



**JV GLOBAL LIMITED**  
**ACN 009 142 125**

## **NOTICE OF GENERAL MEETING**

**The General Meeting of the Company will be held at the offices of the Company, at the offices of Nova Legal, Level 2, 46-50 Kings Park Road, West Perth, Western Australia on Friday, 28 June 2019 at 10:00am (WST).**

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

*Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6323 0870.*

**Shareholders are urged to attend or vote by lodging the proxy form enclosed with this Notice**

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# JV GLOBAL LIMITED

## ACN 009 142 125

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### NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of JV Global Limited (**Company**) will be held at the offices of Nova Legal, Level 2, 46-50 Kings Park Road, West Perth, Western Australia on Friday, 28 June 2019 at 10:00am (WST). (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 26 June 2019 at 5:00pm (WST).

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

### AGENDA

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#### 1. Resolution 1 - Consolidation of capital

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 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions in the Explanatory Memorandum, on the basis that every 100 Shares be consolidated into 1 Share, and where this Consolidation results in a fraction of a Share being held by a Shareholder, the Company be authorised to round that fraction down to the nearest whole Share."*

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#### 2. Resolutions 2(a) and (b) - Approval to issue Placement Shares and Free Attaching Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the following Securities:*

- (a) up to 20,000,000 Shares at \$0.02 each to raise up to \$400,000; and
- (b) up to 20,000,000 Free Attaching Options,"

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

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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 by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote if:

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

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### **3. Resolution 3 - Election of Director - Mr John Stergiou**

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

*"That, in accordance with Article 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr John Stergiou, a Director who was appointed on 12 May 2019, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### **4. Resolution 4 - Election of Director - Mr Andrew Van Der Zwan**

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

*"That, in accordance with Article 14.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Andrew Van Der Zwan, a Director who was appointed on 12 May 2019, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### **5. Resolution 5 - Approval for Company to acquire Relevant Interest in Shares**

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

*"That, for the purpose of item 7 of section 611 of the Corporations Act and for all other purposes, approval is given to the Company for the acquisition by the Company of a Relevant Interest in the Voluntary Escrowed Securities as a result of the Company entering into voluntary escrow agreements as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person who is a party to a voluntary escrow agreement, and any associates of those persons.

However, the Company will not disregard a vote if:

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

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

**Directors' Recommendation**

The Directors unanimously recommend that non-associated Shareholders vote in favour of Resolution 5.

**BY ORDER OF THE BOARD**



Mr Stephen Buckley  
**Company Secretary**  
JV Global Limited  
Dated: 29 May 2019

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# JV GLOBAL LIMITED

## ACN 009 142 125

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### EXPLANATORY MEMORANDUM

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## 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Nova Legal, Level 2, 46-50 Kings Park Road, West Perth, Western Australia on Friday, 28 June 2019 at 10:00am (WST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Consolidation of capital
Section 4	Resolutions 2(a) and (b) - Approval to issue Placement Shares and Free Attaching Options
Section 5	Resolution 3 - Election of Director - Mr John Stergiou
Section 6	Resolution 4 - Election of Director - Mr Andrew Van Der Zwan
Section 7	Resolution 5 - Approval for Company to acquire Relevant Interest in Shares
Schedule 1	Definitions
Schedule 2	Terms of Free Attaching Options

A Proxy Form is enclosed with this Notice and Explanatory Memorandum.

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## 2. Action to be taken by Shareholders

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

### 2.1 Voting in person

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

## 2.2 Proxies

### (a) Voting by proxy

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

Please note that:

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

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

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

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

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

### (c) Transfer of non-chair proxy to chair in certain circumstances

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

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

- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

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## **3. Resolution 1 - Consolidation of capital**

### **3.1 General**

Resolution 1 seeks Shareholder approval for the Company to undertake a consolidation of its capital on a 1 for 100 basis (**Consolidation**).

Resolution 1 is an ordinary resolution.

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

### **3.2 Legal requirements**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

### **3.3 Fractional entitlements**

Not all Shareholders will hold that number of Shares (as the case may be) which can be evenly divided by 100. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole Share.

### **3.4 Taxation**

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

### **3.5 Holding statements**

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares.

### **3.6 Effect on capital structure**

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the table below. All numbers are subject to rounding (down).

