



9 November 2018

ASX Company Announcements
Australian Securities Exchange Ltd
Level 40 Central Park
152–158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

Attached are the following documents:

1. Notice of Meeting and Explanatory Statement for the Annual General Meeting (AGM) of DTI Group Ltd to be held at 10.30am on Tuesday, 20 November 2018 at the Company's head office located at 31 Affleck Road, Perth Airport, Western Australia; and
2. Proxy Form for the AGM.

The Notice of Meeting and Explanatory Statement, together with the Proxy Form has been despatched to security holders.

Yours faithfully

Raj Surendran
Company Secretary



DTI GROUP LTD
ACN 069 791 091

NOTICE OF ANNUAL GENERAL MEETING
AND PROXY FORM

Date of Meeting

Tuesday 20 November 2018

Time of Meeting

10.30am AWST

Place of Meeting

DTI Group Ltd
31 Affleck Road
Perth Airport WA 6105

This 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 advisor without delay.
Should you wish to discuss matters in this Notice, please contact the Company Secretary,
Raj Surendran, on +61 8 9479 1195.

**DTI GROUP LIMITED
ACN 069 791 091**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of DTI Group Limited ((**DTI** or **Company**) will be held:

Date: Tuesday, 20 November 2018

Time: 10.30am (Perth time)

Venue: 31 Affleck Road, Perth Airport WA 6105

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2018.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2018 on the Company's website at <http://www.dti.com.au/investors/>.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1. Re-election of Director – Mr Neil Goodey

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Neil Goodey, who retires in accordance with clause 13.2(a) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”

Resolution 2. Election of Director – Mr Greg Purdy

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Greg Purdy, who was appointed by the Board in accordance with clause 13.4 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

Resolution 3. Election of Director – Mr Steve Gallagher

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Steve Gallagher, who was appointed by the Board in accordance with clause 13.4 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

Resolution 4. Election of Director – Mr Andrew Lewis

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Andrew Lewis, who was appointed by the Board in accordance with clause 13.4 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

Resolution 5. Approval of Issue of Securities under the Equity Plan – Exception to Listing Rule 7.1

To consider and if thought fit, pass the following as an ordinary resolution of the Company:

That for the purposes of ASX Listing Rule 7.2, exception 9 and all other purposes, the issue of performance rights, options and restricted shares under the DTI Group Limited Equity Plan (and the issue of the underlying securities that are the subject of those performance rights and options), as described in the Explanatory Statement accompanying and forming part of this Notice of Meeting be approved.

Voting Exclusion Statement for Resolution 5

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. it is cast by a person as 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.

In addition, a vote must not be cast on Resolution 5 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

Resolution 6. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company’s Remuneration Report for the financial year ended 30 June 2018, as set out in the Directors’ Report, is adopted.”

The Remuneration Report is contained in the 2018 Annual Report (available at <http://www.dti.com.au/investors/>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 6 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2018 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on Resolution 6 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of DTI Group Limited (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely reason of being a holder of ordinary securities in the Company), if this resolution is passed or any associates of those persons. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

However, the Company need not disregard a vote cast on Resolution 7 if:

- a. it is cast by a person as 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.

Resolution 8. Issue of Performance Rights under the DTI Group Limited Equity Plan - Peter Tazewell

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of up to 300,000 unlisted performance rights to Peter Tazewell under the DTI Group Limited Equity Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”

Voting Exclusion Statement – Resolution 8

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the DTI Group Limited Equity Plan; or
- b. an associate of any of those Directors.

However, the Company need not disregard a vote cast on Resolution 8 if:

- a. it is cast by a person as 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.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 8 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

BY ORDER OF THE BOARD

Raj Surendran
Company Secretary
19 October 2018

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Perth time) on Sunday, 18 November 2018 (being two days before date of Meeting) will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10.30am (Perth time) on Sunday, 18 November 2018 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

By post: DTI Group Limited
C/- Computershare Limited
GPO Box 242
Melbourne Victoria, 3001
Australia

By facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (from outside Australia)

Online: www.investorvote.com.au

Mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian Voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.30am (Perth time) on Sunday, 18 November 2018, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.investorcentre.com under the help tab, "Printable Forms".

