

2 October 2015

ASX Company Announcements
Australian Securities Exchange Ltd
Level 40 Central Park
152–158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

Attached are the following documents:

1. Notice of Meeting and Explanatory Statement for the Annual General Meeting (AGM) of DTI Group Ltd to be held at 2.00pm on Wednesday, 4 November 2015 at the Company's head office located at 31 Affleck Road, Perth Airport, Western Australia; and
2. Proxy Form for the AGM.

The Notice of Meeting and Explanatory Statement, together with the Proxy Form will shortly be despatched to security holders.

Yours faithfully



Bruce Mitchell
Company Secretary



DTI GROUP LTD
ACN 069 791 091

NOTICE OF ANNUAL GENERAL MEETING

AND PROXY FORM

Date of Meeting

Wednesday 4 November 2015

Time of Meeting

2.00pm AWST

Place of Meeting

DTI Group Ltd
31 Affleck Road
Perth Airport WA 6105

This Notice of Annual General Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.
Should you wish to discuss matters in this Notice, please contact the Company Secretary, Bruce Mitchell, on +61 8 9479 1195.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting for 2015 of Shareholders of DTI Group Ltd, ACN 069 791 091 (“Company”), will be held at 31 Affleck Road, Perth Airport, Western Australia on 4 November 2015 commencing at 2.00pm AWST.

AGENDA

BUSINESS

1 Financial and Statutory Reports

To receive and consider the financial report and the reports of the Directors and of the auditor for the financial year ended 30 June 2015.

2 Resolution 1: Adoption of Remuneration Report

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

“That for the purpose of section 240R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2015.”

Voting Exclusion Statement

DTI will disregard any votes cast on this Resolution:

- by or on behalf of a member of the KMP or a KMP’s Closely Related Party
- as a proxy by a member of the KMP or a KMP’s Closely Related Party
- unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution
 - in accordance with their directions on how to vote on the Proxy Form
 - by the Chairman pursuant to an express authorisation of the Proxy Form.

3 Resolution 2: Re-election of Mr Neil Goodey as a Director

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

“That Mr Neil Goodey who retires by rotation in accordance with the Company’s constitution, and being eligible offers himself for re-election, be elected a Director.”

4 Resolution 3: Adoption of Employee Share Plan

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

“That for the purposes of Listing Rule 7.2 (Exception 9(b)), sections 259B(2) and 260C(4) of the Corporations Act and for all other purposes, approval is given for the Company to adopt an employee share scheme titled ‘Employee Share Plan’, the terms of which are summarised in Annexure A to the Explanatory Statement and the issue of Shares under the terms of the Employee Share Plan from time to time.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution:

- by Shareholders who are officers or employees of the Company, or who are potential officers or employees of the Company, excepting any officers of the Company who are ineligible to participate in any employee share scheme in relation to the Company
- as a proxy by an officer or employee of the Company or a potential officer or employee of the Company
- unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution
 - in accordance with their discretions on how to vote on the Proxy Form
 - by the Chairman pursuant to an express authorisation on the Proxy Form.

5 Resolution 4: Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following Resolution as a **special Resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. However, the Company will 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.

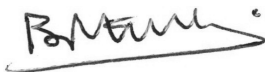
NOTES

The following are important notes regarding proxies. If you are appointing a proxy, please read the following notes and the instructions on the Proxy Form carefully to ensure that your vote counts.

- 1 For the purposes of the Meeting, Shares will be taken to be held by the persons who are registered as Shareholders at 4.00pm AWST on Monday 2 November 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.
- 2 A Shareholder is entitled to attend and vote at the Meeting.
- 3 A Shareholder is also entitled to appoint not more than two proxies. The appointment of one or more proxies will not preclude a Shareholder from attending and voting at the Meeting.
- 4 A proxy need not be a Shareholder.
- 5 A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - the full name of the body corporate appointed as proxy