	Shares	Options
Pre-Consolidation	2,511,445,293	Nil
Post-Consolidation	25,114,453	Nil

### 3.7 Consolidation timetable

If Resolution 1 is passed, the Consolidation will take effect after the Meeting on 28 June 2019 (or such other subsequent date that is notified to ASX by the Company). The following is an indicative timetable of key events:

Event	Date	Day
Company announces Consolidation and sends out Notice of Meeting	29 May 2019	-0
General Meeting	28 June 2019	0
Notification to ASX that Consolidation is approved	28 June 2019	0
Last day for trading in pre-Consolidation Shares	1 July 2019	1
Trading commences in the post-Consolidation Shares on a deferred settlement basis	2 July 2019	2
Last day for Company to register transfers on a pre-Consolidation basis	3 July 2019	3
First day for the Company to register Shares on a post-Consolidation basis and first day for issue of holding statements	4 July 2019	4
Deferred settlement market ends. Last day for the Company to send notice to all Shareholders. Last day for securities to be entered into the holders' security holdings.	10 July 2019	8

## 4. Resolutions 2(a) and (b) - Approval to issue Placement Shares and Free Attaching Options

### 4.1 General

Resolutions 2(a) and (b) seek Shareholder approval for the issue of up to 20,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.02 each to sophisticated and professional investors to raise up to \$400,000 (before costs) (**Placement Shares**) and Free Attaching Options on the terms set out in Schedule 2.

Resolutions 2(a) and (b) are ordinary resolutions.



The Board recommends that Shareholders vote in favour of Resolutions 2(a) and (b).

#### **4.2 Listing Rule 7.1**

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

The effect of Resolution 2 will be to allow the Company to issue the Placement Shares and Free Attaching Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

#### **4.3 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Shares and Free Attaching Options:

- (a) the maximum number of Placement Shares to be issued is 20,000,000 (on a post-Consolidation basis);
- (b) the maximum number of Free Attaching Options to be issued is 20,000,000 (on a post-Consolidation basis);
- (c) the Placement Shares and Free Attaching Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Placement Shares and Free Attaching Options will be issued on the same date;
- (d) the issue price of the Placement Shares will be \$0.02 per Share;
- (e) the issue price of the Free Attaching Options is nil;
- (f) the Placement Shares and Free Attaching Options will be issued to sophisticated and professional investors, none of whom will be a related party of the Company. The identity of the investors is not yet known at this stage but the investors will be determined by the Directors with guidance from CPS Capital Group Pty Ltd, and are likely to be clients of CPS Capital Group Pty Ltd;
- (g) the Placement Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (h) The Free Attaching Options have an exercise price of \$0.05 and an expiry date of 31 December 2022 and are issued on the terms set out in Schedule 2;
- (i) The Placement Shares and Free Attaching Options will be subject to holding locks and voluntary restriction agreements and will not be eligible to be traded until:
  - (i) such time as the Company issues a cleansing prospectus; or
  - (ii) 12 months after the date of issue;

- (j) the funds raised from the issue of the Placement Shares and exercise of the Free Attaching Options will be used for administrative costs, working capital and to assist the Company to fund the identification and assessment of new opportunities, as follows:

Use of funds	\$
Administrative and Corporate Costs	120,000
Identification and assessment of new opportunities	200,000
Working capital	80,000
<b>TOTAL</b>	<b>\$400,000</b>

The above is a statement of current intentions at the date of this Notice. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied, including market conditions, the development of new opportunities and/or any number of other factors. The Board reserves the right to alter the way the funds are applied on this basis.

No funds will be raised from the issue of the Free Attaching Options; and

- (k) a voting exclusion statement is included in the Notice.

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## 5. Resolution 3 - Election of Director - Mr John Stergiou

### 5.1 General

Article 14.4 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 14.4 of the Constitution, any Director so appointed must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders under Article 14.3 of the Constitution.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 12 May 2019, Mr John Stergiou was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Stergiou resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

If elected, the Board considers Mr Stergiou to be an independent director.

Resolution 3 is an ordinary resolution.

The Board (other than Mr Stergiou) recommends that Shareholders vote in favour of Resolution 3.

## 5.2 Mr Stergiou

John has held various Senior Sales Management positions within Unilever Australasia, Bulla Dairy Foods, and runs his own Argyri FMCG Consulting Services business. He is currently consulting to SPC Ardmona Operations Ltd, as Head of International Sales.

