



**Paradigm
Metals**

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ABN 28 102 747 133

14 March 2016

ADDENDUM TO NOTICE OF MEETING

Paradigm Metals Limited (ASX: PDM, 'Paradigm' or 'the Company') advises the Company has prepared an Addendum to the Notice of General Meeting convened for 29 March 2016 (refer ASX Release dated 24 February 2016).

As a result of the resignation of Mr Anthony Reilly, announced 8 March 2016, the Company advises that the following amendments to the Notice of General Meeting are required:

1. Resolution 5 – Issue of Performance Shares to Director – Mr Anthony Reilly – Resolution has been withdrawn.
2. Resolution 6 – Issue of Performance Shares to Director – Mr Mark Reilly – amended to no longer be conditional upon the passing of all Resolutions (that is, Resolutions 5 and 6 regarding the Issue of Performance Shares to Directors – Mr Anthony Reilly and Mr Mark Reilly) however conditional upon the passing of resolutions 1, 2, 3, 4, 7, 8, 9 & 10.
3. Resolutions 1, 2, 3, 4, 7, 8, 9 & 10 – Each Resolution amended to no longer be conditional upon the passing of all Resolutions (that is, Resolutions 5 and 6 regarding the Issue of Performance Shares to Directors – Mr Anthony Reilly and Mr Mark Reilly) however conditional upon the passing of resolutions 1, 2, 3, 4, 7, 8, 9 & 10.

Annexed to this Addendum to Notice of Meeting is a supplementary Proxy Form. The variations to the Notice of General Meeting as detailed in this Addendum to Notice of Meeting does not affect the validity of the Proxy Form attached to the Notice of Meeting or any proxy votes made and received pursuant to that Proxy Form. All proxy votes received by the Company in relation to Resolution 5 will be disregarded.

If the Company receives a supplementary Proxy Form from any Shareholder that has already submitted a Proxy Form, the Company will invalidate the original Proxy Form and replace it with the replacement Proxy Form for that Shareholder.

The Addendum to Notice of Meeting, which also includes the replacement Proxy Form, will be dispatched to shareholders on 15 March 2016. A copy of each of these documents is attached.

Yours Sincerely

Paula Cowan
Company Secretary
14 March 2016

PARADIGM METALS LIMITED
(TO BE RENAMED IODM LIMITED)
ACN 102 747 133

ADDENDUM TO NOTICE OF GENERAL MEETING

A supplementary proxy form is enclosed.

Please read the Addendum and Explanatory Notes carefully.

If you are unable to attend the Meeting please complete and return the enclosed supplementary proxy form in accordance with the specified instructions.

The variations to the Notice of General Meeting as detailed in this Addendum to Notice of Meeting does not affect the validity of the Proxy Form attached to the Notice of Meeting or any proxy votes made and received pursuant to that Proxy Form.

If the Company receives a supplementary Proxy Form from any Shareholder that has already submitted an original Proxy Form (sent to members together with the Notice of General Meeting), the Company will invalidate the original Proxy Form and replace it with the supplementary Proxy Form for that Shareholder.

ADDENDUM NOTICE OF GENERAL MEETING

Paradigm Metals Limited

Paradigm Metals Limited (ASX: PDM, 'Paradigm' or 'the Company') ACN 102 747 133 hereby gives notice to shareholders of the Company that the following amendments contained in the Notice of General Meeting (refer ASX Release dated 24 February 2016) (Notice) to be held at 10.00am (WST) on 29 March 2016 at Level 1, 330 Churchill Avenue, Subiaco WA 6008 (Meeting) are required:

1. Resolution 5 – Issue of Performance Shares to Director – Mr Anthony Reilly – Resolution has been withdrawn.
2. Resolution 6 – Issue of Performance Shares to Director – Mr Mark Reilly – amended to no longer be conditional upon the passing of all Resolutions (that is, Resolutions 5 and 6 regarding the Issue of Performance Shares to Directors – Mr Anthony Reilly and Mr Mark Reilly) however conditional upon the passing of resolutions 1, 2, 3, 4, 7, 8, 9 & 10.
3. Resolutions 1, 2, 3, 4, 7, 8, 9 & 10 – Each Resolution amended to no longer be conditional upon the passing of all Resolutions (that is, Resolutions 5 and 6 regarding the Issue of Performance Shares to Directors – Mr Anthony Reilly and Mr Mark Reilly) however conditional upon the passing of resolutions 1, 2, 3, 4, 7, 8, 9 & 10.