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 6, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.investorvote.com.au select Voting then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 10.30am (Perth time) on Tuesday, 13 November 2018 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on DTI's share registry's website www.investorvote.com.au to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 20 November 2018.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, 3, 4, 5 and 8 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 6, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 7 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1. Re-Election of Director – Mr Neil Goodey

Neil Goodey was appointed as a Non-executive Director of the Company on 24 August 2017. In accordance with clause 13.2(a) of the Constitution, Neil Goodey retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Mr Goodey co-founded DTI in 1995 and held the position of Managing Director until 2008. Mr Goodey has been a director for over 23 years.

Over the last 26 years, Mr Goodey has founded and managed a number of successful technology-driven companies, including DTI. He created the software-focused vision for DTI and worked directly with the Company's engineering team to develop DTI's products and underlying intellectual property.

Mr Goodey was a member of the Remuneration and Nominations Committee and the Audit, Risk and Compliance Committee.

The Directors, with Neil Goodey abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 2. Election of Director – Mr Greg Purdy

The Board appointed Greg Purdy as an independent non-executive Director of the Company pursuant to clause 13.4 of the Constitution on 16 October 2018. In accordance with clause 13.4 of the Constitution, Greg Purdy retires from office at the AGM and is eligible for election as a Director of the Company.

Mr Purdy is a member of the Australian Institute of Company Directors and holds a Bachelor of Engineering, Electronics and a Diploma of Engineering in Electronics, Communications from the Royal Australian Air Force.

Mr Purdy is an experienced corporate executive with a strong background in technology and communications companies and execution of major technology projects. Mr Purdy is a former senior executive with Tenix Group, Telstra and Hewlett Packard.

Mr Purdy is currently a non-executive director of NTT DATA Australia, a member of the global NTT DATA information technology services and integration business.

Prior to Greg Purdy's appointment, the Company completed several background and screening checks including in relation to Greg Purdy's character's experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Directors, with Greg Purdy abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 3. Election of Director – Mr Steve Gallagher

The Board appointed Steve Gallagher as an independent non-executive Director of the Company pursuant to clause 13.4 of the Constitution on 16 October 2018. In accordance with clause 13.4 of the Constitution, Steve Gallagher retires from office at the AGM and is eligible for election as a Director of the Company.

Mr Gallagher is a member of the Australian Institute of Company Directors and holds a Bachelor of Engineering (Honours) from the University of Melbourne and Bachelor of Commerce from Monash University.

Mr Gallagher has experience in industrial automation, building technology, power systems and payment solutions and has held senior executive positions with a range of engineering technology companies including Vix Technology, ERG Ltd and Siemens AG. More recently Mr Gallagher was a director of Hong Kong listed CCRTT, a Chinese government-controlled corporation specialising in the development of urban rail transit systems and technology applications for intelligent rail transport.

Mr Gallagher is currently a Non-Executive Director with Optal Ltd (an innovative global payment solutions company), Vix Technology Ltd (an industry leader in transport ticketing, fare collection/payments), Ventura Bus Lines Pty Ltd (a leading public transport and charter bus service provider in Australia) and Transact1 Pty Ltd (a financial services provider for cash management optimisation).

Prior to Steve Gallagher's appointment, the Company completed several background and screening checks including in relation to Steve Gallagher's character's experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Directors, with Steve Gallagher abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 4. Election of Director – Mr Andrew Lewis

The Board appointed Andrew Lewis as an independent non-executive Director of the Company pursuant to clause 13.4 of the Constitution on 16 October 2018. In accordance with clause 13.4 of the Constitution, Andrew Lewis retires from office at the AGM and is eligible for election as a Director of the Company.

Mr Lewis holds a Bachelor of Economics from Monash University.

Mr Lewis has a background in real estate, hospitality and project management and currently holds a senior management position with Morris Group, a privately held business operating across tourism, hospitality, renewable energy, finance, technology and aviation.

Prior to Andrew Lewis's appointment, the Company completed several background and screening checks including in relation to Andrew Lewis's character's experience and qualifications, criminal history, bankruptcy with no adverse findings.

