

ShareRoot

24 June 2019

Dear Optionholder

ShareRoot Limited (ASX:SRO) Notification to Optionholders

On 24 June 2019, ShareRoot Limited ACN 063 144 865 (**ASX:SRO**) (**Company**) announced a 2 for 3 (2 new shares for every 5 existing shares) non-renounceable pro-rata entitlement offer pursuant to which the Company will raise up to approximately A\$954,342 (before costs and expenses) (**Entitlement Offer**).

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the *Corporations Act 2001* (Cth) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*).

Under the terms of the Entitlement Offer, only shareholders of the Company with a registered address in Australia or New Zealand on or before 7.00 pm (AEST) on 27 June 2019 (**Record Date**) will be invited to participate in the Entitlement Offer (**Eligible Shareholders**). Eligible Shareholders will be invited to subscribe for two (2) new fully paid ordinary shares in the Company (**Shares**) for every three (3) Shares held by the shareholder at an issue price of A\$0.001 per Share (**Entitlement**).

The Company will lodge an offer booklet for the Entitlement Offer (**Offer Booklet**) with ASX on or before 2 July 2019. It is anticipated that the Offer Booklet and the accompanying personalised Entitlement and Acceptance Form will be mailed to Eligible Shareholders on or before 2 July 2019. The Offer Booklet may be viewed on the ASX's website at www.asx.com.au (by searching for the Company's ASX ticker code, SRO).

Optionholders

The terms and conditions of the options you currently hold do not entitle you to participate in the Entitlement Offer unless you exercise your options in time for new Shares to be allotted and to be entered on the Company's register of members on or before the Record Date.

The purpose of this letter is to provide you with notice prior to the Record Date in which you may exercise your options should you wish to participate in the Entitlement Offer.

Please note that if you are an existing Eligible Shareholder, then you do not have to exercise your options to participate in the Entitlement Offer. However, your Entitlement would be less, compared to if you had exercised your options.

If you are not a shareholder of the Company and you wish to participate in the Entitlement Offer, you must validly exercise your options and the Company must receive funds for the exercise in accordance with the terms of your options before the Record Date.

Further details of the Entitlement Offer

The proceeds of the Entitlement Offer will be used by the Company as follows:

- to pay the costs of the Entitlement Offer;
- scale the existing digital services platforms;
- complete and launch new technology products and roll out marketing campaigns;
- complete development of MediaConsent Clinical;
- re-name ShareRoot to reposition the company within the target market; and

- the remaining balance will be used to fund ongoing working capital and strengthen the Company's balance sheet.

As a result of the Entitlement Offer, the number of Shares in the Company is projected to increase from 1,569,454,374 Shares to approximately 2,523,796,540 Shares (subject to rounding, and assuming the full amount is raised). The Shares issued under the Entitlement Offer will be fully paid and will rank equally with the Company's other fully paid ordinary shares on issue. The Company has made an application to the ASX for official quotation of the total number of Shares that could be issued under the Entitlement Offer (i.e. up to 954,342,166 Shares).

Eligible Shareholders can choose to take up all, part or none of their Entitlement. As the Entitlement Offer is non-renounceable, this means that Eligible Shareholders who do not take up their entitlement to participate in the Entitlement Offer will not be able to transfer or receive any value for those entitlements, and their equity interest in the Company will be diluted.

The Entitlement Offer will include a shortfall facility under which Eligible Shareholders who take up their full entitlement will be invited to apply for additional Shares in the Entitlement Offer from a pool of those entitlements not taken up by other shareholders of the Company (**Shortfall Facility**). There is no guarantee that applicants under this Shortfall Facility will receive all or any of the additional Shares applied for under the Shortfall Facility, and sole discretion with respect to allocation remains with the Board.

Eligible Shareholders wishing to participate in the Entitlement Offer should carefully read the Offer Booklet and accompanying personalised Entitlement and Acceptance Form which are expected to be dispatched on or around 2 July 2019.

Key Dates of the Entitlement Offer

Event	Date*
Announcement of Entitlement Offer	Monday, 24 June 2019
Ex-date for Entitlement Offer	Wednesday, 26 June 2019
Record Date	Thursday, 27 June 2019
Entitlement Offer opens Dispatch of Booklet and Entitlement and Acceptance Form	Tuesday, 2 July 2019
Entitlement Offer closes (Closing Date)	Friday, 12 July 2019
Shares quoted on a deferred settlement basis	Monday, 15 July 2019
Announcement of shortfall (if any) under the Entitlement Offer Notification of undersubscriptions	Wednesday, 17 July 2019
Issue and allotment of shares under the Entitlement Offer	Friday, 19 July 2019
Dispatch of holding statements	Friday, 19 July 2019
Commencement of trading of new shares	Friday, 19 July 2019

** The above timetable is indicative only and subject to change. The quotation of shares is subject to ASX approval. Subject to the ASX Listing Rules and the Corporations Act 2001 (Cth) and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the shares under the Entitlement Offer.*

For more information, please contact the undersigned on +61 2 8072 1400.

Yours faithfully

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

David Hwang
Company Secretary