- the full name or title of the individual representative of the body corporate at the Meeting.
- 6 Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the Shareholder. If more than one proxy attends the Meeting, neither proxy is entitled to vote on a show of hands. If you wish to appoint two proxies, ensure you complete the relevant section on the Proxy Form.
 - 7 If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the Meeting, or they choose to not vote on a poll, then the Chairman will vote your proxies as directed by you.
 - 8 If you do not mark a box on the Proxy Form, your proxy may vote as they choose on that item. However, if you intend to appoint a member of KMP as your proxy, please ensure that you direct them how to vote on item 2, Resolution 1. If you appoint a member of KMP or one of their Closely Related Parties as your proxy, they will not be able to cast your votes on item 2, Resolution 1, unless you direct them how to vote or the Chairman is your proxy.
 - 9 If you intend to appoint an employee of the Company or a Group Company as your proxy, please ensure that you direct them how to vote on item 4, Resolution 3. If you appoint an employee of the Company or a Group Company as your proxy, they will not be able to cast your votes on item 4, Resolution 3 unless you direct them how to vote.
 - 10 If you appoint the Chairman as your proxy (or he becomes your proxy by default), by completing and returning the Proxy Form, you will be expressly authorising him to exercise your proxy in relation to item 2, Resolution 1 (adoption of the Remuneration Report) even though this item is connected directly with the remuneration of KMPs.
 - 11 Shareholders should note that Directors are not eligible to participate in any employee share scheme operated by the Company and are therefore entitled to vote in relation to item 4, Resolution 3 being the adoption of the Employee Share Plan.
 - 12 Shareholders are informed that the Chairman intends for all individual proxies to vote in favour of all Resolutions.
 - 13 Instructions on how to complete and lodge Proxy Forms are set out in the Proxy Form with this Notice of Meeting.

BY ORDER OF THE BOARD



Bruce Mitchell
Company Secretary

Date: 29 September 2015

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm AWST on 4 November 2015 at DTI Group's office located at 31 Affleck Road, Perth Airport, Western Australia 6105.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1 Financial Statements and Reports

The financial statements, Directors' report and auditor's report for DTI for the year ended 30 June 2015 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. The Chairman will, however, allow a reasonable opportunity for Shareholders to ask questions about or make comments on the operations and management of DTI. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.

2 Resolution 1: Adoption of the Remuneration Report

The Remuneration Report as set out on pages 31 to 34 of the 2015 Annual Report of the Company must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this Resolution is advisory only and does not bind the Directors.

The Remuneration Report sets out DTI's remuneration arrangements for Directors, including the Managing Director and Chief Executive Officer, and DTI staff. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the meeting before calling for a vote on the Remuneration Report.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

3 Resolution 2: Re-election of Mr Neil Goodey as a Director

Pursuant to clause 13.2 of the Company's constitution, Neil Goodey, being a Director, retires by rotation and being eligible, offers himself for re-election as a Director. A short biography of Neil Goodey is set out below:

- a co-founder of the Company and current non-executive Director
- created the software focused vision for DTI and worked directly with the engineering team to develop DTI's products and underlying intellectual property
- held the position of Managing Director of the Company until 2009
- relevant interest in 6,575,198 fully paid ordinary shares representing 7.18% of issued capital
- member of the Company's Nominations and Remuneration Committee and Audit Risk and Compliance Committee.

Directors' Recommendation

The Directors (with Neil Goodey abstaining) recommend that Shareholders vote in favour of Resolution 2.

4 Resolution 3: Adoption of Employee Share Plan

(a) **Background**

Shareholder approval is sought for the purposes of ASX Listing Rule 7.2 (exception 9(b)) to approve the Employee Share Plan, and to issue Shares under the Employee Share Plan to employees of the Group (“Eligible Participants”) as determined by the Board from time to time.

(b) **Approval of Employee Share Plan under the Listing Rules**

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, an entity must not issue or agree to issue, equity securities which amount to more than 15% of its issued share capital in any rolling 12 month period. However, ASX Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include exception 9, which is an issue under an employee incentive scheme if, within three years before the date of issue, the holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule. Shareholder approval is now sought for the Employee Share Plan for a three-year period.

The effect of passing the Resolution will provide the company with an opportunity to incentivise its employees without affecting its capacity to issue equity securities under ASX Listing Rule 7.1 because Shares issued under the Employee Share Plan during the three years following the date of the meeting will not be taken into account for calculations of the Company’s 15% capacity under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.2 (exception 9(b)), the following information is provided in relation to the Employee Share Plan:

- A summary of the key terms of the Employee Share Plan is set out in Annexure A. In addition, a copy of the Employee Share Plan will be available for inspection at the meeting and may be obtained by any Shareholder upon request from the Company Secretary.
- No Shares have been issued to date under the Employee Share Plan.
- A voting exclusion statement appears in the Notice of Meeting in connection with Resolution 3. The Chairman intends to vote all available proxies in favour of Resolution 3.