This Addendum should be read in conjunction with, and forms part of, the Notice. A copy of the original Notice can be found on the ASX website at <http://www.asx.com.au/asxpdf/20160224/pdf/4359y4j2qnpf6z.pdf>

SUPPLEMENTARY NOTICE OF MEETING

Resolution 1 of the Notice of Meeting is amended as follows:

1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

"That, subject to and conditional upon the passing of Resolutions 2, 3, 4, 7, 8, 9 and 10, for the purpose of 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 as described in the Explanatory Statement accompanying this Notice."

Short Explanation: On 29 January 2016 the Company entered into a share sale agreement with the existing IODM shareholders (**SSA**) pursuant to which the Company intends to acquire 100% of the issued shares in IODM (**Acquisition**). If successful, the Acquisition will result in the Company changing the nature and scale of its activities. ASX Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature and scale of its activities. ASX has also advised the Company that it will be required to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules in accordance with ASX Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by 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. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 of the Notice of Meeting is amended as follows:

2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

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

"That, subject to and conditional upon the passing of Resolutions 1, 3, 4, 7, 8, 9 and 10, pursuant to Section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 20 Shares be consolidated into 1 Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share."

Resolution 3 of the Notice of Meeting is amended as follows:

3. RESOLUTION 3 – CREATION OF A NEW CLASS OF SHARES - PERFORMANCE SHARES

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

"That, subject to the passing of Resolutions 1, 2, 4, 7, 8, 9 and 10, for the purposes of Section 246B of the Corporations Act and clause 2.5 of the Constitution and for all other purposes, the Company is authorised to issue the Performance Shares (on a post-Consolidation basis) on the terms and conditions in set out in the Explanatory Statement."

Resolution 4 of the Notice of Meeting is amended as follows:

4. RESOLUTION 4 – ISSUE OF CONSIDERATION SECURITIES TO THE VENDORS FOR THE ACQUISITION

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

"That subject to and conditional on the passing of Resolutions 1, 2, 3, 7, 8, 9 and 10, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to:
a) 175,000,000 Shares (each on a post-Consolidation basis); and
b) 75,000,000 Performance Shares (each on a post-Consolidation basis),
to the Vendors in consideration for all of the shares in the capital of IODM pursuant to the SSA on the terms and conditions set out in the Explanatory Statement."

Short Explanation: As part of the terms of the Acquisition, the Company has agreed, subject to amongst other terms and conditions, to seek Shareholder approval, to issue the Shares and Performance Shares the subject of this Resolution to the

Vendors (or their nominees). The Company seeks shareholder approval for the issue of the Shares and Performance Shares in accordance with ASX Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 of the Notice of Meeting is removed.

Resolution 6 of the Notice of Meeting is amended as follows:

6. RESOLUTION 6 – ISSUE OF PERFORMANCE SHARES TO DIRECTOR – MR MARK REILLY

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

"That subject to and conditional upon the passing of Resolutions 1, 2, 3, 4, 7, 8, 9 and 10, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,500,000 Performance Shares (each on a post-Consolidation basis) to Mr Mark Reilly (or his nominee/s) pursuant to the SSA and otherwise on the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Mark Reilly (or his nominee/s) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 7 of the Notice of Meeting is amended as follows:

7. RESOLUTION 7 – ISSUE OF SHARES - PROSPECTUS

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

"That, subject to and conditional on the passing of Resolutions 1, 2, 3, 4, 8, 9 and 10, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 75,000,000 Shares (each on a post-Consolidation basis) at an issue price of \$0.04 to raise up to \$3,000,000 on the terms and conditions set out in the Explanatory Statement."

