of the Constitution provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless otherwise agreed) be determined by drawing lots.

Ms Cathie Reid was appointed to the Board on 3 November 2016. Pursuant to these Articles, Ms Reid will retire by rotation and, being eligible, will seek re-election.

The Board (excluding Ms Cathie Reid) recommends that Shareholders vote in favour of Resolution 2.

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

Resolution 2 is an ordinary resolution.

### **5.2 Ms Cathie Reid**

Ms Reid is the Co-Founder of Australia's Epic Healthcare Group (**Epic**), which includes Epic Pharmacy, Epic Digital and the Epic Good Foundation. Epic also founded Icon Cancer Care, now part of the Icon Group which is Australia's fastest growing provider of integrated cancer care services. Ms Reid was inducted into the Australian Businesswomen's Hall of Fame in 2015, named one of the Top 100 Women of Influence by the Australian Financial Review in 2013, won a National Telstra Business Women's Award in 2011, and recognised by Monash University with a Distinguished Alumni Award for Professional Achievement in 2012.

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## 6. Resolution 3 - Ratification of prior issue of Securities

### 6.1 General

On 3 April 2017, the Company announced that it had completed a placement (**April Placement**) to sophisticated and institutional investors of 87.5 million Shares at \$0.04 each, with 43.75 million free-attaching Quoted Options (**Placement Options**) issued under the April Prospectus on the basis of 1 Placement Option for every 2 Shares issued.

On 20 September 2017, the Company announced that it had received binding commitments for a capital raising via a placement (**September Placement**) to unrelated sophisticated and professional investors, and on 26 September 2017 the Company issued 128,070,638 Shares (**Placement Shares**) at \$0.04 per Share to raise \$5,122,825.52 (before costs).

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 of a total of 128,070,638 Placement Shares and 43,750,000 Placement Options which the Company issued within the last 12 months without obtaining prior Shareholder approval.

Each of the resolutions which form part of Resolution 3 is a **separate** ordinary resolution.

The Chair will cast all available proxies in favour of each of the resolutions which form part of Resolution 3.

The Board unanimously recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 3.

### 6.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

### 6.3 Listing Rule 7.4

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

59,342,383 Placement Shares and 43,750,000 Placement Options were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, and 68,728,255

Placement Shares were issued within the Company's additional 10% annual limit permitted under Listing Rule 7.1A, without the need for prior Shareholder approval.

The effect of Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

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

- (a) Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Options:
  - (i) 43,750,000 Placement Options were issued on 24 May 2017;
  - (ii) the Placement Options were issued for nil consideration and were free attaching on the basis of one Quoted Option for every two Shares subscribed for under the April Placement. Each Placement Option is exercisable at \$0.06 on or before 24 May 2018 and was otherwise issued on the terms set out in Schedule 3;
  - (iii) the Placement Options were issued to sophisticated and institutional investors, none of whom is a related party to the Company;
  - (iv) no funds were raised from the issue of the Placement Options as they were free attaching in connection with the April Placement; and
  - (v) a voting exclusion statement is included in the Notice.
- (b) Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Shares:
  - (i) 128,070,638 Placement Shares were issued on 26 September 2017;
  - (ii) the Placement Shares were issued at an issue price of \$0.04 each;
  - (iii) the Placement Shares were issued to sophisticated and professional investors, none of whom is a related party of the Company;
  - (iv) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
  - (v) the Placement raised a total of \$5,122,825.52 (before costs) and the Company intends to use the funds for product development, account management, sales and business development and general working capital purposes; and
  - (vi) a voting exclusion statement is included in the Notice.

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## 7. Resolution 4 - Issue of Performance Rights to Eligible Directors

### 7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,000,000 Performance Rights to each of Ms Cathie Reid and Mr Bryn Hardcastle (**Eligible Directors**), or their respective nominees, under the Company's Performance Right Plan (**Plan**)

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 4 seek Shareholder approval for the issue of the Performance Rights under the Plan to the Eligible Directors (or their nominees). Shareholder approval is required under Listing Rule 10.14 where an entity issues, or agrees to issue, securities to a director (or associate of a director) under an employee incentive scheme.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

Each of the Resolutions which form part of this Resolution 4 is a **separate** ordinary resolution.