(c) **Purpose of the Employee Share Plan**

The purpose of the Employee Share Plan is to:

- assist in the reward, retention and motivation of Eligible Participants
- link the reward of Eligible Participants to performance and the creation of value for Shareholders
- align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Shares
- provide Eligible Participants with the opportunity to share in any future growth in value of the Company
- provide greater incentives for Eligible Participants to focus on the Company’s longer-term goals.

(d) **Trustee**

DTI Capital Pty Ltd, a wholly owned subsidiary of the Company, has been appointed as the trustee of the Employee Share Plan which requires the trustee to hold Plan Shares for the benefit of the Eligible Participants and to operate the Employee Share Plan.

Directors' Recommendation

The Non-Executive Directors (with Richard Johnson being ineligible) recommend that Shareholders vote in favour of Resolution 3.

5 Resolution 4: Approval of 10% Placement Capacity

(a) **General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve this Resolution 4, the number of Equity Securities the Eligible entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 5(b) below).

The effect of this Resolution 4 will be allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary shares on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

The Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

(b) **ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (i) is not included in the S&P/ASX 300 Index
- (ii) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$19.24 million based on a market price of \$0.21 per Share.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX code: DTI).

The exact number of Equity Securities that the Company may issue pursuant an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$[A \times D] - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement
- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2
 - plus the number of partly paid shares that became fully paid in the previous 12 months
 - plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval
 - less the number of Shares cancelled in the previous 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

(c) **Technical Information Required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 4.

(i) **Minimum price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (A) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (B) if the Equity Securities are not issued within five ASX trading days of the date in paragraph (A) above, the date on which the Equity Securities are issued.

(ii) **Date of issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (A) 12 months after the date of this Meeting; or

- (B) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(10% Placement Capacity Period).

(iii) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue (variable A* in ASX Listing Rule 7.1A.2)	Dilution			
	Issue price (per Share)	\$0.105 (50% decrease in issue price)	\$0.21 (issue price)	\$0.42 (100% increase in issue price)
91,627,118 (current variable A)	Shares issued – 10% voting dilution	9,162,712 Shares	9,162,712 Shares	9,162,712 Shares
	Funds raised	\$962,085	\$1,924,170	\$3,848,339
137,440,677 (50% increase in variable A)	Shares issued – 10% voting dilution	13,744,068	13,744,068	13,744,068
	Funds raised	\$1,443,127	\$2,886,254	\$5,772,509
183,254,236 (100% increase in variable A)	Shares issued – 10% voting dilution	18,325,424	18,325,424	18,325,424
	Funds raised	\$1,924,170	\$3,848,339	\$7,696,678

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1).

The table uses the following assumptions:

- 1 There are currently 91,627,118 Shares on issue.
- 2 The issue price set out above is the closing price of the Shares on the ASX on 29 September 2015.
- 3 The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- 5 The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. There are no Options currently on issue.
- 6 The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated in assessing new resource assets), continued expenditure on the Company's existing projects, business development opportunities and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current

Shareholders or new investors (or both) none of whom will be Related Parties or associates of a Related Party of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where exiting Shareholders may participate
- (iii) the effect of the issue of the Equity Securities on the control of the Company
- (iv) the circumstances of the Company, including but not limited to, the financial position and solvency of the Company
- (v) prevailing market conditions
- (vi) advice from corporate, financial and broking advisors (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, the recipients under the 10% Placement Capacity may be vendors of the new resource, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1.A.4
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

Voting Exclusion

Voting exclusion statements are included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

ENQUIRIES

Shareholders may contact the Company Secretary, Bruce Mitchell, on +61 8 9479 1195 with any queries in respect of the matters set out in these documents.

Glossary

10% Placement Capacity has the meaning given in section 5(a) of the Explanatory Statement.

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

ASIC means the Australian Securities and Investments Commission.

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares of the body corporate,

ASX means ASX Limited (ACN 008 624 691).

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

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

Board means the current board of Directors.

Class Order means ASIC Class Order 14/1000 as amended or replaced.

Closely Related Party means a member of the Key Management Personnel, including:

- (a) a spouse or child of the member
- (b) a child of the member's spouse
- (c) a dependent of the member or the member's spouse
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company
- (e) a company the member controls.

Chairman means the chairperson of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the current directors of the Company.