The Directors, with Andrew Lewis abstaining, unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 5. Approval of Issue of Securities under the Equity Plan – Exception to Listing Rule 7.1

Approval sought

The ASX Listing Rules generally restrict listed companies from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. However, there are exceptions to this restriction, one of which states that general Listing Rule requirements for shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to the rule.

If the Plan is approved by shareholders, issues of securities under the Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further shareholder approval).

Background

The Company has established the Plan to assist in the motivation, retention and reward of employees and replaces previous employee share plans of the Company.

The Plan is designed to align the interests of executives and employees with the interests of shareholders by providing an opportunity for the participants to receive any equity interest in the Company.

The Company has not issued any securities under the Plan as at the date of this Notice of Meeting.

In accordance with ASX Listing Rule 7.2, exception 9, a summary of the key terms of the Plan is set out in Attachment A.

The Directors unanimously recommend shareholder vote in favour of this Resolution.

Resolution 6. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on DTI's website at <http://www.dti.com.au/investors/>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 7. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 7 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 215,341,850 fully paid ordinary shares and a capacity to issue:

- a. 32,301,277 equity securities under ASX Listing Rule 7.1; and
- b. 21,534,185 equity securities under ASX Listing Rule 7.1A.

The actual number equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

That formula is:

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

- 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 approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
 - (d) less the number of fully paid Shares cancelled in the 12 months.

- Note that 'A' is 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 the approval of Shareholders under Listing Rules 7.1 or 7.4.

The effect of Resolution 7 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or
 - b. if the shares are not issued within 5 trading days of the date in paragraph a., the date on which the shares are issued.
- If Resolution 7 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary 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 ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- a. 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.035 50% decrease in Issue Price	\$0.07 Issue Price	\$0.14 100% increase in Issue Price
215,341,850 (Current)	Shares issued	21,534,185	21,534,185	21,534,185
	Funds raised	\$753,696.48	\$1,507,392.95	\$3,014,785.90
323,012,775 (50% increase)	Shares issued	32,301,278	32,301,278	32,301,278
	Funds raised	\$1,130,544.71	\$2,261,089.43	\$4,522,178.85
430,683,700 (100% increase)	Shares issued	43,068,370	43,068,370	43,068,370
	Funds raised	\$1,507,392.95	\$3,014,785.90	\$6,029,571.80

- The table has been prepared on the following assumptions:
 - the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - 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%;
 - 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 AGM;
 - the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - the issue price is \$0.07 per share², being the closing price of the shares on ASX on 26 September 2018.
- If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 20 November 2019) and the approval being sought under Resolution 7 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 20 November 2018.
- The Company may seek to issue the equity securities for the following purposes:
 - cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
 - non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

¹ Variable "A" in Listing Rule 7.1A.2

² Closing price on 26 September 2018 was \$0.07 per share.

- 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 allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 7) have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).

Previous Approval under ASX Listing Rule 7.1A

- The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2017 Annual General Meeting held on 21 November 2017.
- In the twelve months preceding the date of the proposed 2018 Annual General Meeting, the Company has issued 88,670,271 fully paid ordinary shares, which represents 70.00% of the total number of equity securities on issue at the commencement of the 12 month period (being 126,671,579 shares on issue as at 20 November 2017), details of which are as follows:
 - a total of 88,670,271 fully paid ordinary shares were issued in May and June 2018 pursuant to a Pro Rata Non-renounceable Entitlement Offer. The specific disclosure required under ASX Listing Rule 7.3A.6 in relation to this issue of shares included in the table below

