
NEWZULU LIMITED

ACN 078 661 444

NOTICE OF GENERAL MEETING

TIME: 8:30 am AWST

DATE: Wednesday, 30 September 2015

PLACE: The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9321 0715.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	5
Glossary	9
Schedule 1: Terms and Conditions of Options	10
Proxy Form	Enclosed

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 8:30 am on Wednesday, 30 September 2015 at:

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

Your vote is important

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

Voting eligibility

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 5:00 pm on Monday, 28 September 2015.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- 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; and
- 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 (ie as directed); and
- 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 (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - 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.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF ISSUE OF OPTIONS UNDER TRANCHE 1 OF THE PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 43,859,670 free-attaching Options under Tranche 2 of the Placement on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will in accordance with the Listing Rules, disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote 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 a 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.

2. RESOLUTION 2 – APPROVAL OF MR THEO HNARAKIS'S PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 1,754,386 Shares and 877,193 free-attaching Options to Mr Theo Hnarakis (or his nominee) as part of Tranche 2 of the Placement on the terms and conditions in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Theo Hnarakis (or his nominee) and any of their associates. However, the Company need not disregard a vote if 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, 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.

3. RESOLUTION 3 – APPROVAL OF MR PHIL KIELY'S PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

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

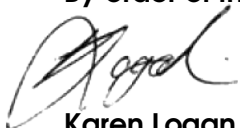
"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of up to 877,193 Shares and 438,597 Options to Mr Phil Kiely (or his nominee) as part of Tranche 2 of the Placement on the terms and conditions in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Phil Kiely (or his nominee) and any of their associates. However, the Company need not

disregard a vote if 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, 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.

Dated: 31 August 2015

By order of the Board

A handwritten signature in black ink, appearing to read 'K Logan', written over the printed name.

Karen Logan
Company Secretary

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.

1. RESOLUTION 1 – APPROVAL OF ISSUE OF OPTIONS UNDER TRANCHE 1 OF THE PLACEMENT

1.1 General

On 18 August 2015, the Company announced its intention to raise \$5,000,000 to be completed via Tranche 1 and Tranche 2, together with the issue of Options on a 1-for-2, free-attaching basis to investors pursuant to the Placement, subject to shareholder approval.

On 24 August 2015, the Company issued 85,087,726 Shares under Tranche 1 of the Placement at an issue price of \$0.057 per Share to raise \$4,850,000. Shareholder approval was obtained for the issue of the Shares under Tranche 1 of the Placement at the EGM held on 31 July 2015.

Resolution 1 seeks Shareholder approval for the issue of up to 43,859,670 free-attaching Options proposed to be issued to the investors who participated in Tranche 1 of the Placement.

ASX 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 1 will be to allow the Company to issue the Options pursuant to Tranche 1 of the Placement 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.

1.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Options:

- (a) a total of up to 43,859,670 Options are to be issued;
- (b) the Company will issue the Options within 3 months of the date of the Meeting and it is anticipated that all of those Options will be issued on one date;
- (c) the Options will be issued for nil consideration;
- (d) the Options will be issued to sophisticated investors and existing Shareholders who are not related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Statement; and
- (f) no funds are to be raised from this issue as the Options will be issued for nil consideration.

2. RESOLUTION 2 – APPROVAL OF MR THEO HNARAKIS'S PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

2.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 10.11 to enable Mr Hnarakis, a Director of the Company, to participate in Tranche 2 of the Placement on the same terms and conditions as other investors pursuant to the Placement.

As mentioned above, on 18 August 2015 the Company announced its intention to undertake the Placement pursuant to two tranches. Tranche 2 involves the issue of 2,631,579 Shares together with the issue of Options on a 1-for-2, free-attaching basis to investors to raise \$150,000.

Resolution 2 seeks Shareholder approval for the in the issue of up to 1,754,386 Shares and 877,193 Options to Mr Hnarakis (or his nominee) arising from the participation by Mr Hnarakis in Tranche 2 of the Placement (**Hnarakis Participation**).

2.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval.

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Hnarakis Participation will result in the issue of Shares and free-attaching Options which constitutes giving a financial benefit and Mr Hnarakis is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hnarakis who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Hnarakis Participation because the Shares will be issued to Mr Hnarakis on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

2.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Hnarakis Participation in the Placement.

2.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Options will be issued to Mr Hnarakis (or his nominee);
- (b) a maximum number of 1,754,386 Shares and 877,193 Options will be issued;
- (c) the Shares and Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.057 per Share and the Options will be issued for nil consideration, being the same as all other Shares and Options issued under Tranche 2 of the Placement;
- (e) the Shares 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. The Options will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Statement; and
- (f) the funds raised will be used to underpin Newzulu's global sales and client support infrastructure for its Editorial, Platform, Live and Prime product offerings, in addition to providing additional working capital after covering the costs of the Placement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Hnarakis Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Mr Hnarakis (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL OF MR PHIL KIELY'S PARTICIPATION IN TRANCHE 2 OF THE PLACEMENT

3.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 to enable Mr Kiely, a Director of the Company, to participate in Tranche 2 of the Placement on the same terms and conditions as other investors pursuant to the Placement.