Eligible Entity means the entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index
- (b) has a maximum market capitalisation (including restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

Employee Share Plan or **Plan** means the DTI Employee Share Plan, the terms of which are summarised in Annexure A to the Explanatory Statement.

Equity Security includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an equity security.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Group means the Company and any other Group Company.

Group Company means the Company or any Associated Body Corporate.

Key Management Personnel or **KMP** means those people having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Key Management Personnel includes the Company's executive and non-executive Directors.

Notice of Meeting or **Notice** means this notice of meeting.

Offer Document means an offer document which is consistent with the Corporations Act and Class Order.

Option means an option which entitles the holder to subscribe for a Share.

Plan Share means a share issued pursuant to the Plan.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Related Party has the meaning in section 228 of the Corporations Act.

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

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

Shareholder means a holder of a Share.

Trading Day means a day determined by the ASX to be a trading day in accordance with the ASX Listing Rules.

Annexure A – Summary of the Key Terms of the Employee Share Plan (Plan)

Eligibility	Participants in the Plan may be full-time, part-time and casual employees of the Company or any of its Associated Body Corporate or prospective employees (“Eligible Participant”). Directors are not entitled to participate in the Employee Share Plan.
Administration of Plan	The Plan is administered by the Board which has power to determine the appropriate procedures for administration of the Plan consistent with the Plan and may delegate the exercise of any of its powers or discretions arising under the Plan.
Making of Offers	<p>The Board may from time to time make a written offer to any Eligible Participant to apply for up to a specified number of Plan Shares upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (“Offer”). When making an Offer, the Board may have regard to the following:</p> <ul style="list-style-type: none">(a) the Eligible Participant's length of service with the Group(b) the contribution made by the Eligible Participant to the Group(c) the potential contribution of the Eligible Participant to the Group(d) any other matter the Board considers relevant.
Offer Document	<p>An Offer must be made using an Offer Document which is required to disclose at least the following information:</p> <ul style="list-style-type: none">(a) the date of the Offer(b) the maximum number of Plan Shares that the Eligible Participant may apply for, or the formula for determining the number of Plan Shares which may be applied for(c) the issue price of Plan Shares or the formula for determining the issue price(d) any vesting conditions(e) the date by which an Offer must be accepted.
Issue Price	The issue price of the Plan Shares shall be determined by the Board in its absolute discretion, which may be a nominal or nil amount.
Vesting Conditions	A Plan Share may be subject to vesting conditions as determined by the Board.
Forfeiture of Plan Shares	<p>A Plan Share is forfeited where:</p> <ul style="list-style-type: none">(a) a vesting condition is not satisfied by the due date or becomes incapable of satisfaction unless the vesting condition is waived by the Board(b) an Eligible Participant ceases to be an Eligible Participant and at that time there is a vesting condition that is unsatisfied or is incapable of satisfaction

- (c) the Eligible Participant acts fraudulently or dishonestly, is grossly negligent, demonstrates serious and wilful misconduct, brings any Group Company into disrepute or has their employment terminated due to serious or wilful misconduct or otherwise for cause without notice.

Buyback of Forfeited Shares Forfeited Share Plans will be bought back by the Company and cancelled unless reallocated to another Eligible Participant.


Plan Limit The Company must have reasonable grounds to believe that when making an Offer that the number of Plan Shares offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of Offers made in reliance of the Class Order at any time during the previous three-year period under an employee share scheme covered by the Class Order, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

Restriction on Transfer Eligible Participants may not dispose or otherwise deal with any Plan Shares until any restriction conditions in relation to the Plan Shares have been satisfied or waived. The Company is authorised to impose a holding lock on Plan Shares to implement this restriction.

Quotation on ASX If Shares of the same class as those issued under the Plan are quoted on ASX, the Company, will subject to the ASX Listing Rules, apply to ASX for those Plan Shares to be quoted on ASX within ten business days after the date the Plan Shares are issued.

Rights Attaching to Plan Shares Each Plan Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of restrictions imposed by the Plan) and will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 188164

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 2:00pm (AWST) Monday, 2 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

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 or abstain as they choose (to the extent permitted by law). 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. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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 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 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.

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 Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of DTI Group Ltd hereby appoint

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of DTI Group Ltd to be held at 31 Affleck Road, Perth Airport, Western Australia on Wednesday, 4 November 2015 at 2:00pm (AWST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Neil Goodey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /