



**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

To be held at 11:00am AEST on
Friday 18 May 2018 at
The offices of Logie-Smith Lanyon Lawyers
Level 12, 575 Bourke Street
Melbourne VIC 3000

Shareholders who have elected not to receive a printed copy of the Company's 2017 Annual Report may obtain a copy from the Company's website www.dropsuite.com under Investor Relations

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Dropsuite Limited ('Dropsuite' or 'Company') will be held on Friday 18 May 2018 at The offices of Logie-Smith Lanyon Lawyers, Level 12, 575 Bourke Street, Melbourne VIC 3000 commencing at 11:00am (AEST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

Ordinary Business

Consideration of Financial Report

To receive and consider the Company's financial report and the report of the Directors and the Auditor for the financial year ended 31 December 2017.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report for the year ended 31 December 2017 be adopted."

NB: This resolution shall be determined as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act, the vote does not bind the directors of the company.

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any of the following persons:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorization given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Dated 16 April 2018

BY ORDER OF THE BOARD



Zoran Grujic
Company Secretary

Notes

These Notes and the accompanying Explanatory Memorandum form part of the Notice of Meeting.

Shareholders of Dropsuite

Dropsuite has determined that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded on the Dropsuite register of shareholders as at 7:00 pm (AEST) on 16 May 2018.

Appointment of Proxy

If you are a shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a shareholder of Dropsuite.

To vote by proxy, you need to:

complete and sign the relevant proxy form enclosed with this Notice of Meeting and return the proxy form either:

- by post to Automic, PO Box 2226, Strawberry Hills NSW 2012 or in person to Level 3, 50 Holt Street, Surry Hills NSW 2010; or
- by facsimile (+61 2) 8583 30401, so that it is received not later than 11:00am (AEST) on 16 May 2018.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

A shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the shareholder's votes.

A corporation may elect to appoint a representative in accordance with s 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

A shareholder may appoint the Chairman of the meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the meeting will automatically be their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with the shareholder's directions, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

If a shareholder appoints a member of the Company's key management personnel (KMP) (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs them how to vote or the Chairman of the meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Resolution 1, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy even though the relevant resolution is connected with the remuneration of the Company's KMP.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of Dropsuite to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held Friday, 18 May 2018.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like raised at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Greenwich & Co, questions relevant to the conduct of the audit, the preparation and content of the Auditors Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Greenwich & Co before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Zoran Grujic, at zoran@Dropsuite.com before 16 May 2018.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Zoran Grujic, at the above address.

Item 1 – Consideration of Financial Report

The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the annual general meeting. In addition the Company's constitution provides for such reports and statements to be received and considered at the meeting.

Resolution 1 – Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 31 December 2017.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments upon, the Remuneration Report.

Board recommendation

The Board recommends that shareholders vote in favour of Resolution 1.