Short Explanation: The Company must issue a Prospectus in order to satisfy the requirements of Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following the Acquisition. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 8 of the Notice of Meeting is amended as follows:

8. RESOLUTION 8 – ISSUE OF SHARES AND IODM OPTIONS ON CONVERSION OF IODM CONVERTIBLE NOTES

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

"That, subject to and conditional upon the passing of Resolutions 1, 2, 3, 4, 7, 9 and 10, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to:

(a) 31,250,000 Shares (on a post-Consolidation basis); and

(b) 15,625,000 IODM Options (on a post-Consolidation basis),

on the conversion of the IODM Convertible Notes, in the manner and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 9 of the Notice of Meeting is amended as follows:

9. RESOLUTION 9 – ISSUE OF BROKER OPTIONS

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

"That, subject to and conditional on the passing of Resolutions 1, 2, 3, 4, 7, 8 and 10, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 12,000,000 Broker Options (each on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 10 of the Notice of Meeting is amended as follows:

10. RESOLUTION 10 - CHANGE OF COMPANY NAME

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

"That, subject to and conditional upon passing of Resolutions 1, 2, 3, 4, 7, 8 and 9 and settlement occurring under the SSA for the purpose of Section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'IODM Limited'."

SUPPLEMENTARY EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. OVERVIEW OF CHANGE OF ACTIVITIES

1.1 Background

Paradigm Metals Limited (**PDM** or the **Company**) is a public company listed on the official list of ASX (ASX code: PDM) with its principal focus being the exploration of minerals. The Company was incorporated in New South Wales and was admitted to the official list of the ASX on 18 November 2003.

In addition to its principal business activities, the Company has been actively seeking to identify and evaluate new opportunities in related and non-related industries that may increase shareholder value.

Sections 1.2 – 1.3 as per Notice of Meeting

Section 1.4 of the Explanatory Statement is deleted and replaced with the following:

1.4 Share Sale and Purchase Agreement

On or about 29 January 2016, the Company entered into a share sale and purchase agreement, as varied by Deed of Variation dated on or around 11 March 2016, with the shareholders of IODM Pty Ltd (ACN 605 978 247) (**IODM**) (together the **Vendors**) to acquire 100% of the issued capital in IODM. Set out below is a summary of the key terms of the Agreement:

- (a) (**Consideration**): On completion of the Acquisition, the Company will:
- (i) issue 175,000,000 post-Consolidation Shares to the Vendors (or their nominees) at a deemed issue price of \$0.04 set out in Schedule 1 (**Consideration Shares**); and
 - (ii) issue 75,000,000 Performance Shares to the Vendors and 7,500,000 to existing director Mr Mark Reilly (or his nominee) as set out in Schedule 1.
- (the Consideration Shares and the Performance Shares are collectively referred to as the **Consideration Securities**)
- Approval for the issue of the Consideration Shares and Performance Shares to the Vendors is the subject of Resolution 4 and approval for the issue of the Performance Shares to the existing director Mr Mark Reilly (or his nominees) is the subject of Resolution 6;
- (b) (**IODM Convertible Note Deed**): prior to completion of the Acquisition, IODM and the Vendors must use their best endeavours to procure that the Noteholders release IODM from all obligations under the IODM Convertible Note Deed in consideration for the Company issuing the Noteholders such number of Shares and Options as they are entitled to under the IODM Convertible Note Deed;
- (c) (**Conditions Precedent**): the Agreement is subject to and conditional upon a number of conditions precedent which must be satisfied or waived on or before 29 April 2016 (or such other date as agreed by the parties in writing) (**End Date**). The conditions precedent that currently remain unsatisfied are as follows:
- (i) completion of the Consolidation;
 - (ii) the Company successfully completing a capital raising an amount that ASX requires for the purpose of the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules;
 - (iii) the Company obtaining all necessary Shareholder approval or third party approvals or consents to allow the Company to complete the Acquisition;
 - (iv) the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules;
 - (v) IODM providing audited accounts for the past 3 financial years (or such other period as required by ASIC) for the purposes of the Company complying with (iv) above; and
 - (vi) the Company entering into an appointment agreement with Mr Mark Reilly setting out his future role with the Company in consideration for which he will receive either:
 - (A) subject to obtaining Shareholder approval, the issue of Performance Shares; or
 - (B) in the event Shareholder approval is not provided, alternative consideration (which will be comparable to the Performance Shares).
- (d) (**Termination before Completion**): Any party may, by not less than 2 business days' notice to the others, terminate the Agreement at any time before Completion if:
- (i) any of the Conditions are not satisfied, or waived, by on or before 5:00pm (WDT) on 29 April 2016 (or such other date as mutually agreed between the parties); or
 - (ii) any of the Conditions become incapable of satisfaction or the parties agree that any of the Conditions cannot be satisfied;
- (e) (**Completion**): Completion of the Acquisition will occur on that date which is five business days after satisfaction (or waiver) of all Conditions (or such other date as is agreed between the parties);
- (f) (**Board Composition**): Upon Completion:

- (i) existing Directors Mr Mark Reilly and Mr Earle Harper (who was recently appointed following the resignation of Mr Anthony Reilly) will remain as Non-Executive Directors;
 - (ii) existing Director, Dr Nicholas Lindsay will retire as a Director of the Company;
 - (iii) Mr Damien Arena will be appointed as Managing Director of the Company;
 - (iv) Mr Michael Bugelly will be appointed as an Executive Director of the Company; and
 - (v) IODM can nominate one additional person as a Non-Executive Director of the Company.
- (g) **(Representations and Warranties):** the Vendors make representations and warranties to the Company in relation to IODM which are customary for an agreement of this nature.

Sections 1.5 – 1.7 as per Notice of Meeting

Section 1.8 of the Explanatory Statement is deleted and replaced with the following:

1.8 Pro-forma capital structure

The pro-forma capital structure of the Company following completion of the matters contemplated by the Resolution is set out below:

	Pre-Consolidation		Post – Consolidation (\$3,000,000 Capital Raising)	
	Shares	Options	Shares	Options
Securities currently on issue				
<i>Existing Shares</i>	972,962,861		48,648,143	
<i>Existing Options*</i>		490,869,427		24,543,471
Securities to be issued pursuant to the Acquisition				
<i>Consideration Shares</i>			175,000,000	
<i>Capital Raising</i>			75,000,000	
<i>Performance Shares</i>			82,500,000	
<i>Securities to be issued to IODM Convertible Note holders**</i>			31,250,000	15,625,000
<i>Broker Options</i>				12,000,000
Fully diluted Share capital	1,463,832,288		464,556,614	

*Post-Consolidation, Existing Options will have an exercise price of \$0.04 and an expiry date of 31 December 2016.

**IODM convertible note facility maximum redeemable value of \$1,250,000 for working capital purposes which will convert into Shares at a fixed price of \$0.04 on a post Consolidation basis.

Sections 1.9 – 1.10 as per Notice of Meeting

Sections 1.11, 1.12, 1.13 and 1.14 of the Explanatory Statement are deleted and replaced with the following:

1.11 Composition of the Board of Directors

It is intended that the Board of Directors will comprise the following upon Completion occurring:

- (a) Mr Damien Arena – Managing Director;
- (b) Mr Michael Bugelly – Executive Director;
- (c) Mr Mark Reilly – Non-Executive Director; and
- (d) Mr Earle Harper – Non-Executive Director.

It is currently intended that Dr Nicholas Lindsay will retire on Completion and Mr Mark Reilly will remain on the Board in his current role. One additional Board member is to be nominated at Completion by IODM, who will be a resident of Australia. Additional Board and management resources may be considered as appropriate as the Company develops.