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## 6. Resolution 4 - Election of Director - Mr Andrew Van Der Zwan

### 6.1 General

On 12 May 2019, Mr Andrew Van Der Zwan was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Van Der Zwan resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 4.

If elected, the Board considers Mr Van Der Zwan to be an independent director.

Resolution 4 is an ordinary resolution.

The Board (other than Mr Stergiou) recommends that Shareholders vote in favour of Resolution 4.

### 6.2 Mr Van Der Zwan

Andrew has held the position of General Manager Fuels and Marketing with United Petroleum and was Business Development Manager with Golf Tourism Australia for 2 and a half years. From 1986 to 2003 he was employed in various senior positions within the worldwide operations of Exxon Mobil. This involved managerial positions in Australia, United States of America, Europe and Africa. Andrew in the Chairman and Non-Executive Director of MRG Metals Ltd and also a Non-Executive Director of Argo Exploration Ltd.

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## 7. Resolution 5 - Approval for Company to acquire Relevant Interest in Shares

### 7.1 Background

The Company is currently suspended and intends to issue the Placement Shares and Free Attaching Options (**Voluntary Escrowed Securities**) in accordance with Resolution 2. The Company will not seek quotation of the Placement Shares and Free Attaching Options and the allottees will enter into voluntary escrow arrangements with the Company (**Escrowed Parties**).

Under the Corporations Act, by entering into the voluntary escrow agreements the Company is deemed to take a 'relevant interest' in itself. As the Placement Shares represent more than 20% of the Company's issued share capital, in order for the voluntary escrow agreements to become effective and for the voluntary 12-month escrow period to commence, the Company must obtain Shareholder approval.

## 7.2 General

Resolution 5 seeks Shareholder approval for the purposes of item 7 section 611 of the Corporations Act for the Company to acquire a Relevant Interest in its own Shares as a result of entering into voluntary escrow agreements with the Escrowed Parties. As the voluntary escrow agreements will provide the Company with the ability to exercise a degree of control over the disposal of the Shares held by the Escrowed Parties, the Company will acquire a Relevant Interest in those Shares, representing up to a maximum of 44.3% of the Company's total issued capital.

## 7.3 Material terms of the voluntary escrow agreements

### (a) Non-disposal of Voluntary Escrowed Shares

The voluntary escrow agreements provide that an Escrowed Party will not do any of the following during the 12 month restriction period:

- (i) dispose of, or agree or offer to dispose of, the Voluntary Escrowed Securities;
- (ii) create, or agree or offer to create, any security interest in the Voluntary Escrowed Securities; or
- (iii) do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the Voluntary Escrowed Securities.

The voluntary escrow restriction agreements do not affect the Escrowed Party's power to exercise, or control the exercise of, a right to vote attached to a Placement Share.

### (b) Holding Lock

The Voluntary Escrowed Securities will be subject to a holding lock which the Company may apply in order to prevent a transfer of the Voluntary Escrowed Securities by:

- (i) requesting the Share Registry to apply the holding lock; and
- (ii) refusing to register a paper-based transfer document in respect of the Voluntary Escrowed Security.

### (c) Exceptions to voluntary escrow

In the event that a takeover offer is made under Chapter 6 of the Corporations Act where holders of at least 50% of the bid class securities in the capital of the Company (excluding the Placement Shares) have accepted the takeover offer, Escrowed Parties may transfer or sell the Voluntary Escrowed Securities.

The Voluntary Escrowed Securities may be cancelled during the Escrow Period by the Company or transferred as part of a scheme of arrangement under Part 5.1 of the Corporations Act.

### (d) Condition precedent

The commencement of the operation of the voluntary escrow agreements are each conditional on Resolutions 2 and 5 being passed at this Meeting. For the

avoidance of doubt, if this Resolutions 2 and 5 are not approved by Shareholders, any voluntary escrow agreements that the Company has entered into will be of no effect.

## 7.4 Corporations Act

### (a) Item 7 of Section 611

Section 606(1) of the Corporations Act prohibits a person from acquiring shares in a company if, after that acquisition, that person or any other person would have a Relevant Interest or voting power in excess of 20% of the voting shares in that company unless an exception applies.

An exception in item 7 of section 611 provides that section 606(1) of the Corporations Act does not prohibit an acquisition of a Relevant Interest in the voting shares of a company if the company has agreed to the acquisition by resolution passed at a general meeting, at which no votes are cast in relation to the resolution by the person to whom the shares are to be issued or by an associate of that person.