Date of Issue	21 May 2018	14 June 2018
	Pro Rata Non-renounceable Entitlement Offer – Institutional Component	Pro Rata Non-renounceable Entitlement Offer – Retail Component
Number issued	29,210,464	59,459,807
Class of equity securities	Fully paid ordinary shares	Fully paid ordinary shares
Names of persons to whom equity securities were issued	Selected eligible institutional shareholders under the institutional component of the pro-rata non-renounceable accelerated entitlement offer (Entitlement Offer) announced to ASX on 14 May 2018.	Eligible shareholders who participated in the Pro Rata Non-renounceable Entitlement Offer as announced by the Company on 14 May 2018.
Issue price and discount to market price (if any)	The issue price for the shares was \$0.07 per share representing a 6.59% discount to the 30 day volume-weighted average price of DTI Group Ltd shares up to 11 May 2018 (being the last trading day before the announcement of the capital raising). The issue price for the shares was \$0.07 per share representing a 6.06% premium to the closing market price on the date of issue.	The issue price for the shares was \$0.07 per share representing a 6.59% discount to the 30 day volume-weighted average price of DTI Group Ltd shares up to 11 May 2018 (being the last trading day before the announcement of the capital raising). The issue price for the shares was \$0.07 per share representing a 1.45% premium to the closing market price on the date of issue.
Total cash consideration	\$2,044,732.48	\$4,162,186.49
Use of cash consideration is below:	<p>The net proceeds of the Entitlement Offer are being used to provide working capital for future growth, as outlined in the Company's investor presentation accompanying the Entitlement Offer Booklet.</p>	<p>The net proceeds of the Entitlement Offer are being used to provide working capital for future growth, as outlined in the Company's investor presentation accompanying the Entitlement Offer Booklet.</p>
Capital Raised		
Less Funds Utilised		
Capital raising expenses		
Payroll Expenses		
Creditor payments		
Balance @ 30 Sept 2018	2,059	
Non-cash consideration	Not applicable.	Not applicable.

- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 7 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

Resolution 8. Issue of Performance Rights under the DTI Group Limited Equity Plan - Peter Tazewell

Background

This resolution deals with the proposed issue of performance rights to Mr Peter Tazewell, Managing Director, to acquire fully paid ordinary shares in the Company under the DTI Equity Plan.

The Company has established the Plan to assist in the motivation, retention and reward of employees.

The Plan is designed to align the interests of executives, employees and directors with the interests of shareholders by providing an opportunity for the participants to receive any equity interest in the Company.

Those Directors, who do not have an interest in the outcome of the relevant resolution, recommend that shareholders vote in favour of this resolution for the reasons set out below:

1. the Directors consider that it is important for DTI to be able to attract and retain experienced executive Directors and that the proposed issue of performance rights to Mr Tazewell is appropriate taking into account his high level of experience and contribution to DTI;
2. the Directors consider that the proposed number of performance rights to be issued to Mr Tazewell is appropriate to:
 - a. motivate him to pursue the long term growth and success of DTI, within an appropriate control framework;
 - b. align the interests of key leadership with the long-term interests of DTI's shareholders;
 - c. ensure a clear correlation between performance and remuneration, in accordance with DTI's remuneration policy; and
3. ASX Corporate Governance Council Principles and Recommendations (3rd edition) note that equity-based remuneration can be an effective form of remuneration for executives.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without shareholder approval. Accordingly, approval for the grant of unlisted performance rights to Mr Tazewell is required. Approval of this resolution will result in the grant of unlisted performance rights to Mr Tazewell falling within exception 14 in Listing Rule 7.2. Therefore, the issue of unlisted performance rights to Mr Tazewell will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of shares in DTI on the vesting of the performance rights will also be excluded from Listing Rule 7.1.

Vesting Conditions – Performance Rights

DTI wish to issue up to 300,000 performance rights to Mr Tazewell which are convertible into up to 300,000 ordinary fully paid shares in the Company, subject to the achievement of vesting conditions over a three (3) year performance period from 1 July 2018 to 30 June 2021 (**Performance Period**).

The performance rights will be subject to a relative total shareholder return (**RTSR Hurdle**), which compares the total shareholder return performance of the Company with each of the entities within the S&P/ASX Small Ordinaries Index. Total shareholder return measures the change in share price and dividends over the Performance Period.

In order for the performance rights to vest, the RTSR of the Company is compared to companies in the S&P/ASX Small Ordinaries Index as at the commencement of the relevant Performance Period.

The RTSR of each of the entities in a comparator group will be measured from the start of the Performance Period to the end of the Performance Period.

The RTSR Hurdle for the Performance Period will be determined in accordance with the principles set out in the table below:

Company's RTSR percentile rank against comparator group	Vesting percentage
Less than 50 th	Nil
At 50 th	50%
Between 50 th to 75 th	50-100% on a straight line basis
At 75 th	100%

Testing of the RTSR Hurdle will occur shortly after the end of the Performance Period and release of DTI's full year audited results for the preceding financial year, and the number of performance rights that vest (if any) will be determined. Any performance rights that remain unvested will lapse immediately.