The Chair intends to exercise all available proxies in favour of each of the Resolutions which form Resolution 4.

### 7.2 Chapter 2E of the Corporations Act

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

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The grant of the Performance Rights constitutes giving a financial benefit and the Eligible Directors are related parties of the Company by virtue of being Directors.

The Directors (other than proposed Director Ms Cathie Reid who has a material personal interest in Resolution 4(a)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the

Performance Rights to Ms Reid because the grant of the Performance Rights is considered reasonable remuneration given the Company's circumstances.

The Directors (other than Mr Bryn Hardcastle who has a material personal interest in Resolution 4(b)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights to Mr Hardcastle because the grant of the Performance Rights is considered reasonable remuneration given the Company's circumstances.

### 7.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights to the Eligible Directors (or their respective nominees):

- (a) the Eligible Directors are Ms Cathie Reid and Mr Bryn Hardcastle;
- (b) the maximum number of Performance Rights to be issued to the Eligible Directors (or their respective nominees) is up to an aggregate total of 6,000,000 Performance Rights (3,000,000 Performance Rights each);
- (c) the Eligible Directors may each acquire one (1) Share for each Performance Right held, however the ability of the Eligible Directors to convert the Performance Rights is subject to the milestone set out in Schedule 2;
- (d) the Performance Rights are being issued to the Eligible Directors for nil cash consideration and otherwise on the terms set out in Schedule 2;
- (e) there have been a total of 36,000,000 Performance Rights granted for nil consideration to Directors (or their associates) under the Plan since it was approved by Shareholders on 23 December 2015, as set out below:

Director	Performance Rights
Cathie Reid	3,000,000
Bryn Hardcastle	13,000,000
Faldi Ismail <sup>1</sup>	10,000,000
Tom Bahen <sup>2</sup>	10,000,000
<b>Total</b>	<b>36,000,000</b>

**Notes:**

1. Mr Faldi Ismail was appointed as a Director on 28 October 2015 and resigned from office on 27 June 2017.
2. Mr Tom Bahen was appointed as a Director on 5 November 2015 and resigned from office on 3 November 2016.

- (f) subject to the requirements of the Listing Rules and the determination of the Board, the Directors and their respective nominees are entitled to participate in the Plan;
- (g) the Performance Rights will be issued to the Eligible Directors no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date; and
- (h) a voting exclusion statement is included in the Notice.

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## **8. Resolution 5 - Approval of 10% Placement Facility**

### **8.1 General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**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.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 5.

### **8.2 Listing Rule 7.1A**

#### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

#### **(b) Equity Securities**

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.

The Company, as at the date of the Notice, has on issue Shares, Quoted Options and unquoted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

**A** is 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 Shareholder approval under Listing Rule 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.

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

**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 Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 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:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

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

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

**(10% Placement Period).**

### **8.3 Listing Rule 7.1A**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

### **8.4 Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice and assuming any ratification resolutions in this Notice are approved by Shareholders.
- (d) The table also shows:
- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.030 50% decrease in Issue Price	\$0.059 Issue Price	\$0.118 100% increase in Issue Price
Current Variable A 815,353,189 Shares	10% Voting Dilution	81,535,319 Shares	81,535,319 Shares	81,535,319 Shares
	Funds raised	\$2,405,292	\$4,810,584	\$9,621,168
50% increase in current Variable A 1,223,029,784 Shares	10% Voting Dilution	122,302,978 Shares	122,302,978 Shares	122,302,978 Shares
	Funds raised	\$3,607,938	\$7,215,876	\$14,431,751
100% increase in current Variable A 1,630,706,378 Shares	10% Voting Dilution	163,070,638 Shares	163,070,638 Shares	163,070,638 Shares
	Funds raised	\$4,810,584	\$9,621,168	\$19,242,335