1.12 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 an opportunity for the Company to acquire an interest in the financial technology industry.**

The Board have been mindful of the current volatile state of the Australian share market with particular regard to junior resource companies and continued negative investor sentiment. Cash preservation has been front of mind whilst positive investment opportunities have been reviewed. In the current share market environment there is a greater likelihood of increasing shareholder value by progressing the proposed acquisition of IODM than if the Company were to remain a junior resource company.

(b) **The acquisition of an existing company will enable the Company to leverage into the established nature of the IODM's business.**

The Acquisition provides Shareholders with exposure to an existing, well managed and expanding business involved in finance and information technology. The business will be well capitalised following the proposed Capital Raising. Existing and new funds will be directed to accelerate growth by funding additional sales and marketing activities as well as continuing product development to maintain a strong market presence.

(c) **Additional Board and management experience**

The Proposed Directors and management of IODM have extensive experience and a proven track record within the financial industry.

(d) **No cash payment for an existing growing business with track record**

As detailed in section 1.4 of this Explanatory Statement, the consideration for the Acquisition is comprised of 175,000,000 Shares and 82,500,000 Performance Shares, thereby conserving the Company's cash reserves.

1.13 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 change the nature of its activities to become a financial technology business, which may not be consistent with the objectives of all Shareholders**

Subject to the passing of all Resolutions, the Company will move out of the mineral resource and exploration business and focus on a financial technology business. This may be seen as a disadvantage to some Shareholders that are seeking, via the Company, a "pure" mineral exploration investment.

(b) **The Acquisition will result in the Capital Raising and issue of the Consideration Shares and Performance Shares to the Vendors and existing Mr Mark Reilly, which will have a dilutionary effect on the current holdings of Shareholders**

The Capital Raising and the issue of Consideration Shares and Performance Shares to the Vendors and existing Director Mr Mark Reilly will be dilutive on the current holdings of Shareholders. Consequently, existing Shareholders' voting power and influence over the affairs of the Company will be reduced.

(c) **There are risk factors associated with the change of nature and scale of the Company's activities**

A non-exhaustive list of risk factors are summarised in Section 1.14 of this Explanatory Statement.

(d) **Transaction and capital raising costs**

In connection with the Acquisition, the Company has been required to engage a number of advisors and lawyers to facilitate and report on the Acquisition. This work includes preparation of this Notice of Meeting and a Prospectus which will be lodged in

connection with the Capital Raising to ensure compliance with ASX Listing Rules and other statutory requirements and approvals. These are sunk, but necessary, costs to all Shareholders.

1.14 Risk Factors

Shareholders should be aware that if the Acquisition is approved and completed, the Company will be changing the nature and scale of its activities and will be subject to additional or increased risks arising from the Acquisition.

The risks and uncertainties described below are not intended to be exhaustive. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers immaterial, which may affect the Company. Based on the information available, a non-exhaustive list of risk factors for the Company, associated with the Company's proposal to acquire all of the issued capital in IODM is set out below.

Specific risks relating to the IODM business

The risk factors identified in this section relate to the commercialisation of a cloud based debt management solution and to general business and economic conditions in which the Company operates leading up to the completion of the IODM Acquisition.

(a) Commercialisation Risk

IODM has commenced the commercialisation of its product and has achieved success in the roll out of the platform with limited release in Australia. Notwithstanding this, there is a risk that IODM will not be able to successfully commercialise its service to its full potential and attract a sufficient number of paying clients. Should this occur, this would have a negative impact on the financial position of the Company.

(b) Threat of new entrants

The threat of new entrants into the online debt management market is high. Whilst management will endeavour to take all reasonable steps to be aware of new entrants into the market, IODM will have no control over perceived or real competitors entering the market. Should a new entrant enter the market in direct competition to IODM, revenue and profitability may be negatively impacted.

(c) Brand Risks

The Company believes that establishing and maintaining the "IODM" brand is critical for the long term success of the business. Negative commentary or a complaint regardless of accuracy via social media, media in general and or word of mouth may have a damaging impact on the ability of the company to reach its potential. Any long term damage to the Company's brand may adversely impact on the operating results of the Company.

