

**MARION ENERGY LTD
(TO BE RENAMED "CRE8TEK LIMITED")
ACN 000 031 292**

NOTICE OF GENERAL MEETING

**The General Meeting of the Company will be held at
108 Outram Street, West Perth, Western Australia on
Wednesday, 23 December 2015 at 10.00am (WST).**

The Notice of 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 adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9486 7244.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

MARION ENERGY LTD (TO BE RENAMED "CRE8TEK LIMITED")

ACN 000 031 292

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Marion Energy Ltd (to be renamed "Cre8tek Limited") (**Company**) will be held at 108 Outram Street, West Perth, Western Australia on 23 December 2015 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 of the Company on 21 December 2015 at 5.00pm (WST).

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

AGENDA

1. Resolution 1 - Approval to change in nature and scale of activities

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

"That, subject to each of the other Interconditional Resolutions being passed, pursuant to and in accordance with Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities resulting from the Acquisition on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who might receive 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:

- (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.

2. Resolution 2 - Approval to issue Consideration Shares

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:

- (a) *up to 2,500,000 Initial Consideration Shares to the Vendor (or nominees);*
- (b) *up to 25,000,000 Milestone Consideration Shares to the Vendor (or nominees) on the satisfaction of the Milestone,*

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Vendor and a person who may participate in the proposed issue and any 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.

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.

3. Resolution 3 - Approval to issue Capital Raising Shares

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 180,000,000 Shares at \$0.02 each on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any 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.

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.

4. Resolution 4 - Re-election of Director - Bryn Hardcastle

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Clause 6.3(i) of the Constitution and for all purposes, Bryn Hardcastle retires, and being eligible, is re-elected as a Director."

5. Resolution 5 - Re-election of Director - Tom Bahen

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Clause 6.3(i) of the Constitution and for all purposes, Tom Bahen retires, and being eligible, is re-elected as a Director."

6. Resolution 6 - Approval to change Company name

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

"That, subject to each of the other Interconditional Resolutions being passed and completion of the Acquisition, and pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to 'Cre8tek Limited' with effect from the date that ASIC alters the details of the Company's registration."

7. Resolution 7 - Approval of Performance Rights Plan

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 7.2 exception 9(b) and for all other purposes, Shareholders approve the adoption of the employee incentive scheme of the Company known as the "Cre8tek Ltd Performance Rights Plan" and the issue of securities under that plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any of their respective associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

8. Resolution 8 - Issue of Performance Rights to related party - Faldi Ismail

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Performance Rights on the terms and conditions in the Explanatory Memorandum to Mr Faldi Ismail (or his nominee)."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by the Directors and any of their respective associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

9. Resolution 9 - Issue of Performance Rights to related party - Bryn Hardcastle

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Performance Rights on the terms and conditions in the Explanatory Memorandum to Mr Bryn Hardcastle (or his nominee)."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by the Directors and any of their respective associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

10. Resolution 10 - Issue of Performance Rights to related party - Tom Bahen

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Performance Rights on the terms and conditions in the Explanatory Memorandum to Mr Tom Bahen (or his nominee)."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by the Directors and any of their respective associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

11. Resolution 11 - Participation in Capital Raising by related party - Faldi Ismail

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 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Capital Raising Shares to Mr Faldi Ismail (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Faldi Ismail (and his nominee), and any of their respective associates.

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.

12. Resolution 12 - Participation in Capital Raising by related party - Bryn Hardcastle

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 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Capital Raising Shares to Mr Bryn Hardcastle (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Bryn Hardcastle (and his nominee), and any of their respective associates.

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.

13. Resolution 13 - Participation in Capital Raising by related party - Tom Bahen

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 10.11 and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 10,000,000 Capital Raising Shares to Mr Tom Bahen (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Tom Bahen (and his nominee), and any of their respective associates.

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.

14. Resolution 14 - Approval to issue Adviser 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 up to 50,000,000 Adviser Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any 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.

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.

15. Resolution 15 - Approval to issue Adviser Options to Otsana Capital

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 10.11 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Adviser Options to Otsana Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Otsana Pty Ltd (and its nominee), and any associates of those persons.

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.

16. Resolution 16 - Replacement of Constitution

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

"That, pursuant to and in accordance with section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chair for identification purposes."

17. Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD

Dave Filov
Company Secretary
Marion Energy Ltd

Dated: 23 November 2015

MARION ENERGY LTD (TO BE RENAMED "CRE8TEK LIMITED")

ACN 000 031 292

EXPLANATORY MEMORANDUM

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 108 Outram Street, West Perth, Western Australia on 23 December 2015 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	Conditional Resolutions
Section 4	Background to proposed Acquisition of Agenda
Section 5	Resolution 1 - Approval to change in nature and scale of activities
Section 6	Resolution 2 - Approval to issue Consideration Shares
Section 7	Resolution 3 - Approval to issue Capital Raising Shares
Section 8	Resolutions 4 and 5 - Re-election of Directors - Messrs Hardcastle and Bahen
Section 9	Resolution 6 - Approval to change Company name
Section 10	Resolution 7 - Approval of Performance Rights Plan
Section 11	Resolutions 8, 9 and 10 - Issue of Performance Rights to related parties
Section 12	Resolution 11, 12 and 13 - Participation in Capital Raising by related parties - Messrs Ismail, Hardcastle and Bahen
Section 13	Resolution 14 - Approval to issue Adviser Options
Section 14	Resolution 15 - Approval to issue Adviser Options to Otsana Pty Ltd
Section 15	Resolution 16 - Replacement of Constitution
Schedule 1	Definitions

Schedule 2	Pro forma statement of financial position
Schedule 3	Summary of Performance Rights Plan
Schedule 4	Recipients of Performance Rights
Schedule 5	Terms of Performance Rights
Schedule 6	Terms and conditions of Adviser Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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 of the following applies:
 - (A) the proxy is not recorded as attending the meeting;
 - (B) 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.

3. Conditional Resolutions

The Interconditional Resolutions are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting. If any one of the Interconditional Resolutions is not approved at the Meeting, none of the Interconditional Resolutions will take effect and the Acquisition Agreement and other matters contemplated by the Interconditional Resolutions will not be completed pursuant to this Notice.

For the avoidance of doubt, Resolutions 1 to 10 (inclusive) are referred to as the Interconditional Resolutions throughout this Notice.

4. Background to proposed Acquisition of Agenda

4.1 Existing activities of Marion Energy Ltd

The Company was incorporated on 14 November 1935 and admitted to the Official List of ASX on 3 July 1986. The Company is presently classified as an ASX-listed oil and gas exploration and production company. Its principal activities in the past were the development of oil and gas properties located in Utah, USA.

The Company's securities were suspended from official quotation on 3 October 2011 due to the non-lodgement of its financial report for the year ended 30 June 2011, and have remained suspended since that date.

Following completion of a deed of company arrangement (**DOCA**) on 28 October 2015, the Company has been actively seeking to identify and evaluate new opportunities both in related or non-related industries that may increase shareholder value. Further information on the history of the Company and the DOCA can be found in sections 3.1 and 3.2 of the Company's previous notice of general meeting released to ASX on 28 August 2015.

4.2 Change in the nature and scale of activities

As announced on 5 November 2015, the Company entered into a binding heads of agreement with Global Agenda Technologies Pty Ltd, a proprietary company incorporated in Australia (**Agenda**), and the shareholder of Agenda, Ms Annabel Slade (**Vendor**) for the acquisition of 100% of the issued shares in Agenda (**Agenda Shares**), including Agenda's business and assets (**Acquisition Agreement**).

Agenda is engaged in the development of an online platform (**Agenda Platform**) which proposes to facilitate sales conversions between businesses and consumers (**Business**) and is the legal and beneficial owner of all of the intellectual property interests relating to the Agenda Platform. As this is not in the same business as the existing business operations of the Company, Resolution 1 seeks approval from Shareholders for a change in the nature and scale of the activities of the Company, pursuant to Listing Rule 11.1.2.

Following Settlement of the Acquisition the Company intends to focus on the development and commercialisation of the Agenda Business as well as assess further complementary acquisitions.

The Company proposes to, subject to Shareholders' approval of the Interconditional Resolutions and the terms of the Acquisition Agreement, including satisfaction or waiver of the conditions precedent summarised in Section 4.4(b) below:

- (a) proceed to Settlement of the Acquisition Agreement by which the Company will issue:
 - (i) 2,500,000 Shares to the Vendor (or nominees) as initial consideration (**Initial Consideration Shares**);
 - (ii) 25,000,000 Shares to the Vendor (or nominees) on the satisfaction of the Milestone (**Milestone Consideration Shares**);(together, **Consideration Shares**) (Resolution 2).
- (b) raise at least \$3,600,000 via a prospectus offer (**Prospectus**) by the offer of 180,000,000 Capital Raising Shares at an issue price of \$0.02 (**Capital Raising**) (Resolution 3);
- (c) re-elect Messrs Bryn Hardcastle and Tom Bahen to the Board (Resolutions 4 and 5);
- (d) change the Company's name to "Cre8tek Limited" with effect from when ASIC alters the details of the Company's registration (Resolution 6);
- (e) establish the Plan (Resolution 7) and issue up to 30,000,000 Performance Rights pursuant to the Plan (Resolution 8 to 10);

- (f) issue up to 10,000,000 Capital Raising Shares to each Director for their participation in the Capital Raising (Resolutions 11 to 13 (inclusive));
- (g) issue up to 50,000,000 Adviser Options to advisers assisting with the transaction and Capital Raising, including up to 10,000,000 Adviser Options for any services provided by Otsana Capital (Resolutions 14 and 15); and
- (h) adopt a new Constitution (Resolution 16).