Performance rights do not carry any dividend or voting rights.

Allocation of Shares on Vesting

If the RTSR Hurdle is satisfied, the performance rights will vest. Upon vesting, Mr Tazewell will generally be allocated the relevant number of shares in DTI on a one-for-one basis, being one share for each performance right that vests. Any shares allocated to Mr Tazewell may be acquired on-market or issued by the Company. Performance rights may be satisfied in either shares or an equivalent value cash payment in lieu of an allocation of shares (calculated in accordance with the Plan rules) as determined appropriate by the Board. It is the Board's current intention that any shares that may be awarded to Mr Tazewell will be issued by DTI.

Technical Information for the Purposes of ASX Listing Rules

For the purposes of ASX Listing Rule 10.15, the following information is provided:

- Unlisted performance rights are proposed to be issued to Mr Peter Tazewell who is the Managing Director of DTI.
- The maximum number of unlisted performance rights to be issued to Peter Tazewell is 300,000 performance rights. No formula was used to calculate the number of performance rights to be issued however the maximum number of unlisted performance rights that could be issued is within the allowance of the long-term incentive component of Mr Tazewell's Total Package Target contained within his Management Compensation Plan.
- The unlisted performance rights will be issued for Nil consideration however, are subject to the achievement of vesting conditions (as set out above).
- The Equity Plan is a new Plan and no securities have been issued under the Equity Plan which is being sought for approval by Shareholders at the AGM (refer Resolution 5 to this Notice of Meeting).
- Only Executive Directors are eligible to participate in the Equity Plan.
- A Voting Exclusion Statement accompanies Resolution 8 in the Notice of Meeting.
- No loan is associated with the issue of unlisted performance rights.
- Unlisted performance rights are expected to be issued on 30 November 2018, or on a date not later than 12 months after this AGM (**Grant Date**).
- If approval is given for the issue of unlisted performance rights under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1.

A summary of the key terms of the Equity Plan is set out in Attachment A of this Notice of Meeting.

The Directors, with Peter Tazewell abstaining, unanimously recommend shareholders vote in favour of this Resolution.

ATTACHMENT A

SUMMARY OF TERMS AND CONDITIONS OF THE DTI GROUP LIMITED EMPLOYEE EQUITY PLAN

1. Purpose

The purpose of the DTI Group Limited Employee Equity Plan (**Plan**) is to:

- provide eligible persons with an opportunity to participate in an incentive plan which recognises ongoing contribution to the achievement by the Company of its strategic objectives;
- align the interests of participants with shareholders through the sharing of a personal interest in the future growth and development of the Company;
- encourage eligible persons to improve the performance of the Company and its total return to shareholders; and
- provide a means of attracting and retaining skilled and experienced eligible persons.

2. Eligibility

An eligible person means a director, employee, contractor or consultant of the Company or any other person whom the Board determines to be eligible to participate in the Plan and who is invited to participate in the Plan by the Company.

3. Types of securities

The Plan Rules provide flexibility for the Board of the Company to grant an eligible person one or more of the following “Plan Interests”:

- Rights;
- Option; and/or
- Restricted Shares.

An Option and a Right means a right to acquire a Share or Restricted Share (by transfer or issue at the discretion of the Company) on the terms specified in the Invitation.

A Restricted Share means a Share allocated under the Plan on the terms specified in the Invitation.

4. Offers under the Plan

The Board may in its unfettered discretion make an invitation to an eligible person to acquire Plan Interests.

No Invitation will be made if the number of Shares which have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation:

- (a) the number of Shares that may be issued as a result of the Rights and Options granted under this Plan; and

- (b) the number of Shares which were or may be issued are a result of offers made at any time during the previous three year period under:
 - (i) an employee incentive schemes covered by ASIC Class Order 14/1000; or
 - (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme as defined in ASIC Class Order 14/1000.

5. Vesting

A grant of Rights or Options does not confer any legal or equitable interests in Restricted Shares or Shares (as applicable) represented by the Rights or Options until the relevant Vesting Date and any exercise or conversion to Restricted Shares or Shares (as applicable) has been completed.