**The table has been prepared on the following assumptions:**

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  2. No Options (including any Options issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
  3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  7. The issue price is \$0.059, being the closing price of the Shares on ASX on 18 October 2017 being that last day that the Company's Shares traded on the ASX before this Notice was printed.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as cash consideration, in which case the Company intends to use funds raised for development of the Flamingo Platform and for general working capital; or
  - (ii) as non-cash consideration for the provision of services to the Company or the acquisition of new projects, 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.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include service providers, existing Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company. Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.
- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 November 2016. In the 12 months preceding the date of the 2017 Annual General Meeting and as at the date of this Notice, the Company has issued 283,984,066 Equity Securities. This represents 29% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of this Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price <sup>1</sup> (if applicable)	Consideration & Use of Funds as at the date of this Notice
3 April 2017	940,540	Shares <sup>3</sup>	Clarion Group Ltd	No issue price (non-cash consideration)	Consideration: Part consideration for customer referral services provided to the Company. Current Value <sup>2</sup> = \$55,492
3 April 2017	87,500,000	Shares <sup>3</sup>	Unrelated sophisticated and professional investors under the April Placement	\$0.04 (premium of 5.2%)	\$3.5m (before costs) was raised and approximately \$2.8m has been expended on (and the remainder will also be spent on) fast tracking the implementation and scale up of the Flamingo Platform and for general working capital purposes.
10 May 2017	7,910,818	Unquoted Options <sup>5</sup>	Employees and consultants pursuant to the employee incentive securities plan approved at the 2015 annual general meeting	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current Value <sup>2</sup> = \$436,689
24 May 2017	43,750,000	Quoted Options <sup>4</sup>	Unrelated sophisticated and professional investors under the April Prospectus	Nil cash consideration (free-attaching to Shares on a 1:2 basis)	Consideration: Nil cash consideration. Free-attaching to Shares under April Placement. Current Value <sup>2</sup> = \$1,093,750
24 May 2017	3,401,965	Shares <sup>3</sup>	Eligible Shareholders under the Entitlement Offer	\$0.04 (premium of 14.3%)	None of the \$136,078.60 (before costs) raised has been expended (other than on costs), and the remaining funds will be spent on product development of the Journey Assist Platform and Rosie Development, sales and marketing, client service delivery and for general working capital purposes.
24 May 2017	1,701,015	Quoted Options <sup>4</sup>	Eligible Shareholders under the Entitlement Offer	Nil cash consideration (free-attaching to Shares on a 1:2 basis)	Consideration: Nil cash consideration. Free-attaching to Shares under April Placement. Current Value <sup>2</sup> = \$42,525
26 September 2017	128,070,638	Shares <sup>3</sup>	Unrelated professional and sophisticated investors under the September Placement	\$0.04 (discount of 23.1%)	None of the \$5,122,825.52 (before costs) raised has been expended (other than on costs), and the remaining funds will be spent on product development, account management, sales and business development and general working capital purposes.

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price <sup>1</sup> (if applicable)	Consideration & Use of Funds as at the date of this Notice
26 September 2017	854,545	Unquoted Options <sup>6</sup>	Employees and consultants pursuant to the employee incentive securities plan approved at the 2015 annual general meeting	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current Value <sup>2</sup> = \$41,826
26 September 2017	9,000,000	Performance Rights <sup>7</sup>	3,000,000 each to Ms Cathie Reid, Mr Bryn Hardcastle and Mr Zane Lewis pursuant to the Plan approved on 23 December 2015.	No issue price (non-cash consideration)	Consideration: Performance based remuneration for services provided to the Company. Current Value <sup>2</sup> = Nil

