

15 November 2018

Market Announcements Platform
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Addendum to Notice of 2018 Annual General Meeting

Transit technology company XTD (ASX:XTD) lodged its Notice of Annual General Meeting and Explanatory Memorandum with ASX and posted it to shareholders on 26 October 2018. Attached hereto is an addendum to that Notice of Annual General Meeting following the Board appointments and resignations announced on 1 November 2018.

The enclosed addendum has been despatched to all shareholders today.

XTD confirms that the details of the Annual General Meeting are as follows:

Time: 12.00pm (EST)

Date: 30 November 2018

Place: NWR Communications, Level 6, 350 Collins Street, Melbourne VIC 3000

For further information contact:

Matthew Foy
Company Secretary
+61 8 9486 4036



ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

On 1 November 2018 XTD Ltd (**Company**) announced the appointment of Messrs Justus Wilde, Jason Byrne and Mark Niutta as Non-Executive Directors of the Company.

Article 12.7(b) of the Constitution requires that where a Director is appointed by the other Directors of the Company, the Company must confirm the appointment at the next annual general meeting. Consequently, the Company hereby gives notice to Shareholders of the Company that, in relation to the Notice of Annual General meeting dated 26 October 2018 (**Notice of Meeting**) in respect of an annual general meeting of Shareholders to be held at 12.00pm (EST) on 30 November 2018 at NWR Communications, Level 6, 350 Collins Street, Melbourne VIC 3000, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum to Notice of Meeting**) for the purposes set out below.

Definitions in this Addendum to Notice of Meeting have the same meaning as in the Notice of Meeting.

(a) **Additional Resolutions**

By this Addendum to Notice of Meeting, additional Resolutions, Resolutions 4 to 6, as detailed below are added to the Notice of Meeting.

(b) **Explanatory Statement – Supplementary Information**

By this Addendum to Notice of Meeting, additional section 6 is added to the Explanatory Statement to the Notice of Meeting, as set out in the Explanatory Statement to this Addendum to Notice of Meeting.

(c) **Replacement Proxy Form**

Annexed to this Addendum to Notice of Meeting is a replacement Proxy Form.

If Shareholders wish to have their votes counted by proxy in respect of Resolutions 4 to 6, Shareholders MUST use this replacement Proxy Form to vote on all the Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by the Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a new Proxy Form is not provided by the relevant Shareholder.

Enquiries

Shareholders should contact the Company Secretary, Mr Matthew Foy, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

ADDITIONAL RESOLUTIONS

Additional Resolutions, Resolutions 4 to 6, are included in the Notice of Meeting as follows:

ORDINARY BUSINESS

1. Resolution 4 - Election of Director – Mr Justus Wilde

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

"That, Mr Justus Wilde, who retires in accordance with article 12.7(b) of the Constitution, being eligible and offering himself for election, be elected as a Director."

2. Resolution 5 - Election of Director – Mr Jason Byrne

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

"That, Mr Jason Byrne, who retires in accordance with article 12.7(b) of the Constitution, being eligible and offering himself for election, be elected as a Director."

3. Resolution 6 - Election of Director – Mr Mark Niutta

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

"That, Mr Mark Niutta, who retires in accordance with article 12.7(b) of the Constitution, being eligible and offering himself for election, be elected as a Director."

Dated 15 November 2018

BY ORDER OF THE BOARD



Matthew Foy
Company Secretary

EXPLANATORY STATEMENT

The Explanatory Statement outlined in the Notice of Meeting is supplemented by including the following Section 6.

4. Resolutions 4 to 6 – Election of Directors

4.1 General

Article 12.7(a) of the Constitution gives the Directors authority to appoint other Directors. On 1 November 2018 Messrs Justus Wilde, Jason Byrne and Mark Niutta were appointed as Non-Executive Directors of the Company in accordance with article 12.7(a) of the Constitution.

Article 12.7(b) of the Constitution requires that any Director appointed pursuant to article 12.7(a) of the Constitution holds office only until the conclusion of the next annual general meeting of the Company, and is eligible for election at that meeting.

In accordance with article 12.7(b) of the Constitution, each of Messrs Justus Wilde, Jason Byrne and Mark Niutta will retire at the Annual General Meeting and being eligible, seek election as Directors of the Company.

Resolutions 4 to 6 are ordinary resolutions.

4.2 Director's Profile – Justus Wilde (Resolution 4)

Justus is a digital retail executive with 20 years' experience working in consultancy, technical and business leadership roles across Australia, USA, Hong Kong/China and New Zealand. Justus founded Amblique, a leading digital commerce consultancy, and spent 16 years growing it. In 2013 STW Group, now WPP ANZ (ASX:SGN), acquired a minority stake and in 2015 eCargo (ASX:ECG) acquired the entire business. Following this he spent time in China as CTO for MyMM, a JV between Wharf Holdings, Lane Crawford Joyce Group and eCargo Limited establishing a new eCommerce platform.

Presently Justus is leading a new innovation investment arm for New Zealand's largest listed retail group based in Auckland.

4.2 Director's Profile – Jason Byrne (Resolution 5)

Jason has 25 years' experience building technology businesses in a wide variety of industries - legal, procurement and logistics, e-commerce, offshore development, and bookmaking. In this time Jason has successfully commercialised and exited three businesses to listed/multi-national companies - Wolters Kluwer N.V. (AMS:WKL), Sonepar (French multinational) and eCargo Ltd (ASX:ECG).

Presently Jason is an investor in Sportcast, a fast growing bookmaking technology company that has offices in Australia and London. Jason has been appointed XTD's Interim CEO effective today.

4.2 Director's Profile – Mark Niutta (Resolution 6)

Mark Niutta has been involved in stockbroking since 1986 whilst working at the Perth Stock Exchange (now ASX). In addition to corporate experience he has been extensively involved in capital raising and IPO's.

Mark was an authorised representative and unit holder of Australia's largest retail broker for 13 years (now Morgan Stockbroking). Mark has formerly been a director of XTD Limited and was instrumental in the company's ASX listing. As such he has extensive knowledge of XTD's Cross Track Digital systems.

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XTD LTD

ACN: 147 799 951

«EFT_REFERENCE_NUMBER»

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

«Post_zone»

«Company_code»

«Sequence_number»

REGISTERED OFFICE:

LEVEL 8

99 ST GEORGES TERRACE

PERTH WA 6000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

PO BOX 52

Collins Street West VIC 8007

Suite 913, Exchange Tower

530 Little Collins Street

Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code:

XTD

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 12:00pm EST on Friday 30 November 2018 at NWR Communications, Level 6, 350 Collins Street, Melbourne VIC 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Quentin Gracanin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of 10% Placement Capacity - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director – Justus Wilde	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Director – Jason Byrne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Director – Mark Niutta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by XTD Ltd no later than 12:00pm EST on Wednesday 28 November 2018.

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Name:

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This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by XTD Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Postal Address PO Box 5638
St Georges Tce, Perth WA 6831

Facsimile +61 8 9486 4799

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.