Other information considered material to the Shareholders' decision on whether to pass Resolution 1 (and the other resolutions) is set out in this Explanatory Memorandum, and Shareholders are advised to read this information carefully.

4.3 About Marion Energy Ltd (to be renamed "Cre8tek Limited")

(a) About the Company

On 7 August 2015 the Company (then under voluntary administration), the deed administrator, secured creditor and Otsana Capital executed a varied deed of company arrangement (**DOCA**), which embodied a proposal by Otsana for the recapitalisation of the Company. Further information on the history of the Company and the DOCA can be found in sections 3.1 and 3.2 of the Company's previous notice of general meeting released to ASX on 28 August 2015.

Successful completion of the DOCA was announced to the market on 28 October 2015. As a result, all claims of creditors against the Company were extinguished, discharged and released and the Company was released from external administration.

It is proposed under this Notice that the Company will be renamed Cre8tek Limited (proposed ASX code: CR8), as it commences its next stage of operations.

Subject to Shareholder approval, the Company intends to operate in the technology and software development sector, with its first proposed acquisition being Agenda. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service (**SaaS**), online social networking services, and security and encryption.

Subject to approval of the Interconditional Resolutions at the Meeting, the Company will undertake a transformational transaction to acquire 100% of the issued capital in Agenda.

(b) Background on Agenda

Agenda is an early stage start-up Australian private company founded by Ms Annabel Slade (**Vendor**) in October 2015 that holds intellectual property interests pertaining to business-to-consumer sales, automated booking services and a peer-to-peer communication application under construction to be known as the Agenda Platform.

The Vendor's vision in founding Agenda was to provide a solution that enabled consumers to be connected with credible and reliable service providers efficiently after being frustrated with her own experiences.

The concept for the Agenda Platform stemmed from the Vendor's own knowledge and research into travelling experiences. She had found the research and booking process for service providers time-consuming, complicated and inefficient across a number of service industries within Australia and set about changing the appointment booking process within Australia.

Ms Slade's background in Marketing and Communication was the catalyst for providing not only a software solution for consumers, but also a strategic advertising and promotional platform. One of Agenda's goals is to maintain the integrity of individual business branding and engage with target markets at the optimum time, allowing for more targeted and effective advertising solutions for businesses.

(c) Background to the Agenda Platform

The objective of the Agenda Platform (if successfully developed) is to bridge the gap between service providers and clientele, developing an innovative smartphone App and web-based software which links businesses and consumers based on consumer profiling, social networking and location services, and converts these connections into real-time sales and profits.

The concept of the Agenda Platform is to remove the convoluted research process for consumers in their search for services, simplify marketing procedures for businesses and link consumers and businesses in a revolutionary, simplified manner of scheduling appointments across a range of industries.

Applicable to any service based business, Agenda plans to utilise the power of social media to enhance sales by adopting a new method of communication with the continuously changing savvy consumer. An objective of the Agenda Platform is that consumers are connected to providers through the use of preferences, location services and available appointment times which will enable a simplified booking process for both parties.

The following table includes examples of consumer and business interactions the Agenda Platform is aiming to achieve. As the Agenda Platform is under development the examples are provided for illustration purposes only and ultimately may not be achievable.

Industry	Example
Beauty	<p>A consumer has set their profile to include their preferences relating to their hair treatment services and is able to specify their preferred end-of-treatment service (eg. services which include a blow dry, hydration treatment, session styling etc) and preferred treatment brands. They have also selected their location as Perth and will travel a distance of up to 10km for their treatment.</p> <p>If successfully developed, this user will be shown available times and dates for providers within their selected distance, offering services that include their preferred additional services and who stock or utilise brands the consumer desires.</p>

	<p>With pre-set preferences, the Agenda Platform is aiming to remove the research process for consumers when engaging a new service provider and businesses are enabled to target audiences specific to their skills, attributes and service offerings.</p>
Fitness	<p>A new pilates studio has opened in Darlinghurst and whilst clientele has been building, they are experiencing a number of empty or half-filled classes.</p> <p>If successfully developed, via the Agenda Platform, the pilates studio could authorise discounts on available appointments to people in the area and send in application push notifications to alert users that a new deal has been activated.</p> <p>Until a booking is converted into a sale, the studio has no financial risk and is able to communicate with a large audience and engage prospective new and existing clientele in the area. This proposed functionality allows businesses to manage their own scheduling and pricing whilst still presenting an attractive brand to engaged and active consumers.</p>
Tradespeople	<p>A professional in garden care has uploaded his portfolio of client work to his business Facebook and Instagram pages but is still unable to connect with potential clients, as his search engine optimisation isn't capturing his business name when people search for 'Brisbane gardener'.</p> <p>Within the Agenda Platform, it is intended that consumers are able to browse multiple social networking sites for inspiration and local providers listed on the platform directory. The aim is to allow a user to identify the concept of what they wish to achieve and be connected directly to the provider who performed the service pictured.</p> <p>The goal of this proposed process is to seamlessly connect businesses to consumers whilst they are actively looking for solutions. If successful, enabling this connection through the use of social media increases the opportunity for a service to be booked as the user is actively pursuing options and is connected to their preferences immediately.</p>

Agenda has identified inefficiencies, difficulties and lack of presence in the existing market of consumer service industries such as health, beauty, fitness, domestic services, tradespeople plus many more and has set out to:

- (i) create the premier online and mobile sales conversion and booking solution for service industries and consumers;

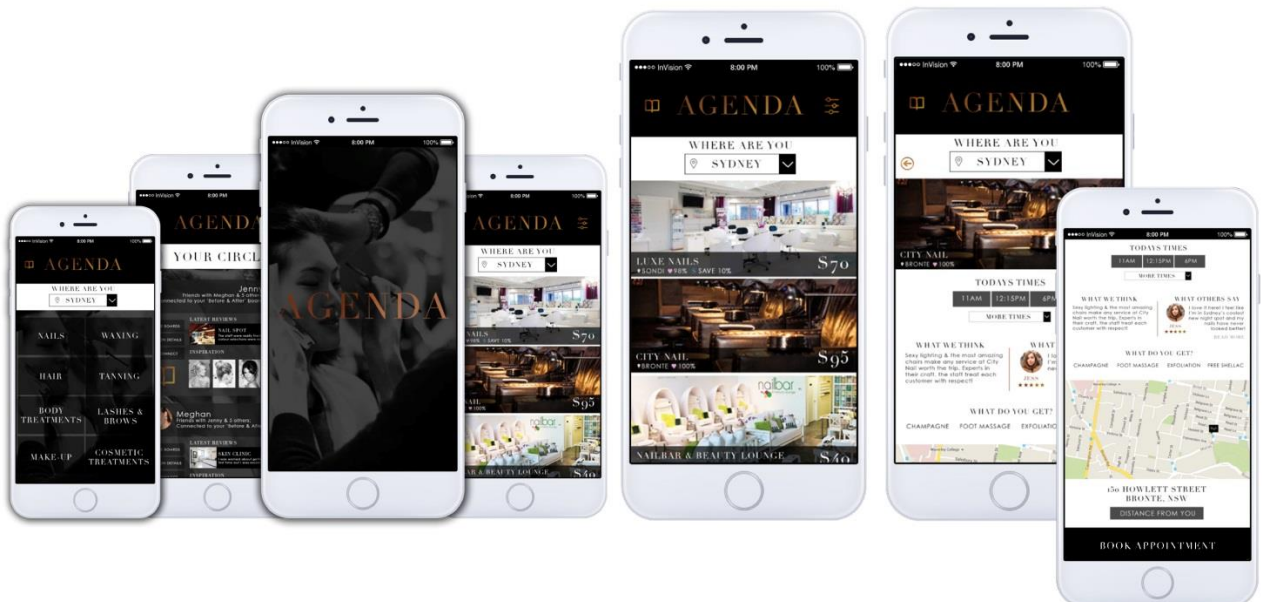
- (ii) provide a simple and seamless platform for consumers to manage appointment bookings and payments;
- (iii) engage new clientele and provide revenue security for service providers;
- (iv) provide a cost effective and targeted advertising and marketing solution;
- (v) capture key consumer trends and profiling information to develop key business drivers and strategies;
- (vi) provide a credible directory for consumers to identify providers which match their unique criteria; and
- (vii) engage users by creating a unique social networking community allowing connections to share experiences and inspirations.

(d) Current stage of development

The Agenda Platform is in its infancy, currently under construction (presently in a non-functioning prototype state) and is yet to be completed.

To date, nominal funds have been expended on developing the Agenda Platform by Agenda, with just considerable time spent by Ms Slade creating and developing the mobile and desktop test sites that will ultimately form the basis of the Agenda Platform.

Agenda has completed the initial design concepts for the Agenda Platform, some of which are illustrated below. These creative skins are indicative of the proposed interactive interface, remain subject to change and are provided for illustration purposes only.



(e) Key steps to development of the Agenda Platform

The development of the Agenda Platform will endeavour to combine an all in one solution for time-poor consumers and businesses in a cluttered advertising landscape, including data collection, client management, offer generation and scheduling systems. Further intuitive features under

consideration include the social network integration of mobile based communities, location services targeting, consumer ratings and feedback, mobile transactions, and mobile text confirmations. Shareholders should note that some or all of these features may not be included in the Agenda Platform depending on the outcome of development and testing.

The key steps for development of the Agenda Platform are described below.