Unless the Board determines otherwise, the vesting, exercise and conversion of any Plan Interests under the Plan will only occur in accordance with the terms specified in the invitation.

The Board may determine that a vested and exercised Right or Option will be satisfied by the Company making a cash payment to the participant in lieu of allocating Shares.

The Board may waive, amend or replace any performance measure in a Vesting Condition attaching to a Right or Option if the Board determines that the specific measure is no longer appropriate or applicable, provided that the interests of the relevant participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

6. Restrictions

Participants must not dispose of any Restricted Shares until the removal of any holding lock or the satisfaction of any other restrictions.

Participants must comply with the Company's Securities Trading Policy at all times.

7. Cessation of employment

Unless the Board determines otherwise, where a participant ceases to be an employee, all unvested Plan Interests will lapse or be forfeited.

In the event that a participant ceases employment due to death, permanent disability or any other reason determined by the Board from time to time, a participant will continue to hold unvested Plan Interests on a pro-rata basis.

8. Clawback and preventing inappropriate behaviours

Where in the opinion of the Board, a participant acts fraudulently or dishonestly, or is in material breach of his or her obligations to the Company and/or its subsidiaries, any unvested Plan Interests, vested but unexercised Options or Rights and/or any Restricted Shares will lapse or are deemed forfeited (as applicable) immediately, unless the Board determines otherwise.

9. Takeovers

If there is a “control event”, the Board may in its discretion convert all or any of a participant’s Rights to Shares, or permit the exercise of some or all Rights or Options, whether or not Vesting Conditions have been satisfied. Further, the Board may remove any disposal restrictions, whether or not all requirements have been satisfied.

10. Power of the Board

The Board may amend the Plan Rules at any time in its absolute unfettered discretion. The Plan will be administered by the Board which will have the power to amend existing Rules, resolve conclusively all questions of fact or interpretation in connection with the Plan, delegate to any one or more persons the exercise of any of its functions, powers or discretions arising under the Plan and appoint/remove an administrator of the Plan.

The Board may terminate or suspend the operation of the Plan at any time provided that the termination or suspension does not affect or prejudice the existing rights of Participants at that time.

11. Dividends and Voting Rights

A participant has no right to receive dividends or distributions in respect of unvested or lapsed Rights or Options.

At the Board’s discretion and subject to: the terms specified in the Invitation; the Vesting Conditions that apply to a Right or Option being satisfied; and the Exercise Price being paid, a participant may be entitled to receive a payment equal to a dividend or distribution made in respect of Shares during the period between the Date of Registration and the Vesting Date as though the participant had been holding Shares during that period on a one-for-one basis, instead of Rights or Options.

12. Ranking of Restricted Shares

Restricted Shares will rank equally with all existing Shares on and from the Date of Registration in respect of all Shareholder entitlements (including rights issues, bonus issues and dividends) which have a record date for determining entitlements on or after the date of issue of those Restricted Shares.

Where Restricted Shares or Shares are not yet quoted on the official list of the ASX, the Company must apply for quotation as soon as practicable.

13. Legal compliance

Notwithstanding any rule in the Plan, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the Plan if to do so would:

- a) contravene the *Corporations Act* 2001 (Cth), the ASX Listing Rules, or any other applicable laws; or
- b) require the Company or its related bodies corporate to pay, provide, or procure the payment or provision of, any money or benefits to the participant which would require shareholder approval under Part 2D.2, Division 2 of the *Corporations Act* 2001 (Cth)



DTI GROUP LTD ABN 15 069 791 091

DTI

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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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



For your vote to be effective it must be received by 10:30am (Perth time) Sunday, 18 November 2018

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 for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of DTI 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 Annual General Meeting of DTI Group Limited to be held at 31 Affleck Road, Perth Airport, Western Australia on Tuesday, 20 November 2018 at 10:30am (Perth time) 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 5, 6 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6 and 8 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 5, 6 and 8 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
Resolution 1	Re-election of Director - Mr Neil Goodey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director - Mr Greg Purdy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr Steve Gallagher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Mr Andrew Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Securities under the Equity Plan - Exception to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Additional Share Issue Capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Performance Rights under the DTI Group Limited Equity Plan - Peter Tazewell	<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