### (b) Information required under the Corporations Act and ASIC policy

By virtue of the voluntary escrow agreements, the Company is deemed to be acquiring a Relevant Interest in its own Shares, however the Company will not obtain any power to influence the exercise of any votes attaching to the Shares. The Company (and its associates) will technically increase its voting power in itself and acquire a Relevant Interest as the Company will have enforcement rights in relation to the disposal of the Voluntary Escrowed Securities pursuant to the holding lock.

Information required under the Corporations Act and ASIC policy is set out below.

- (i) **Identity of the parties acquiring the Relevant Interest:** The Company.
- (ii) **Maximum extent of the increase in the Company's voting power:** The Company currently has no interest in any of its Shares. The maximum extent of the Company's increase in voting power in itself is 44.3% of the total Shares on issue.
- (iii) **Voting power that the Company would have as a result of the holding lock:** The Company will be deemed to have voting power of 44.3% in the Company, however as described above, the Company will not obtain any power to influence the exercise of any votes attaching to the Placement Shares. Rather its voting power results from a Relevant Interest arising due to entry into an agreement with the Escrowed Parties that restricts the disposal of Voluntary Escrowed Securities.
- (iv) **Maximum extent of the increase in the voting power of the Company's associates in the Company:** Any associate of the Company will be deemed to have the same increase in voting power as the Company, being 44.3%, due to the holding lock.

- (v) **Voting power of the Company's associates as a result of the holding lock:** Any associate of the Company will be deemed to have the same voting power as the Company, being 44.3%, due to the holding lock.

## Schedule 1 - Definitions

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

**\$** means Australian Dollars.

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

**Board** means the board of Directors.

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

**Clause** means a clause of the Constitution.

**Company** means JV Global Limited (ACN 009 142 125).

**Consolidation** has the meaning given in Section 3.1.

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

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

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

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

**Escrowed Parties** has the meaning given in Section 7.

**Free Attaching Options** means an option to acquire a Share on the terms set out in Schedule 2.

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

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

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

**Notice** means this notice of General Meeting.

**Placement Shares** has the meaning given in Section 4.1.

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

**Relevant Interest** has the meaning given to it in sections 608 and 609 of the Corporations Act.

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

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

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

**Securities** means any Equity Securities of the Company.

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

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

**Trading Day** has the meaning given in the Listing Rules.

**Voluntary Escrowed Securities** means the Placement Shares and the Free Attaching Options.

**WST** means Western Standard Time being the time in Perth, Western Australia.



## Schedule 2 - Terms of Free-Attaching Options

The following terms and conditions apply to the Company's Options (**Options**):

**1. Entitlement**

Each Option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.

**2. Exercise Price and Expiry Date**

Each Option has a (post-Consolidation) exercise price of \$0.05 and expiry date of 31 December 2022.

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**3. Exercise Period**

The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

**4. Quotation of the Options**

The Company will not apply for official quotation of the Options.

**5. Transferability of the Options**

The Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

**6. Notice of Exercise**

The Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt, subject to clause 9.

**7. Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

**8. Timing of Issue of Shares**

Within 15 Business Days after the later of the following:

(a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

(b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (c) issue the Shares pursuant to the exercise of the Options;
- (d) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If the Company is unable to deliver a notice under paragraph (d) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. Where a "cleansing prospectus" is required, any Shares issued on exercise of Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

#### **9. No contravention**

No Options may be exercised and no Share may be issued if to do so would contravene the Corporations Act, the Listing Rules, or any other applicable law. In the event that the exercise of an Option would cause the Optionholder's Relevant Interest in the Company (as defined in sections 608 and 609 of the Corporations Act) to be equal to or greater than 20%, the Notice of Exercise will be deemed to be not provided until such time as the Company is able to seek approval under item 7 section 611 of the Corporations Act (acting reasonably).

#### **10. Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

#### **11. Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) (the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

#### **12. Adjustment for Entitlements Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 10 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

#### **13. Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

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

Holder Number:

## Vote by Proxy: JVG

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday, 26 June 2019**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

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

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

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

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

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

**Email Address:** Please provide your email address in the space provided.

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

#### CORPORATE REPRESENTATIVES

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

#### ATTENDING THE MEETING

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

#### POWER OF ATTORNEY

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