Step		Description
1	Design phase	<p>Development of the scope and design of the Agenda Platform and determining the technologies across which the Agenda Platform will operate.</p> <p>The initial design concepts have been completed by Agenda and Agenda has determined that the Agenda Platform will be developed such that it is compliant with and available on iOS and Android mobile, Mac, PC and tablet.</p>
2	Development of wireframes	<p>It is proposed that third party teams who are specialists in developing native mobile apps will be engaged to develop the wireframes for the Agenda Platform.</p> <p>"Wireframes" are two-dimensional illustrations of a webpage's interface that specifically focuses on space allocation and prioritisation of content, functionalities available, and intended behaviours.</p> <p>In architectural terms, the wireframes are the blueprints to the webpage which outline what information the website will contain, but without the functionality that will be present in the live webpage.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, inferior code based selection and/or poor determination of the scope and design of the Agenda Platform.</p>
3	Code development	<p>Once the wireframes have been developed, code development and integration of required third party services for the operation and functionality of the Agenda Platform will be facilitated.</p> <p>These third party services may include, for example, integration with existing scheduling management tools (eg. Konnect, MindBody, Kitomba etc) and the integration of Instagram, Facebook and Pinterest.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, reliance on key personnel, scope creep and/or poor budget or task management.</p>
4	Alpha testing	<p>The next step will involve stress testing the Agenda Platform to identify any missing functionalities or errors.</p> <p>The alpha testing phase will be done in-house and utilise a test audience of consumers as well as initial service providers who have been engaged and will be the first formal testing</p>

Step	Description
	<p>phase for the Agenda Platform.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, improper stress case definitions and/or code breakage due to poor infrastructure.</p>
5	<p>Beta release</p> <p>The last stage of testing will involve sending the product to beta test sites and service providers for real-world exposure or offering the Agenda Platform for a free trial download over the internet.</p> <p>The beta release is the phase most likely to identify matters within the Agenda Platform which need to be rectified prior to the live launch. These matters may be:</p> <ul style="list-style-type: none"> • of a technical nature, such as missing functionalities or errors; or • of a more fundamental or general nature such as the Agenda Platform being confusing or suggestions of improvements. <p>Risks which may result in delays to complete the Agenda Platform include latencies unforeseen in ISP/Mobile ISP carriers, third party system integrators and consumer support systems.</p>

The continued development of the Agenda Platform and its launch are contingent on, among other things:

- (i) the Company acquiring Agenda and obtaining additional funding through the Capital Raising; and
- (ii) Agenda signing up initial service providers and retaining those service providers.

The above section contains statements of current intentions as at the date of this notice of meeting. Shareholders should note that, as with any business plan, the steps set out above may change depending on a number of factors, including the outcome of operational and development activities and the materialisation of risks (refer to Section 4.14 for additional detail regarding the likely risks). In light of this, the Board reserves the right to alter the development process described above.

(f) The future of Agenda

Agenda's objective is to complete the current platform under construction by December 2016 and then further expand the Agenda Platform's services and functionality to allow social media integration, and collaboration with industry professionals to provide a greater amount of credible resources for consumers to access.

If successful, the growth of the platform will allow Agenda to branch into international markets, concentrating on entering Asia and Middle-East initially, with plans to expand through Europe and the USA.

(g) **Potential revenue sources from the Agenda Platform**

If successfully developed, the Agenda Platform aims to take advantage of multiple revenue streams via transaction fees, advertising, in-application purchases and software sales.

(i) **Transaction fees**

Transaction fees will be generated each time a booking is converted and a consumer confirms their appointment through the in-application payment vehicle. A set percentage of the service fee will be withdrawn from the total at the time of booking.

(ii) **Advertising**

Once significant traffic flows across/through the Agenda Platform, Agenda may have the opportunity to offer brands and advertising agencies a content site from which digital advertising may be hosted. This is dependent on building minimum viable traffic figures.

(iii) **In-App purchases**

Users of the Agenda Platform can purchase additional settings for a small fee such as added preference listings, the ability to 'ignore' listings from specific providers and the ability to purchase gift cards to 'gift' their friends and family, which can be redeemed via the application.

(iv) **Software sales**

Businesses utilising the Agenda Platform are able to purchase web-based software packages that enable them to utilise scheduling and diary management aspects, which are associated with the application. This is an opportunity for sole traders to utilise scheduling software for minimum financial outlay and provide businesses working with other scheduling software providers, or out-dated diary management methods, an integrated tool which targets consumers whilst aiding business management.

4.4 Acquisition Agreement

In accordance with the terms of the Acquisition Agreement, the Company will acquire the Agenda Shares as set out below conditional upon Settlement occurring in accordance with the Acquisition Agreement.

The key terms of the Acquisition Agreement are as follows:

(a) **Acquisition**

The Company has agreed to acquire the Agenda Shares held by the Vendor for the consideration set out in Section 4.4(c) below.

(b) **Conditions Precedent**

Completion of the Acquisition is subject to the satisfaction or waiver by the parties of the following outstanding conditions:

- (i) the Company obtaining all necessary regulatory approvals or waivers pursuant to the Listing Rules, Corporations Act or any other law required to allow the parties to lawfully complete the matters set out in the Acquisition Agreement, including but not limited to:
 - (A) conditional approval to reinstate the Company to the Official List;
 - (B) obtaining a waiver to permit the Company to issue the Capital Raising Shares at not less than \$0.02 each; and
 - (C) obtaining a waiver for the delayed issue of the Milestone Consideration Shares;
- (ii) the Company completing a capital raising of not less than \$3,600,000 via the issue of Shares at not less than \$0.02 each;
- (iii) to the extent required by the ASX or the Listing Rules, the Vendor entering into a restriction agreement with the Company in relation to the Consideration Shares;
- (iv) the Company obtaining all necessary shareholder approvals, including to:
 - (A) change the name of the Company to 'Cre8tek Limited';
 - (B) establish a performance rights plan and to issue a total of 30,000,000 performance rights under that plan to the Directors; and
- (v) the Company entering into an agreement with the Vendor to be appointed Chief Operating Officer of the Company.

If the conditions are not satisfied (or waived) on or before 5:00pm (WST) on 3 March 2016 (the date that is 120 days after the execution of the Acquisition Agreement) or such other date as Agenda, the Company and the Vendor all approve in writing, then the Acquisition Agreement will be at an end and the parties will be released from their obligations under the Acquisition Agreement.

(c) Consideration

In exchange for the Company acquiring the Agenda Shares, the Company agrees to issue the following Consideration Shares to the Vendor or her nominees:

- (i) 2,500,000 Initial Consideration Shares; and
- (ii) 25,000,000 Milestone Consideration Shares, upon Agenda achieving 500,000 active registered users on the Agenda Platform within 24 months of the Company being re-quoted on the ASX and revenue of Agenda reaching \$500,000 (**Milestone**).

The Company expects all of the Initial Consideration Shares to be escrowed by ASX for a period of 12 months from the date of issue. The Company expects that an undertaking will be required to be provided to ASX that the Milestone Consideration Shares will not be issued until an escrow agreement

for the remainder of the period of the Initial Consideration Shares is first provided to ASX.

Approval for the issue of the Consideration Shares is the subject of Resolution 2.

(d) Performance Rights

As stated above, as part of the Acquisition, the Company intends to issue a total of 30,000,000 Performance Rights on the terms set out in Schedule 5 to Directors of the Company.

Approval for the establishment of the Plan and the issue of up to 30,000,000 Performance Rights pursuant to the Plan is the subject of Resolutions 7 and 8.

The Company expects all of the Performance Rights to be escrowed by ASX for a period of 24 months commencing from reinstatement of the Company's securities to trading on ASX.

(e) Board of Directors

In accordance with the terms of the Acquisition Agreement the Company has appointed the following directors to the Board:

- (i) Mr Bryn Hardcastle - Non Executive Director; and
- (ii) Mr Tom Bahen - Non Executive Director.

Approval for the re-election of the Directors is the subject of Resolutions 4 and 5.

4.5 ASX waivers

The Company has applied to ASX for a waiver from:

- (a) Listing Rule 2.1 condition 2 to permit the Company to issue Shares at no less than \$0.02 per Share under the Capital Raising the subject of Resolution 3; and
- (b) Listing Rule 1.1 condition 11 to permit the Company to issue:
 - (i) Performance Rights (the subject of Resolutions 7 and 8) with a nil exercise price; and
 - (ii) Adviser Options with an exercise price of no less than \$0.02 each.
- (c) Listing rule 7.3.2 to permit the Company's notice of meeting to state that the Deferred Consideration Shares will be issued later than the 3 month period afforded by that rule.

The Company understands the grant of these waivers for similar re-compliance transactions is common and expects the waivers above will be granted by ASX in due course.

If the waivers were not granted the Company will need to review and re-assess the transaction in its entirety.

The Company will make an announcement with respect to the outcome of the waiver applications.

4.6 Pro forma balance sheet

A pro forma balance sheet of the Company following completion of the Acquisition contemplated by this Notice is set out in Schedule 2.

4.7 Pro forma capital structure

The pro forma capital structure of the Company following completion of the Acquisition and the Capital Raising is set out below:

Proposed Capital Structure	Shares	Options	Performance Rights	\$
Existing Securities on issue	51,926,409	25,567,156 ¹		
Capital Raising Shares (Resolution 3)	180,000,000			\$3,600,000
Initial Consideration Shares (Resolution 2)	2,500,000			
Performance Rights (Resolutions 7 to 10) ²			30,000,000	
Adviser Options ³ (Resolutions 14 and 15)		50,000,000		
Total issued capital at re-listing	234,426,409	75,567,156	30,000,000	\$3,600,000
Milestone Consideration Shares (Resolution 2) ⁴	25,000,000			
Total issued capital inclusive of all Consideration Shares⁵	259,426,409	75,567,156	30,000,000	\$3,600,000

Notes:

¹ Includes 25,000,000 unquoted options on issue exercisable at \$0.02 each and expiring 4 November 2019, and 567,156 unquoted options with exercise prices between \$3.00 and \$10.00 per share and expiring up to two years from the date of relisting.