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. In respect of quoted Equity Securities, the value is based on the closing price of Shares (\$0.059) or Quoted Options (\$0.025) as the context requires on the ASX on the Trading Day prior to the date of this Notice. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares). Due to the uncertainty of meeting the performance conditions, no value has been allocated to the Performance Rights.
3. Fully paid ordinary shares in the capital of the Company, ASX Code: CR8 (terms are set out in the Constitution).
4. Options exercisable at \$0.06 each on or before 24 May 2018 and otherwise on the terms set out in Schedule 3.
5. Comprised of unquoted Options issued to employees and consultants under an incentive scheme with various exercise prices and expiry dates.
6. Comprised of 454,545 unquoted options exercisable at \$0.04 each on or before 16 December 2021 and 400,000 unquoted options exercisable at \$0.08 each on or before 30 June 2020.
7. Comprised of Class D, E and F Performance Rights granted on the terms set out in the 2016 notice of annual general meeting dated 28 October 2016.

- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or Security holder or an identifiable class of existing Security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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## **9. Resolution 6 - Approval to change Company name**

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

Resolution 6 seeks the approval of Shareholders for the Company to change its name to Flamingo AI Limited. The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

If Resolution 6 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 6 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

It is proposed that the Company's ASX listing code will also be changed from "CR8" to "FGO".

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 6.

## Schedule 1 - Definitions

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

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 8.8.1.

**10% Placement Period** has the meaning given in Section 8.8.2(f).

**AEDT** means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2017.

**April Placement** means the placement undertaken by the Company in April 2017 of 87,500,000 Shares issued at \$0.04 each, together with 1 free attaching Quoted Option for every 2 Shares issued.

**April Prospectus** means the Company's prospectus dated 3 April 2017.

**Article** means an article of the Constitution.

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

**Auditor's Report** means the auditor's report on the Financial Report.

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

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

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (a) has the meaning given in section 9 of the Corporations Act.

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

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

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

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Directors** means Ms Cathie Reid and Mr Bryn Hardcastle.

**Eligible Shareholders** means registered holders of Shares at the record date of the April Prospectus, being 7 April 2017.

**Entitlement Offer** means the non-renounceable entitlement offer of 10 new Shares for every 136 Shares at \$0.04 each with 1 free attaching Quoted Option made pursuant to the April Prospectus.

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

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

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**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.

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

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

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

**Option** means an option in the Company.

**Performance Rights** means the Class G Performance Rights to be issued on the terms set out in Schedule 2.

**Plan** means the Company's Incentive Performance Rights Plan which was previously approved by Shareholders on 23 December 2015.

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

**Quoted Option** means an Option that is a quoted on the ASX and is otherwise granted on the terms and conditions set out in Schedule 3.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

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

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

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

**Securities** means all Equity Securities of the Company, including a Share, an Option and a Performance Right.

**September Placement** means the placement undertaken by the Company in September 2017 of 128,070,638 Shares at \$0.04 each.

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

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

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** means a day on which ASX is open for trading securities.

**VWAP** means volume weighted average price.

## Schedule 2 - Terms of Performance Rights

The terms of the Class G Performance Rights are set out as follows:

1. **(Milestone):** The Performance Rights will have a milestone of a VWAP for 10 consecutive Trading Days of Shares equalling or exceeding 10 cents (**Milestone**).
2. **(Notification to holder):** The Company shall notify the holder in writing when the Milestone has been satisfied.
3. **(Vesting):** The Performance Rights will vest on the date the Milestone has been satisfied.
4. **(Consideration):** The Performance Rights will be issued for no consideration.
5. **(Conversion):** Upon vesting, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the Company (**Share**).
6. **(Lapse):** Any Performance Right that has not vested within 3 years from the date of issue will automatically lapse.
7. **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
8. **(Listing of shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
9. **(Transfer of Performance Rights):** The Performance Rights are not transferable.
10. **(Participation in entitlements and bonus issues):** Subject always to the rights under items 11 and 12, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
11. **(Adjustment for bonus issue):** If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the Listing Rules at the time of the bonus issue.
12. **(Reorganisation of capital):** In the event that the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the economic and other rights of the holder are not diminished or terminated.
13. **(Dividend and voting rights):** The Performance Rights do not confer on the holder an entitlement to vote or receive dividends.
14. **(Change in control):** Upon:
  - (a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - (i) having received acceptances for not less than 50.1% of the Company's shares on issue; and

- (ii) having been declared unconditional by the bidder; or
- (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the Milestone, Performance Rights will automatically convert to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue at that time. Performance Rights that are not converted into Shares will continue to be held by the holder on the same terms and conditions.