Resolution 3 seeks Shareholder approval for the issue of up to 877,193 Shares and 438,597 Options to Mr Kiely (or his nominee) arising from the participation by Mr Kiely in the Placement (**Kiely Participation**).

3.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 2.2 above.

The Participation will result in the issue of Shares and free-attaching Options which constitutes giving a financial benefit and Mr Kiely is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Kiely who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Kiely on the same terms as Shares issued to non-related party

participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

3.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 2.3 above.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Kiely Participation in the Placement.

3.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Options will be issued to Mr Kiely (or his nominee);
- (b) a maximum number of 877,193 Shares and 438,597 Options will be issued;
- (c) the Shares and Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.057 per Share and the Options will be issued for nil consideration, being the same as all other Shares and Options issued under Tranche 2 of the Placement;
- (e) the Shares 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. The Options will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Statement; and
- (f) the funds raised will be used to underpin Newzulu's global sales and client support infrastructure for its Editorial, Platform, Live and Prime product offerings in addition to providing additional working capital after covering the costs of the Placement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Kiely Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Mr Kiely (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

GLOSSARY

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company or **Newzulu** means Newzulu Limited (ACN 078 661 444).

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.

Hnarakis Participation has the meaning given in section 2.1 of the Explanatory Statement.

Kiely Participation has the meaning given in section 3.1 of the Explanatory Statement.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Placement means the placement of up to 87,719,305 Shares to raise \$5,000,000 that was announced to ASX on 18 August 2015.

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.

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

Shareholder means a registered holder of a Share.

Tranche 1 means the issue of 85,087,726 Shares to raise \$4,850,000, on or around 24 August 2015.

Tranche 2 means the issue of 2,631,579 Shares to raise \$150,000, subject to Shareholder approval.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

- (a) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) The exercise price of each Option is \$0.075 (**Exercise Price**).
- (c) The Options will expire at 5:00pm AWST on 31 August 2017 (**Expiry Date**).
- (d) The Options are exercisable at any time prior to the Expiry Date.
- (e) The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised.
- (f) Subject to compliance with the Corporations Act (including but not limited to section 707(3) of the Corporations Act), the Options are freely transferable in whole or in part at any time prior to the Expiry Date.
- (g) All Shares issued upon exercise of the Options will rank equally in all respects with all previously issued Shares at the time being on issue.
- (h) The Company will apply to the ASX for quotation of all Shares issued upon exercise of the Options, within the period required by ASX, if the Shares are then quoted on the ASX.
- (i) If there is any reconstruction of the issued share capital of the Company, the rights of the holder of the Options will be varied in accordance with the Listing Rules.
- (j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to existing Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four (4) business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (l) If the Company makes an issue of Shares pro rata to Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price will be reduced according to the following formula:

$$\text{New Exercise Price} = \frac{O - E(P - (S + D))}{N+1}$$

O = the old Exercise Price.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

- (m) Reminder notices will be forwarded to the Optionholders prior to the expiry of the Options for Options not exercised before the Expiry Date.
- (n) The Options will be recorded on the Company's register of securities maintained at the share registry. The register will be open for inspection by an Optionholder free of charge. Shares to be allotted on exercise of Options will be recorded on the Company's share register.
- (o) The Company will apply for quotation of the Options on the ASX.
- (p) In the above terms and conditions, unless the context otherwise requires, terms defined in the Corporations Act or the Listing Rules and not otherwise defined in these terms and conditions are deemed to have the meanings ascribed to them in the Corporations Act or Listing Rules (as applicable).



PROXY FORM

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Newzulu Limited hereby appoint

the Chair of
the
Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 8:30 am, on Wednesday, 30 September 2015 at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour 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.

2. Items of Business

Please mark ☒ to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Approval of the Issue of Options under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Mr Theo Hnarakis's Participation in Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Mr Phil Kiely's Participation in Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 on a poll and your votes will not be counted in computing the required majority.

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

3. Signature of Securityholder(s)

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

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date



HOW TO COMPLETE THE PROXY FORM

1. 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 as they choose. 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. The appointment of a second proxy must be done on a separate copy of the Proxy Form. If a member appoints two proxies and the appointments do not specify the proportion or number of the member'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 securityholder of the company.

2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you do not mark any of the boxes on a given item, 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.

3. Signing Instructions

You must sign this form as follows in the spaces provided:

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 must sign.

Power of Attorney: If you have not previously 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.

Lodgement of a Proxy

To vote by proxy, please complete and sign this Proxy Form and return by:

- (a) Post to Newzulu Limited, C/- PO Box 356, West Perth, WA 6872; or
- (b) Facsimile to the Company on facsimile number +61 8 9321 0721; or
- (c) Email to the Company at investors@newzulu.com.

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting.

Proxy Forms received after this time will be invalid.

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 the Company Secretary.