² Performance Rights to be issued to Directors under the Company's Performance Rights Plan.

³ Unquoted options exercisable at \$0.03 each and expiring 3 years from re-listing. See Schedule 6.

⁴ Milestone Consideration Shares to be issued on achievement of 500,000 active registered users on the Platform within 24 months of relisting and revenue of Agenda reaching \$500,000.

⁵ Assuming no further Securities are issued, no Options are exercised and no Performance Rights are converted.

4.8 Proposed budget

The Company has minimal cash reserves as at the date of this Notice, having only recently effectuated a deed of company arrangement.

The Company intends to apply the current cash reserves as follows over the next 24 months, which when aggregated with proposed Capital Raising funds would give a total of approximately \$3,600,000 funds available:

SOURCES OF FUNDS	2016	2017
Estimated Cre8tek cash balance c/f 2016	\$ -	\$ 1,706,000
Equity raising amount	\$ 3,600,000	\$ -
Opening Cash Balance	\$ -	\$ -
Total funds available	\$ 3,600,000	\$ 1,706,000

USE OF FUNDS

Contractors and consultants

Business Development & Marketing	\$ 75,000	\$ 140,000
COO - Project Manager	\$ 60,000	\$ 100,000
Subtotal	\$ 135,000	\$ 240,000

Product Development and Commercialisation

Mobile and Web Application development	\$ 275,000	\$ 80,000
Hosting & 3rd Party Services	\$ 15,000	\$ 36,000
Support & Maintenance	\$ 20,000	\$ 60,000
Research & Development	\$ 55,000	\$ 60,000
Social Network Integration and API development	\$ 85,000	\$ 85,000
Subtotal	\$ 450,000	\$ 321,000

Marketing Activities

Branding	\$ 35,000	\$ 10,000
Direct Sales	\$ 40,000	\$ 150,000
Advertising / Social Media / Public Relations	\$ 120,000	\$ 370,000
Subtotal	\$ 195,000	\$ 530,000

Listed Company Expenses

Operating Expenses	\$ 348,000	\$ 348,000
Recapitalisation & Costs of Offer	\$ 150,000	
DOCA Effectuation	\$ 150,000	\$ -
Brokerage on Capital Raising	\$ 216,000	
Working Capital/Acquisition Opportunities	\$ 250,000	\$ 267,000
Subtotal	\$ 1,114,000	\$ 615,000

Total uses of funds	\$ 1,894,000	\$ 1,706,000
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Balance at End of Year	\$ 1,706,000	\$ -
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Please note the Board reserves the discretion to modify the use of funds raised from the proposed Capital Raising and the table above.

The above table is a statement of current intentions as at the date of this Notice. Intervening events may alter the way funds are ultimately applied by the Company.

4.9 Indicative timetable

Event	Indicative Timing*
Lodgement of Prospectus and Prospectus offers anticipated to open	Mid-December 2015
General Meeting of Shareholders ASX notified whether Shareholders' approval has been granted for the Resolutions	23 December 2015
Prospectus offers close	11 January 2016
Issue date	13 January 2016
Subject to Directors' satisfaction that the conditions precedent in Acquisition Agreement are satisfied (or waived), Settlement of the Acquisition Agreement, including issue of the Initial Consideration Shares pursuant to Resolution 2 and issue of Shares under the Capital Raising pursuant to Resolution 3	13 January 2016
Commencement of trading of Shares on ASX (subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and subject to ASX agreeing to reinstate the Company's Shares to quotation)	18 January 2016

* The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders or Optionholders.

IMPORTANT NOTE

The Company reminds shareholders of ASX's policy for the removal of long term suspended entities detailed in ASX Guidance Note 33 *Removal of Entities from the ASX Official List* ("Guidance Note 33").

Pursuant to Guidance Note 33, any entity that has been in continuous suspension for more than 3 years, as the Company has been, will be automatically delisted on 4 January 2016 if it is still suspended on 31 December 2015. It is unlikely the Company's securities will re-commence trading before 31 December 2015.

ASX may agree to a short extension of this deadline if the Company can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities within a reasonable period. For these purposes, ASX considers "final stages" to mean:

- (a) having announced the transaction to market;

- (b) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);
- (c) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC, and
- (d) if the transaction requires security holder approval, having obtained that approval.

The Company has met the first two requirements. The Company intends to lodge the prospectus for the Capital Raising in mid-December, meeting the third requirement. Once lodged, and providing shareholders pass the resolutions the subject of this Notice, the Company will have met all requirements to enable it to request a short extension from ASX to the de-listing deadline. The Company confirms it will make such a request at the appropriate time and keep the market updated in this regard.

The Company notes that any such extension of time may not be granted by the ASX and that the ASX has sole discretion on whether an extension of time is approved or not and for what period of time the extension is to be granted.

If the Company is unable to meet the conditions required by ASX to request an extension, or if ASX does not grant an extension, the Company will be removed from the Official List of ASX on 4 January 2016.

4.10 Board intentions if Settlement occurs

In the event that Settlement occurs, the funds raised from the Capital Raising will be used to:

- (a) advance development of the Agenda Platform;
- (b) meet the ongoing administration costs of the Company;
- (c) pay the costs of the Capital Raising;
- (d) assess other complementary acquisitions; and
- (e) otherwise contribute to the working capital of the Company.

It is intended to allocate the funds raised from the Capital Raising as set out in Section 4.8. Following Settlement of the Acquisition the Company intends to focus on the development and commercialisation of the Agenda Platform as well as assess other complementary acquisitions.

4.11 Advantages of the proposals in the Resolutions

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on each Resolution:

- (a) the Acquisition represents a significant opportunity for the Company to increase the scale of its activities which should increase the number and size of the investor pool that may invest in the Company's Shares;
- (b) the Acquisition provides the Company with the opportunity to increase the value of the Company; and

- (c) the Company may be able to raise further funds at higher prices by way of share equity as a result of the Acquisition which may aid in the development of the Agenda Platform and development of the Company.

4.12 Disadvantages of the proposals in the Resolutions

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on each Resolution:

- (a) the Company will be changing the nature and scale of its activities to become a company focused on the development of the Agenda Platform, as referred to above, which may not be consistent with the objectives of all Shareholders;
- (b) the Acquisition and the Capital Raising will result in the issue of Shares to the Vendor and new investors, which will have a dilutionary effect on the holdings of Shareholders; and
- (c) there are inherent risks associated with the change in nature of the Company's activities. Some of these risks are summarised in Section 4.14 below.

4.13 Composition of the Board of Directors

The Company's Board of Directors currently comprises:

- (a) Mr Faldi Ismail (Non-executive Chairman);
- (b) Mr Bryn Hardcastle (Non-executive Director); and
- (c) Mr Tom Bahen (Non-executive Director).

It is intended that Messrs Ismail, Hardcastle and Bahen will remain on the Board of the Company following Settlement of the Acquisition. Please refer to Section 8 below for further information on Messrs Hardcastle and Bahen.

4.14 Risk factors

Shareholders should be aware that if the proposed Acquisition is approved, the Company will be changing the nature and scale of its activities. Based on the information available, a non-exhaustive list of risk factors are as follows:

(a) Risks relating to the change in nature and scale of activities

(i) Re-quotation of Shares on ASX

The acquisition of Agenda constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.

If the Company is unable to obtain an extension from ASX preventing the mandatory removal of certain long term suspended entities on 4 January 2016, the Company will be removed from the Official List.

(ii) Dilution risk

The Company currently has 51,926,409 Shares on issue. On completion of the Acquisition, the Company proposes to issue up to 27,500,000 Consideration Shares and up to 180,000,000 Capital Raising Shares. On completion of the Acquisition and assuming all of the Shares under the Capital Raising are issued, (and no exercise of Options or conversion of Performance Rights), the existing Shareholders will retain approximately 22% of the issued capital of the Company, with the Vendor holding 1% and the investors under the Capital Raising holding 77% of the issued capital of the Company respectively.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the future development of the Company.

(iii) Liquidity risk

On Settlement of the Acquisition, the Company proposes to issue up to 27,500,000 Consideration Shares to the Vendor. These securities will be subject to escrow restrictions in accordance with Chapter 9 of the Listing Rules. Based on the post-offer capital structure (and assuming no further Shares are issued or Options exercised), these Shares will equate to approximately 11% of the post-Offer issued Share capital. This could be considered an increased liquidity risk as a portion of issued capital will not be able to be traded freely for a period of time.

(iv) Contractual risk

Pursuant to the Acquisition Agreement (summarised above) the Company has agreed to acquire the Agenda Shares subject to the fulfilment of certain conditions precedent.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Acquisition Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(b) Risks specific to the Company

(i) Acquisition of interest in Agenda

There are a number of specific risks involved for the Company, and consequently its security holders, in the acquisition of Agenda, including risks specific to the business and assets of Agenda, which include the following non-exhaustive list:

(A) No trading history

Agenda has no trading history and is yet to develop the Agenda Platform. There is therefore uncertainty in relation to the business of Agenda and investors should consider the Company's prospects in light of Agenda's limited financial history. In addition, there is no guarantee that the Company will be able to successfully develop or commercialise the Agenda Platform and if it is unable to do so it will not be able to realise revenues in the future.

(B) Technology and development risks

Agenda is an early-stage company and is yet to develop the Agenda Platform.

Accordingly, the development phase of the Agenda Platform is subject to a number of technological and development risks which may result in unforeseen and unavoidable delays. These risks include, amongst other things, overestimating the ease at which the technology can be developed for the Agenda Platform, issues in developing the code, availability of appropriately skilled third parties, and unforeseen bugs and errors.