### Schedule 3 - Terms and conditions of Quoted Options

Each of the Company's Quoted Options are granted on the following terms:

1. **(Entitlement):** Each Quoted Option entitles the holder to subscribe for one Share upon exercise of the Quoted Option.
2. **(Exercise Price):** The amount payable upon exercise of each Quoted Option will be \$0.06 (**Exercise Price**).
3. **(Expiry Date):** Each Quoted Option will expire at 5.00pm (AEDT) on 24 May 2018 (**Expiry Date**). A Quoted Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period):** The Quoted Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5. **(Notice of Exercise):** The Quoted Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Quoted Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6. **(Exercise Date):** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Quoted Option being exercised in cleared funds (**Exercise Date**).
7. **(Quotation):** The Company will apply for quotation of all Quoted Options on ASX within the period required by ASX.
8. **(Quotation of Shares issued on exercise):** Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Quoted Options.
9. **(Timing of issue of Shares on exercise):** After a Quoted Option is validly exercised, the Company must within 30 Business Days of receipt of the Notice of Exercise and receipt of cleared funds equal to the Exercise Price of the exercised Quoted Option:
  - (a) issue the Share; and
  - (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 10 Business Days after issuing the Share.
10. **(Shares issued on exercise):** Shares issued on exercise of the Quoted Options rank equally with the then issued Shares of the Company.
11. **(Reconstruction of capital):** In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date of the Quoted Options, all rights of the Option holder will be varied in accordance with the Listing Rules.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Quoted Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Quoted Options without exercising the Quoted Options.
13. **(Change in Exercise Price):** There will be no change to the Exercise Price of the Quoted Options or the number of Shares over which the Quoted Options are exercisable in the event of the

Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

14. **(Adjustment for bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of a Quoted Option will be increased by the number of Shares which the holder would have received if the holder of the Quoted Options had exercised the Quoted Option before the record date for the bonus issue; and
  - (b) no change will be made to the Quoted Option Exercise Price.
15. **(Transferability):** The Quoted Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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

## [BARCODE]

**Holder Number:**  
[HolderNumber]

[Name/Address 1]  
[Name/Address 2]  
[Name/Address 3]  
[Name/Address 4]  
[Name/Address 5]  
[Name/Address 6]

## Vote by Proxy: CR8

Your proxy voting instruction must be received by **10am (AEDT) on Monday, 20 November 2017**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

#### CORPORATE REPRESENTATIVES

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

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

## CONTACT

### Return your completed form:



#### BY MAIL

Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012



#### IN PERSON

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

### Contact us – All enquiries to Automic:



#### WEBCHAT

<https://automic.com.au/>



#### EMAIL

[hello@automic.com.au](mailto:hello@automic.com.au)



#### PHONE

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1: Please appoint a Proxy

### Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10am (AEDT) on Wednesday, 22 November 2017 at William Buck, Level 29 66 Goulburn Street, Sydney, New South Wales 2000** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

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

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4a and 4b (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4a and 4b are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2: Your Voting Direction

#### Resolutions

1. Remuneration Report

For

Against

Abstain

☐
☐
☐

2. Re-election of Director – Ms Cathie Reid

☐
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3a. Ratification of prior issue of Securities

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3b. Ratification of prior issue of Securities

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3c. Ratification of prior issue of Securities

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4a. Issue of Performance Rights to Ms Cathie Reid

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4b. Issue of Performance Rights to Mr Bryn Hardcastle

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5. Approval of 10% Placement Facility

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6. Approval to change Company name

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

## STEP 3: Sign

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Email Address \_\_\_\_\_

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**

**[BARCODE]**

[HolderNumber]