
TIKFORCE LIMITED

ACN 106 240 475

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)

DATE: 21 January 2019

PLACE: Suite 1, Ground Floor, 437 Roberts Rd, Subiaco, WA 6008

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 Shareholders at 10.00 am on 19 January 2019.

PURPOSE OF THE MEETING

On 22 November 2018, the Company received a notice to call a general meeting to consider various resolutions relating to the removal of certain Directors of the Company and the election of new directors of the Company (**Requisition Notice**).

The Requisition Notice was issued under section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Alignment Capital Pty Ltd, Cityside Investments Pty Ltd, EZR Systems Pty Ltd, Union Square Capital Pty Ltd <Endeavour A/C> and Valplan Pty Ltd <Troy R Valentine Fam S/F A/C> (**Requisitioning Shareholders**). The Requisition Notice was dated 21 November 2018.

Resolution 1 is for the appointment of Andrew Houtas as a director of the Company and Resolution 2 is for the removal of Kevin Michael Baum as a Director of the Company. Resolution 3 is for the removal of any other directors who have been appointed as a director between 22 November 2018 and the date of the Meeting.

Subsequently, on 3 December 2018, Mr Duncan Armstrong resigned as a Director and Mr Gianmarco Orgnoni was appointed to replace him as a Director. As a result, if Resolution 3 is passed Gianmarco Orgnoni will be removed as a Director

Statement of Directors proposed to be removed

Section 203D(4) of the Corporations Act provides that a director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders.

Set out below is a statement from Mr Kevin Baum, a current Director of the Company):

At a shareholder meeting held on 20 August 2018, shareholders **voted by a majority to remove** Mr Andrew Houtas from the board. These votes represented **52.5% of the issued capital** of the company as against 29.8% that voted that he remain a director. All resolutions put forward by the requisitioning shareholders in their requisition notice issued under section 249D **failed**. The objective of the requisitioning parties was to cause maximum disruption to business activities together with Court litigation against the company.

The requisitioning shareholders have made allegations regarding the sale of the Tikforce Operations business to Gambier Holdings Limited. The company has followed due legal process and sought and received approval from shareholders for the sale of its main undertaking. A shareholder meeting was held on 2 November 2018 with full disclosure of the sale included in the explanatory statement to the Notice of Meeting. The sale agreement was executed and the first consideration payment of \$100,000 has been received with the final payment due on or before 8 January 2019.

As a Director, I recommend that shareholders vote as follows:

- Against the motion to appoint Andrew Houtas
- Against the motion to remove Kevin Baum
- Against the motion to remove other directors

Statement of Requisitioning Shareholders and Andrew Houtas

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to members regarding the resolutions and any other matter that may be properly considered at the meeting. A statement was provided by the Requisitioning Shareholders on 7 December 2018. However, the Company has received initial legal advice to the effect that statements made within document provided by the Requisitioning Shareholder may be defamatory and has therefore exercised its right under section 249P of the Corporations Act to not distribute the document with this Notice. No such statement has been provided to the Company from Andrew Houtas for dispatch with the Notice.

Undirected proxies

PLEASE NOTE, THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST RESOLUTIONS 1-3.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPOINTMENT OF DIRECTOR – MR ANDREW HOUTAS

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

“That pursuant to and in accordance with the Company's Constitution and for all other purposes, Andrew Houtas, having consented to act as a Director of the Company, be appointed as a Director of the Company with effect from conclusion of the Meeting.”

2. RESOLUTION 2 – REMOVAL OF DIRECTOR – MR KEVIN MICHAEL BAUM

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

“That pursuant to and in accordance with section 203D of the Corporations Act and the Company's Constitution, Kevin Michael Baum be removed as a Director of the Company with effect from conclusion of the Meeting.”

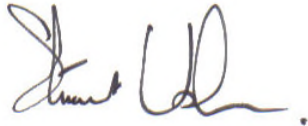
3. RESOLUTION 3 – REMOVAL OF OTHER DIRECTORS

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

“That pursuant to and in accordance with section 203D of the Corporations Act and the Company's Constitution and subject to the passing of any or all of Resolutions 1 and 2, any person appointed as a Director of the Company between 22 November 2018 and the time of commencement of this Meeting of members be removed as a Director of the Company with effect from conclusion of the Meeting.”

Dated: 12 December 2018

By order of the Board pursuant to requisitions under section 249D of the *Corporations Act 2001* (Cth).

A handwritten signature in black ink, appearing to read 'Stuart Usher', with a small dot at the end of the signature.

**Stuart Usher
Director & Company Secretary
TIKFORCE LIMITED**

EXPLANATORY STATEMENT

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

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary. If you have any questions regarding the Explanatory Statement or the Notice, please contact the Company Secretary, your stockbroker or other professional adviser.

1. RESOLUTION 1 – ELECTION OF DIRECTOR – ANDREW HOUTAS

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting. Subject to the passing of Resolutions 1, those appointments will take effect from the close of the meeting.

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting. However, the Company has received initial legal advice to the effect that statements made within the document provided by the Requisitioning Shareholders may be defamatory and has therefore exercised its right under section 249P of the Corporations Act to not distribute the document with this Notice.

2. RESOLUTIONS 2-3 – REMOVAL OF DIRECTORS - KEVIN MICHAEL BAUM

Under section 203D of the Corporations Act, a company may by resolution remove a director from office. The Company Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitioning Shareholders have given notice of their intentions to move Resolutions 2 and 3 for the removal of existing Director Kevin Michael Baum as well as any Director appointed between 22 November 2018 and commencement of the Meeting.

If Resolution 2 is passed, Kevin Michael Baum will be removed from office as a Director of the Company with effect following completion of the Meeting.

If Resolution 3 is passed, Gianmarco Orgnoni, who was appointed as a Director on 3 December 2018, and any other Director appointed prior to the date of the Meeting will be removed from office as a Director of the Company with effect following completion of the Meeting.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Tikforce Limited (ACN 106 240 475).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

PROXY FORM

**APPOINTMENT OF PROXY
TIKFORCE LIMITED
ACN 106 240 475**

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our 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, at the Meeting to be held at 10:00am WST, on 21 January 2018 at Suite 1, GF, 437 Roberts Road, Subiaco WA 6008, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies against of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	APPOINTMENT OF DIRECTOR – MR ANDREW HOUTAS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	REMOVAL OF DIRECTOR – MR KEVIN MICHAEL BAUM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	REMOVAL OF OTHER DIRECTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

TIKFORCE LIMITED

ACN 008 624 691

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Company C/O Advanced Share Registry Services, XX; or
 - (b) facsimile to the Company on facsimile number +61 8 XX,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.