While the development of the technology per se is not considered to be particularly difficult or unique, the risk lies in developing a quality product. In order for the Agenda Platform to succeed, it must be a quality product. A product which may be functional, but of a low quality, is unlikely to result in the consumer retention and engagement required for the Company's business plan to succeed.

(C) Failure to attract, retain and engage consumers

The potential revenue streams for the Company depend on its ability to attract, retain and engage consumers to the Agenda Platform. There is a risk that the Company may be unable to attract, retain and engage sufficient consumers for the potential revenue streams to materialise or be sufficient for the continued operation of the business.

(D) Sales and marketing success

Following completion of the Acquisition, the Company intends to continue with the development and commercialisation of the Agenda Platform, including brand development and sales and marketing. By its nature, there is no guarantee that the Company's brand development and sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in bringing the Agenda Platform to market and creating market awareness of the brand. This would likely have an adverse impact on the Company's ability to generate revenue.

Even if the Company does successfully commercialise the Agenda Platform, there is a risk the Company will not achieve a commercial return. The Company may not be

able to sell products and services to customers at a rate which covers its operating and capital costs, or new technology may overtake the Company's technology.

(E) Agenda's intellectual property

If the Company fails to protect the intellectual property rights of Agenda adequately, competitors may gain access which would in turn harm its business.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which products may become available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the Agenda brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(F) Intellectual property infringement

Agenda will use a combination of open source and third party licensed software to develop its own software and platforms, and relies on its ability to protect its intellectual property rights adequately. Failure to do so may result in competitors gaining access to its technology, which would harm the business. Agenda currently has no issued patents or trademarks and may be unable to obtain patent or trademark protection in the future. If any patents or trademarks are issued in the future, they may not provide Agenda with any competitive advantages, or may be challenged by third parties.

There is a risk that the validity, ownership or authorised use of intellectual property relevant to Agenda's business will be successfully challenged by third parties. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel.

(G) Competition and new technologies

The industry in which Agenda is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business

decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by the Agenda Platform. In that case, the Company's revenues and profitability could be adversely affected.

The Company's competition may include businesses with much higher capitalisation and substantially greater resources. These competitors may succeed in developing products and services which are either superior or additional to the Company's, resulting in the migration of existing clients and potential clients to a competitor's business. Competitors with increased access to capital could lead to the Company's business becoming uncompetitive.

Further, the cost and time for a new competitor (including new entrants) to develop competing technology or products may not be significant, and may be substantially less than the implied market capitalisation of the Company based on the issue price of Shares of \$0.02 per Share. This may result in a heightened risk of competition to the Company. If a person or entity successfully develops and commercialises a competing product, this may have a materially adverse effect on the value and prospects of the Company and consequently on the value of your investment.

(H) Reliance on key personnel

The emergence and development of the Agenda Platform has been in large part due to the talent, effort, and experience of the Vendor. There is no assurance that the Company will be able to retain the services of the Vendor.

The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future. A shortage of qualified staff could also cause wage inflation, which may impact on the Company's profitability.

(I) Reliance of third party platforms

Agenda plans to utilise third party hardware ('smartphones'), software ('mobile operating systems') and distribution ('app stores') platforms for commercialisation of the Agenda Platform. If access to these third party platforms were terminated or reduced, Agenda's operations and business would be adversely affected.

The business model of Agenda is dependent upon the existence and ownership of these devices. There can be no

guarantee that these devices will continue to be as widely used as they are currently or that they will not be replaced by alternative devices upon which the Agenda Platform may not function as intended, which could impact on the profitability of the Company.

(J) Outsourcing to third parties

Agenda will be required to outsource key components of the development of the Agenda Platform to third party consultants and experts and organisations. There is no guarantee that such consultants and experts or organisations will be available as required or will meet expectations.

(K) Faults with products/services

If successfully developed, the Agenda Platform may have errors or defects that users identify after they begin using it, which could harm the Company's reputation and business. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released.

Agenda seeks to mitigate this risk via internal processes for testing and quality assurance.

(L) Dependence on the internet

Expanding sales of the Agenda Platform and other future developed products depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by "viruses", "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for the Company's products would be significantly reduced, which would harm its business.

(M) Hacker attacks

Agenda will rely upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the

Company's abilities to retain existing customers or attract new customers, which could have an adverse impact on the Company's growth.

(N) Domain name risk

Agenda's business depends to some extent on customers being attracted to its website. Agenda has registered several domain names. Should the Company not renew or otherwise lose control of the Agenda domain names, it would lose all website traffic direct to that domain. If the Agenda Platform is functional, this would likely adversely affect the Company's revenue.

(O) Attracting customers to the website

The Company's revenues will be affected by its ability to attract customers to the Agenda website. Various factors can affect the level of web traffic arriving at the Agenda website, including:

- (1) Marketing and promotions: If the Company's marketing and promotion efforts are not effective this may result in fewer customers visiting the Agenda website.
- (2) Brand damage: If the Company or Agenda suffer from reputational damage, web traffic could be affected.
- (3) Search engine traffic: Search engines such as Google direct significant traffic to the Agenda website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting the Agenda website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. Agenda attempts to follow Google's guidelines and online best practice to maintain the flow of traffic to its website, but such changes could adversely affect the traffic to its website. A decline in traffic to the Agenda website could lead to a decline in the Company's ability to attract customers, which in turn may affect the Company's profitability.

(P) Acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Agenda's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and

margins anticipated and retaining key staff and customer and supplier relationships.

(ii) **Market risks**

(A) Additional requirements for capital

The funds raised under the Capital Raising are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operations plans in the future (including in relation to Agenda) to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. Further additional financing will be required if the Board determines to accelerate the development of the Company's technology.

The Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of their activities and potential research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(B) Regulatory risks

The Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations. In addition, changes in regulations could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Company's ability to operate in the future will depend in part on whether it is able to effectively commercialise its potential interests in products. This will depend on successful completion of product development activities, obtaining regulatory approval and on there being commercial demand for such products which cannot be guaranteed.

(C) Reinstatement to ASX's Official List

The Company's Shares are currently suspended from trading on the ASX. In the event the Interconditional Resolutions are approved at the Meeting, it is anticipated that the

Company's Securities will remain suspended until Settlement of the Acquisition Agreement and Capital Raising, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its listed securities may consequently remain suspended from quotation.

As noted above in section 4.9, should the Company not be able to obtain an extension for the mandatory removal of long term suspended entities on 4 January 2016, the Company will be removed from the Official List of ASX.

(iii) Industry specific risks

(A) Competition

The industry in which Agenda is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Agenda Platform not being differentiated to other similar offerings.

The size and financial strength of some of Agenda's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, Agenda's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(B) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the estimates summarised in Section 4.8 above. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(c) General risks

(i) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential research and development programmes, as well as on their ability to fund those activities.

(ii) Force majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(iii) Insurance risks

The Company intends to insure its operations and those of Agenda (as required) in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company effected.

(iv) Litigation risks

The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims. Further, the Company or Agenda may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and Agenda are not currently engaged in any litigation.

(v) Dependence on outside parties

The Company may pursue a strategy that forms strategic business relationships with other organisations in relation to potential products and services. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations or that any potential agreements with such organisations will be complied with.

(vi) Market conditions

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (A) general economic outlook;
- (B) introduction of tax reform or other new legislation;
- (C) interest rates and inflation rates;

- (D) changes in investor sentiment toward particular market sectors;
- (E) the demand for, and supply of, capital; and
- (F) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and biotechnology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to security holders arising from the transactions the subject of this Notice or otherwise.

4.15 Taxation

The Acquisition and/or the passing of the Resolutions may give rise to income tax implications for the Company and Shareholders.

Existing Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal position and neither the Company, nor any existing Director or advisor to the Company accepts any responsibility for any individual Shareholder's taxation consequences on any aspect of the Acquisition or the Resolutions.

4.16 Plans for the Company if the Resolutions are not passed

If the Interconditional Resolutions are not passed and the Acquisition is not completed, the Company will likely be removed from the Official List in accordance with ASX's policy on the removal of long term suspended entities discussed in more detail in section 4.9. If the Company is removed it will continue to look for potential projects in order to continue to take the Company forward and ultimately re-list on the ASX.

4.17 Directors' interests in the Acquisition Agreement

None of the Company's existing Directors have any interest in the proposed Acquisition pursuant to the Acquisition Agreement, other than as disclosed in this Notice.

4.18 Vendor

None of the Vendor or her associates are related parties of the Company and they have no existing interest in the Company's securities separate from the Resolutions and the Acquisition Agreement.

4.19 Directors' recommendation

The Directors of the Company unanimously recommend the Acquisition (and the change in nature and scale of the Company's activities) and that Shareholders vote in favour of the resolutions (other than the resolutions in which they have an interest).

5. Resolution 1 - Approval to change in nature and scale of activities

5.1 General

Resolution 1 seeks the approval of Shareholders for a change in the nature and scale of the Company's activities via the acquisition of 100% of the issued share capital of Agenda.

A detailed description of the proposed Acquisition is outlined in Section 4 above.

Resolution 1 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

5.2 Listing Rule 11.1

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the company were applying for admission to the Official List.

Given the significant change in the nature and scale of the activities of the Company upon completion of the Acquisition, the Company is required to:

- (a) obtain the approval of its Shareholders for the proposed change of activities; and
- (b) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

Details of the assets to be acquired by the Company and the proposed changes to the structure and operations of the Company are provided throughout this Explanatory Memorandum.

6. Resolution 2 - Approval to issue Consideration Shares

6.1 General

Resolution 2 seeks Shareholder approval for the issue of the following Consideration Shares:

- (a) 2,500,000 Initial Consideration Shares as initial consideration;
- (b) 25,000,000 Milestone Consideration Shares on the satisfaction of the Milestone,

to the Vendor (or nominees).

Resolution 2 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

6.2 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:

- (a) the Initial Consideration Shares to the Vendor during the period of 3 months after the Meeting (or a longer period, if allowed by ASX); and
- (b) subject to the approval of a waiver application from the requirements of Listing Rule 7.3.2 submitted to ASX, the Milestone Consideration Shares to the Vendor during the period of 25 months after the date on which the Company's securities are reinstated to trading on the ASX,

without using the Company's 15% annual placement capacity.

The Directors expect that ASX will treat the Consideration Shares the subject of Resolution 2 as restricted securities for the purpose of Chapter 9 of the Listing Rules.

The Consideration Shares to be issued pursuant to this Resolution 2 will be issued such that no individual Agenda Shareholder or their associates will hold more than 19.9% of the Shares on issue.

6.3 Technical 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 proposed issue of the Consideration Shares:

- (a) the maximum number of Consideration Shares to be issued is 27,500,000;
- (b) the Initial Consideration Shares 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 issue of all those shares will occur on the same date;
- (c) the Milestone Consideration Shares will be issued, subject to the approval of a waiver application from the requirements of Listing Rule 7.3.2 submitted to ASX, no later than the date that is 25 months after the Company's securities are reinstated to trading on the ASX and it is intended that the issue of all those Shares will occur on the same date. If the waiver is not granted, and in the event the Milestone Consideration Shares cannot be issued within 3 months of the date of the Meeting, the Company may be required to seek further shareholder approval at the relevant time;
- (d) the deemed issue price of the Consideration Shares is \$0.02;
- (e) the Consideration Shares will be issued to the Vendor (or nominees). The Vendor is not a related party of the Company;
- (f) the Consideration Shares proposed 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; and

- (g) no funds will be raised from the proposed issue of the Consideration Shares as they are proposed to be issued in part consideration for the Acquisition.

7. Resolution 3 - Approval to issue Capital Raising Shares

7.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 180,000,000 Capital Raising Shares at an issue price of \$0.02 to raise up to \$3,600,000 (before costs) under the Capital Raising.

The Shares will be issued under a Prospectus to be issued by the Company in order to re-comply with Chapters 1 and 2 of the Listing Rules.

Resolution 3 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the Capital Raising 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.

7.3 Technical 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 Capital Raising:

- (a) the maximum number of Shares to be issued is 180,000,000 Capital Raising Shares;
- (b) the Capital Raising Shares 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 issue of all the Capital Raising Shares will occur on the same date;
- (c) the issue price of the Capital Raising Shares will be \$0.02 per Share;
- (d) the Capital Raising Shares are proposed to be issued to the public at the Board's discretion pursuant to a public offer by Prospectus for the purpose of Listing Rule 1.1 condition 3. Other than the Directors for whom separate shareholder approval is being sought, none of the subscribers for the Capital Raising will be related parties of the Company;
- (e) the Capital Raising Shares proposed 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; and
- (f) the Company intends to use the funds raised from the Capital Raising towards the budgeted expenditure described at Section 4.8.

8. Resolutions 4 and 5 - Re-election of Directors - Bryn Hardcastle and Tom Bahen

Clause 6.2(b) of the Constitution allows the Directors 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 Clause 6.3(i) of the Constitution, any Director so appointed may retire at the next general meeting and is then eligible for re-election by Shareholders.

Messrs Hardcastle and Bahen, having been appointed on 6 November 2015 will retire in accordance with Clause 6.3(i) of the Constitution and being eligible, seek re-election from Shareholders.

Resolution 4 seeks approval for the re-election of Bryn Hardcastle as a Director of the Company if the Interconditional Resolutions are approved by Shareholders.

Resolution 5 seeks approval for the re-election of Tom Bahen as a Director of the Company if the Interconditional Resolutions are approved by Shareholders.

Information on the qualifications, skills and experience of Messrs Hardcastle and Bahen is set out below.

8.1 Bryn Hardcastle

Mr Hardcastle is an experienced corporate lawyer specialising in corporate, commercial and securities law. He is the principal of Bellanhouse Legal which predominantly advises on equity capital markets, re-compliance transactions and takeovers across a variety of industries. Mr Hardcastle has extensive international legal experience and has advised on numerous cross border transactions working in the United Kingdom, Middle East and North America. He also has experience acting as a non-executive director of ASX listed companies. Mr Hardcastle is presently a non-executive director of Attila Resources Limited.

The Directors support the re-election of Mr Hardcastle and recommend that Shareholders vote in favour of Resolution 4.

8.2 Tom Bahen

Mr Bahen is currently a director of Private Clients and Institutional Sales at Patersons Securities. He has significant experience in capital raisings and corporate advisory for ASX listed companies. He has previously worked in assurance for global accounting firm Deloitte. Mr Bahen is currently a director of ASX listed companies Naracoota Resources (ASX code: NRR) and Carbine Resources (ASX code: CRB).

The Directors support the re-election of Mr Bahen and recommend that Shareholders vote in favour of Resolution 5.

9. Resolution 6 - Approval to change Company name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 6 seeks the approval of Shareholders for the Company to change its name to "Cre8tek Limited".

If Resolution 6 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

10. Resolution 7 - Approval of Performance Rights Plan

Resolution 7 seeks Shareholders approval for the adoption of the Plan in accordance with Listing Rule 7.2 exception 9(b).

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

Listing Rule 7.2 exception 9(b) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Performance Rights under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that the Plan has not previously been approved by Shareholders and no Performance Rights have previously been issued under the Plan.

Pursuant to the Listing Rules, Shareholders must re-approve the Plan and all unallocated Performance Rights issuable pursuant thereto every 3 years.

The objective of the Plan is to attract, motivate and retain key Directors, employees and contractors and it is considered by the Company that the adoption of the Plan and the future issue of Performance Rights under the Plan will provide selected participants with the opportunity to participate in the future growth of the Company.

Any future issues of Performance Rights under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. To this extent, please refer to Resolution 8 below.

A summary of the key terms and conditions of the Plan is set out in Schedule 3. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (Mr Dave Filov). Shareholders are invited to contact the Company if they have any queries or concerns.

11. Resolutions 8, 9 and 10 - Issue of Performance Rights to related parties - Faldi Ismail, Bryn Hardcastle and Tom Bahen

11.1 General

The Company has agreed, subject to obtaining Shareholder approval and to the adoption of the Plan (refer Resolution 7), to issue a total of 30,000,000 Performance Rights in the amounts set out in and to the parties listed in Schedule 4, all of whom are Directors, namely Messrs Ismail, Hardcastle and Bahen (**Eligible Directors**).

Resolutions 8, 9 and 10 seek Shareholder approval for the issue of the Performance Rights under the Plan to the Eligible Directors (or their nominees). Shareholder approval is required under Listing Rule 10.14 where an entity issues, or agrees to issue, securities to a director (or associate of a director) under an employee incentive scheme.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

11.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 grant of the Performance Rights constitutes giving a financial benefit and the Eligible Participates are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Faldi Ismail who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights to Mr Ismail because the grant of the Performance Rights is considered reasonable remuneration given the Company's circumstances.

The Directors (other than Mr Bryn Hardcastle who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights to Mr Hardcastle because the agreement to grant the Performance Rights reached as part of the Acquisition Agreement was negotiated on an arm's length basis.

The Directors (other than Mr Tom Bahen who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights to Mr Bahen because the agreement to grant the Performance Rights reached as part of the Acquisition Agreement was negotiated on an arm's length basis.

11.3 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights to the Eligible Directors:

- (a) the Eligible Directors (set out in Schedule 4) are Faldi Ismail, Bryn Hardcastle and Tom Bahen;
- (b) the maximum number of Performance Rights to be issued to the Eligible Directors (or their nominees) is up to 10,000,000 Performance Rights each, as set out in Schedule 4;
- (c) the Eligible Directors may each acquire one (1) Share for each Performance Right held, however the ability of the Eligible Directors to convert the Performance Rights is subject to the milestones set out in Schedule 5;
- (d) the Performance Rights are being issued to the Eligible Directors for nil cash consideration and otherwise on the terms and conditions set out in Schedule 5;
- (e) no Performance Rights have previously been issued under the Plan nor has the Plan previously been adopted by Shareholders;
- (f) all Directors are entitled to participate in the Plan; and
- (g) the Performance Rights will be issued to the Eligible Directors no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date.

12. Resolutions 11, 12 and 13 - Participation in Capital Raising by related parties - Faldi Ismail, Bryn Hardcastle and Tom Bahen

12.1 General

Pursuant to Resolution 3 the Company is seeking Shareholder approval for the Capital Raising, being the issue of up to 180,000,000 Capital Raising Shares at an issue price of \$0.02 per Share to raise up to \$3,600,000 before costs.

The Directors wish to participate in the Capital Raising.

Messrs Faldi Ismail, Bryn Hardcastle and Tom Bahen (together, the **Related Party Participants**) each wish to participate in the Capital Raising, subject to shareholder approval being obtained.

Resolutions 11 to 13 (inclusive) seek Shareholder approval for the issue of up to 30,000,000 Shares to the Related Party Participants (or their nominees) arising from the participation by the Related Party Participants in the Capital Raising (**Participation**).

12.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

A summary of Chapter 2E of the Corporations Act is set out in Section 11.2 above.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Ismail in relation to Resolution 11, Mr Hardcastle in relation to Resolution 12 and Mr Bahen in relation to Resolution 13, given their material personal interests in these respective Resolutions) 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 Related Party Participants on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

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 Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to the Related Party Participants (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

12.3 Technical information required by Listing Rule 10.13

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

- (a) the Shares will be issued to Messrs Ismail, Hardcastle and Bahen (or their respective nominees);
- (b) the maximum number of Capital Raising Shares to be issued to the Related Party Participants is 30,000,000 in the following proportions:
 - (i) up to 10,000,000 Shares to Faldi Ismail (or his nominee);
 - (ii) up to 10,000,000 Shares to Bryn Hardcastle (or his nominee); and
 - (iii) up to 10,000,000 Shares to Tom Bahen (or his nominee);
- (c) the Shares 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 Listing Rules);
- (d) the issue price will be \$0.02 per Share, being the same as all other Shares issued under the Capital Raising;
- (e) the Capital Raising 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; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 4.8 of this Explanatory Statement.

13. Resolution 14 - Approval to issue Adviser Options

13.1 General

Resolution 14 seeks Shareholder approval for the issue of up to 50,000,000 Adviser Options that may be issued in consideration for services to be provided by corporate advisers and brokers in relation to the transaction. At the time of despatch of this Notice no decision has been made by the Board as to whether Adviser Options will be issued. The Board however considers it prudent to retain the flexibility to issue Adviser Options should the need arise.

Resolution 14 is an ordinary resolution and is not subject to the approval of each of the other Interconditional Resolutions.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 14 will be to allow the Company to issue the Adviser 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.

13.3 Technical 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 potential issue of the Adviser Options:

- (a) the maximum number of Adviser Options that may be issued is 50,000,000;
- (b) the Adviser 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 issue of all the Adviser Options will occur on the same date;
- (c) the Adviser Options will be issued for no cash consideration in satisfaction of services provided by corporate advisory and broker groups or their nominees in relation to the transaction;
- (d) the Adviser Options will be issued to corporate advisors and brokers or their nominees, none of whom will be related parties of the Company;
- (e) the Adviser Options will be issued on the terms and conditions set out in Schedule 6; and
- (f) no funds will be raised from the issue of the Adviser Options as the Adviser Options are being issued in consideration for services provided to the Company.

14. Resolution 15 - Approval to issue Adviser Options to Otsana Pty Ltd

14.1 General

Pursuant to Resolution 14 the Company is seeking Shareholder approval for the issue of up to 50,000,000 Adviser Options that may be issued in consideration for services to be provided by corporate advisers and brokers in relation to the transaction.

Otsana Capital, an entity controlled by Mr Faldi Ismail, intends to provide capital raising services to the Company in relation to the Capital Raising. Resolution 15 seeks Shareholder approval for the issue of up to 10,000,000 Adviser Options to Otsana Capital (or its nominee) in consideration for capital raising services provided by Otsana Capital to the Company in relation to the Capital Raising.

At the time of despatch of this Notice no decision has been made by the Board as to whether Adviser Options will be issued. The Board however considers it prudent to retain the flexibility to issue Adviser Options should the need arise, and should Otsana Capital in fact provide capital raising services to the Company.

Resolution 15 is an ordinary resolution and is not subject to the approval of each of the other Interconditional Resolutions.

14.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

A summary of Chapter 2E of the Corporations Act is set out in Section 11.2 above and a summary of Listing Rule 10.11 is set out in Section 12.2 above.

Any issue of Adviser Options to Otsana Capital will constitute the giving of a financial benefit and Otsana Capital is a related party of the Company by virtue of being an entity controlled by a Director.

The Directors (other than Mr Faldi Ismail, 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 any Adviser Options issued to Otsana Capital will be issued on the same terms as Adviser Options issued to non-related party corporate advisors and brokers in relation to services provided to the Company for the transaction and as such the giving of the financial benefit is on arm's length terms.

As the potential issue of Adviser Options involves a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

14.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to potential issue of Adviser Options to Otsana Capital:

- (a) the Adviser Options will be issued to Otsana Capital (or its nominee), a related party of the Company by virtue of being controlled by a Director, Mr Faldi Ismail;
- (b) the maximum number of Adviser Options to be issued is 10,000,000;
- (c) the Adviser 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 Adviser Options will be issued for no cash consideration in satisfaction of services provided by Otsana Capital or their nominees in relation to the transaction;
- (e) the Adviser Options will be issued on the terms and conditions set out in Schedule 6; and

- (f) no funds will be raised from the issue of the Adviser Options as the Adviser Options are being issued in consideration for services provided to the Company.

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

15. Resolution 16 - Replacement of Constitution

15.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 16 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and the Listing Rules.

This will incorporate amendments to the Corporations Act and the Listing Rules since the current Constitution was adopted in 2004.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- (a) updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- (b) expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

15.2 Summary of material proposed changes

- (a) Minimum Shareholding (clause 2.6 and schedule 3)

Clause 2.6 and schedule 3 of the Proposed Constitution outlines how the Company can manage shareholdings which represent an "unmarketable

parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act and the Listing Rules such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Schedule 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

(b) Fee for registration of off market transfers (clause 4.6)

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 4.6 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

(c) Dividends (clause 10)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (i) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (ii) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (iii) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this

amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

(d) Partial (proportional) takeover provisions

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

15.3 Information required by section 648G of the Corporations Act

(a) Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(c) Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (v) proportional takeover bids may be discouraged;
- (vi) lost opportunity to sell a portion of their Shares at a premium; and
- (vii) the likelihood of a proportional takeover bid succeeding may be reduced.

(e) Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 16.

Schedule 1 - Definitions

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

\$ means Australian Dollars.

Acquisition means the acquisition of 100% of the issued capital of Agenda in accordance with the Acquisition Agreement.

Acquisition Agreement means the binding heads of agreement between Agenda, the Company and the Vendor for the acquisition of 100% of the issued capital of Agenda by the Company.

Adviser Options means the options the subject of Resolution 14 and to be issued on the terms set out in Schedule 6.

Agenda means Global Agenda Technologies Pty Ltd (ACN 608 952 254).

Agenda Platform means the online platform developed and operated by Agenda for sales conversions between businesses and consumers.

Agenda Shares means 100% of the issued capital in Agenda, being 10 fully paid ordinary shares.

ASIC means the Australian Securities and Investments Commission.

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 of the Company.

Business or **Agenda Business** means Agenda's business of developing and operating the Agenda Platform.

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.

Capital Raising means the Company's proposal under Resolution 3 to raise up to \$3,600,000 via a public offer of up to 180,000,000 Shares at an issue price of \$0.02 per Share under the Prospectus.

Capital Raising Shares means the Shares proposed to be issued under the Capital Raising.

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

Clause means a clause of the Constitution.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Marion Energy Limited (to be renamed "Cre8tek Limited") ACN 000 031 292.

Consideration Shares means the Initial Consideration Shares and the Milestone Consideration Shares.

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.

DOCA means the amended and restated deed of company arrangement dated 7 August 2015.

Eligible Director has the meaning given in Section 11.1.

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

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

Initial Consideration Shares means 2,500,000 Shares to be issued to the Vendor (or nominees) as initial consideration pursuant to Resolution 2.

Interconditional Resolutions means Resolutions 1 to 10 (inclusive).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

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

Milestone means Agenda achieving 500,000 active registered users on the Agenda Platform within 24 months of the Company being re-quoted on the ASX and revenue of Agenda reaching \$500,000.

Milestone Consideration Shares means 25,000,000 Shares to be issued to the Vendor (or their nominees) pursuant to the Acquisition Agreement, on the satisfaction of the Milestone pursuant to Resolution 2.

Notice means this notice of general meeting.

Official List means the official list of ASX.

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

Optionholder means an optionholder of the Company.

Otsana Capital means Otsana Pty Ltd ACN 145 168 216.

Participation has the meaning given in Section 12.1.

Performance Right means any one of a Class A Performance Right, Class B Performance Right or Class C Performance Right issued on the terms and conditions contained in Schedule 5.

Plan means the Company's Performance Rights Plan, a summary of which is set out in Schedule 3.

Proposed Constitution has the meaning given in Section 15.1.

Prospectus means the prospectus proposed to be issued by the Company in relation to the Capital Raising.

Proxy Form means the proxy form attached to the Notice.

Related Party Participants has the meaning given in Section 12.1.

Resolution means a resolution referred to in the Notice.

SaaS means software as a service.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities mean all Equity Securities of the Company.

Security holder means a holder of one or more Securities.

Settlement means settlement under the Acquisition Agreement of the sale by the Vendor and purchase by the Company of the Agenda Shares.

Settlement Date means that date which is no later than 5 Business Days after the satisfaction or waiver of the conditions precedent set out in the Acquisition Agreement (or such other later date as agreed by the Company and Agenda).

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

Shareholder means a shareholder of the Company.

Vendor means Ms Annabel Slade.

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

Schedule 2 - Pro forma statement of financial position

PRO FORMA BALANCE SHEET		Audited as at 30 June 2014	Pro-Forma Adjustment	Pro-forma incorporating the Acquisition and Capital Raising
	Note	\$		\$
Current Assets				
Cash & cash equivalents	1, 2, 3, 4, 5, 6	232,404	2,881,596	3,114,000
Plant and equipment	1	69,285	(69,285)	-
Oil and gas properties		167,728,769	(167,728,769)	-
Trade and other receivables	1	251,224	(251,224)	-
Other		1,126,584	(1,126,584)	-
Total Current Assets		169,408,266	(166,294,266)	3,114,000
Non-Current Assets				
Financial Assets	1	-	-	-
Plant and equipment	1, 7	-	-	-
Oil and gas properties		-	-	-
Other	1, 7	-	50,000	50,000
Total Non-Current Assets		-	50,000	50,000
TOTAL ASSETS		169,408,266	(166,244,266)	3,164,000
Current Liabilities				
Trade & other payables	1	(20,231,144)	20,231,144	-
Borrowings	1	(34,978,172)	34,978,172	-
Provisions	1	(662,933)	662,933	-
Total Current Liabilities		(55,872,249)	55,872,249	-
Non-Current Liabilities				
Trade & other payables		-	-	-
Borrowings		-	-	-
Provisions	1	-	-	-
Total Non-Current Liabilities		-	-	-
TOTAL LIABILITIES		(55,872,249)	55,872,249	-
NET ASSETS		113,536,017	(110,372,017)	3,164,000
Equity attributable to the equity holders of the Company				
Issued Capital	1, 2, 3, 4, 7	213,084,239	3,514,000	216,598,239
Reserves		(574,961)	-	(574,961)
Accumulated losses	1	(98,973,261)	(113,886,017)	(212,859,278)
TOTAL EQUITY		113,536,017	(110,372,017)	3,164,000

Notes: These pro forma accounts are based on the 30 June 2014 audited accounts. The Company is in the process of compiling the 30 June 2015 accounts now the DOCA has been effectuated.

1. Clear out historical balances on DOCA.
2. Raise at least \$3,600,000 , from the issue of 180,000,000 at \$0.02.

3. Cash from loans - Repayable.
4. Payment to creditors trust \$150k & issue of equity \$200k - forgiveness of creditors.
5. Cost of recapitalisation \$120,000.
6. Proposed Capital Raising fee of 6% of capital raised, \$216,000.
7. Acquisition of Global Agenda Technologies Pty Ltd, 2,500,000 Initial Consideration Shares at \$0.02.

Schedule 3 - Summary of Performance Rights Plan

1. Eligible Participants

A Director, full time, part time or casual employee of the Company and certain contractors (current or prospective) who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participant**).

2. Offers

The Board may, from time to time, at its absolute discretion, make an offer to an Eligible Participant under the Performance Rights Plan to apply for up to a specified number of Performance Rights, upon the terms of the Performance Rights Plan and on such additional terms and conditions as the Board determines (**Offer**).

3. Performance Rights

Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one Share.

4. Limit on Offers

The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Performance Rights 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 on Class Order 14/1000 (**Class Order**) at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

5. Not transferrable

Performance Rights are only transferrable in special circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

6. Vesting Conditions

A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right (**Vesting Conditions**).

7. Vesting

A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:

- (a) a relevant person ceasing to be an Eligible Participant due to special circumstances;
- (b) a relevant person suffering severe financial hardship;

- (c) a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

8. Exercise of vested Performance Right

A Participant may, subject to the terms of any offer, exercise any vested Performance Right at any time after the Board notifies that the Performance Right has vested and before it lapses.

9. Issue of Shares

Subject to the Corporations Act, the Listing Rules, the Plan and the terms of any offer under the Plan, within 10 days of receipt of a valid notice of exercise for Performance Rights, the Board must issue or transfer one (1) Share, free of encumbrances, to the Participant or his or her personal representative for each Performance Right exercised.

10. Lapse of a Performance Right

A Performance Right will lapse upon the earlier to occur of:

- (a) an unauthorised dealing in, or hedging of, the Performance Right;
- (b) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception (e.g. due to death, total and permanent disability, retirement or redundancy or financial hardship) or change of control event;
- (c) in respect of unvested Performance Rights only, where a relevant person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception or change of control event or resolves to allow the unvested Performance Right to remain unvested after the relevant person ceases to be an Eligible Participant;
- (d) in respect of a vested Performance Right only, where a relevant person ceases to be an Eligible Participant and the Performance Right granted is not exercised within one (1) month of the date the relevant person ceases to be an Eligible Participant;
- (e) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
- (f) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right; and
- (g) the expiry date of the Performance Right.

11. Shares

All shares issued under the Performance Rights Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

12. Quotation of Shares

If Shares of the same class as those allotted under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.

13. Share sale restrictions

The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Performance Rights (**Restricted Shares**), up to a maximum of seven (7) years from the date the Performance Rights are granted (**Restriction Period**). Other than any Restriction Period, there will be no transfer restrictions on Shares issued or transferred under the Plan unless the sale, transfer or disposal would require the preparation of a disclosure document.

The Company will issue, where required to enable Shares issued or transferred on exercise of Performance Rights to be freely tradeable on the ASX, a cleansing statement at the time the shares are issued.

14. No participation rights

There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

15. No change

A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.

16. Reorganisation

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

17. Deferred taxation

Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to Performance Rights granted under the Plan except to the extent an offer provides otherwise.

18. Amendments

Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Performance Right granted under the Plan including giving any amendment retrospective effect.

19. Restrictions on amendments

Without the consent of the Participant, no amendment may be made to the terms of any granted Performance Right which reduced the rights of the Participant in respect of that Performance Right, other than an amendment introduced primarily:

- (a) for the purpose of complying with or conforming to present or future State or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;
- (b) to correct any manifest error or mistake;
- (c) to enable a member of the Company to comply with the Corporations Act, the Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body; or
- (d) to take into consideration possible adverse tax implications in respect of the Plan arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court of competent jurisdiction.

Schedule 4 - Recipients of Performance Rights

Name	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	TOTAL
Faldi Ismail	3,333,333	3,333,333	3,333,334	10,000,000
Bryn Hardcastle	3,333,333	3,333,333	3,333,334	10,000,000
Tom Bahen	3,333,333	3,333,333	3,333,334	10,000,000
TOTAL	9,999,999	9,999,999	10,000,002	30,000,000

Schedule 5 - Terms of Performance Rights

The terms of Performance Rights are set out as follows:

1. **(Milestones):** The Performance Rights will have the following milestones attached to them:
 - (a) **Class A Performance Rights:** the volume weighted average price (VWAP) for 10 consecutive trading days of Shares equalling or exceeding 3 cents, such price to be adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 1**);
 - (b) **Class B Performance Rights:** the VWAP for 10 consecutive trading days of Shares equalling or exceeding 4 cents, such price to be adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 2**); and
 - (c) **Class C Performance Rights:** the VWAP for 10 consecutive trading days of Shares equalling or exceeding 5 cents, such price to be adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 3**);

(each referred to as a **Performance Rights Milestone**).
2. **(Notification to holder):** The Company shall notify the holder in writing when the relevant Milestones have been satisfied.
3. **(Vesting):** The Performance Rights will vest on the date the Milestone relating to that Performance Right has been satisfied.
4. **(Consideration):** The Performance Rights will be issued for no consideration.
5. **(Conversion):** Upon vesting, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the Company (**Share**).
6. **(Trading restriction):** Any Share issued on conversion of a Performance Right within 12 months of the Company being reinstated to official quotation on the ASX after Settlement of the Acquisition (**Re-Listing Date**) cannot be traded until the date which is 12 months after the Re-Listing Date unless otherwise permitted by the Board and subject to any other escrow requirements imposed by ASX.
7. **(Lapse):** Any Performance Right that has not vested within 3 years from the Settlement Date will automatically lapse.
8. **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
9. **(Listing of shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
10. **(Transfer of Performance Rights):** The Performance Rights are not transferable.
11. **(Participation in entitlements and bonus issues):** Subject always to the rights under items 12 and 13, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

12. **(Adjustment for bonus issue):** If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the Listing Rules at the time of the bonus issue.
13. **(Reorganisation of capital):** In the event that the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the economic and other rights of the holder are not diminished or terminated.
14. **(Dividend and voting rights):** The Performance Rights do not confer on the holder an entitlement to vote or receive dividends.
15. **(Change in control):** Upon:
 - (a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (i) having received acceptances for not less than 50.1% of the Company's shares on issue; and
 - (ii) having been declared unconditional by the bidder; or
 - (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of a Milestone, Performance Rights will automatically convert to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue at that time. Performance Rights that are not converted into Shares will continue to be held by the holder on the same terms and conditions.

Schedule 6 - Terms of Adviser Options

(a) **Entitlement**

Each Adviser Option entitles the holder to subscribe for one Share upon exercise of the Adviser Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Adviser Option will be \$0.03 (**Exercise Price**)

(c) **Expiry Date**

Each Adviser Option will expire at 5:00 pm (WST) three years from date the Company's securities are reinstated to trading as a result of the Acquisition (**Expiry Date**). An Adviser Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Adviser Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Adviser Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Adviser Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Adviser Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Adviser Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Adviser Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a 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; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Adviser Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a 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.

(h) Shares issued on exercise

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

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Adviser Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Adviser Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Adviser Options without exercising the Adviser Options.

(l) Change in exercise price

An Adviser Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Adviser Option can be exercised.

(m) Unquoted

The Company will not apply for quotation of the Adviser Options on ASX.

(n) Transferability

The Adviser Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Holder Number

Security Holder Appointment of Proxy – General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

(Name of Proxy)

OR

The Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 10.00am (WST) on 23 December 2015 at 108 Outram Street, West Perth, Western Australia and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 7, 8, 9 & 10 (except where I/we have indicated a different voting intention below) even though Resolutions 7, 8, 9 & 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Approval to change in nature and scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Performance Rights to related party – Bryn Hardcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Performance Rights to related party – Tom Bahen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Participation in Capital Raising by related party – Faldi Ismail	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – Bryn Hardcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Participation in Capital Raising by related party – Bryn Hardcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director – Tom Bahen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Participation in Capital Raising by related party – Tom Bahen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to change Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approval to issue Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Approval to issue Adviser Options to Otsana Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Performance Rights to related party – Faldi Ismail	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDER(S):

Individual or Shareholder 1

Sole Director or
Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

Note: If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

ATTENDING THE MEETING

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

LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – to the Company at 108 Outram Street, West Perth WA 6005; or
- b) **Post** – to the Company at 108 Outram Street, West Perth WA 6005; or
- c) **Facsimile** – to the Company on facsimile number +61 8 9463 6373; or

Proxy Forms received later than this time will be invalid