(d) Hosting Disruption Risks

As a SaaS, IODM relies on Amazon Web Services ("Host") to maintain continuous operation of IODM hosting requirements. Should this hosting service be disrupted or restricted due to an outage or an unforeseen catastrophic system failure, the Company is likely to be negatively impacted from a revenue perspective and a prolonged outage would most likely lead to a major brand or reputation damage incurred.

(e) Limited Trading History

Whilst IODM is earning revenue, the Company is still in the early stage of being fully commercialised. The Company should be seen as a start up with limited trading history and to date the Company has generated losses. Whilst management has been brought into the Company to strengthen the underlying business proposition, no assurance can be given in regard to the future performance of the Company as the Company goes to market.

(f) Protection of Intellectual Property Rights

Given the broad nature of its intellectual property, the Company cannot guarantee that the protections that it has in place will not be violated, and the Company may incur unforeseen costs to protect its intellectual property through litigation which may

result in a negative impact on the reputation and revenue of the Company.

(g) **Reliance on Key Personnel**

The Company relies heavily on the experience and knowledge of its founding Managing Director Damian Arena, and the management and software development team. Over time, the Company will also be dependent on its ability to recruit and retain suitably qualified personnel such as those in its business development, customer success and support team. In the event that such key personnel leave the Company and the Company was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

(h) **Maintenance of Data base and Technology Risk**

The Company's business includes the collection of sensitive information and the Company has undertaken strategies to mitigate the potential of data corruption, hacking or other security breaches. In addition, the Company's technology is complicated and requires specialist skills to develop and maintain the program. Whilst every endeavour is undertaken by the Company to ensure the integrity of the system, there is no guarantee that there is not an error(s), bug(s) or unforeseen vulnerabilities within the platform as the Company continues its ongoing development. Should either of these risks eventuate, the Company may incur negative customer and brand feedback which overtime may impact on the financial performance of the Company

(i) **External "Hacker" Attacks and Reliance on the internet**

IODM business exclusively relies upon the availability of the Company's website and internet. Should an external party attempt to hack into the Company's website and compromise the integrity of the system, a hacker may disrupt the use of the service or attempt to extract sensitive client information for exploitation purposes. In addition, the Company is an internet business and should a third party internet provider, or access to the internet be affected in any way, the ability for the Company to service clients will be significantly impacted.

IODM has implemented risk management strategies to mitigate these risks but in no way can the Company guarantee the website and or internet from not being compromised. Should this occur the Company may be negatively impacted in financial, customer service and brand terms.

(j) **Sales & Marketing Risk**

At the successful completion of the Offer, the Company intends to invest in appropriate sales and marketing resources and strategies to drive revenue into the business. This includes but not restricted to the engagement of on-boarding personnel to assist with Certified Partners bringing clients onto the system, external market consultants to build the brand awareness domestically and internationally and, where appropriate, engage in the appropriate media to drive new client attraction to the IODM website. There are a number of factors than can influence the outcome of the sales and marketing strategy and there is no guarantee that the Company's strategy will be successful. A material failure in the sales and marketing strategy will have an impact on future revenue and ongoing profitability of the business.

(k) **Customer Service Risk**

The Company's ability to drive long term, sustainable revenues is dependent on meeting customer service expectations and the delivery of innovative client centric solutions. The loss of a client(s) will have an immediate impact on the financial position of the company through the loss of subscription revenue and the potential to generate further revenue through the multiple revenue opportunities within the Company.

(l) **Regulatory Risk**

IODM's principal country of operation is Australia and therefore the Company is subject to regulatory risk associated with Australian laws and regulations. Overtime, IODM intends to pursue a market entry strategy for countries including but not limited to the

United Kingdom, United States and some European and Asian countries. Given the potential for IODM to be operating in a multi jurisdiction legal environment, the regulatory risk is heightened and may result in increased compliance costs and associated resources allocated to the management of the real and perceived regulatory risk. Should there be an infringement, penalty or enforcement notice incurred by the Company, this may lead to a negative revenue and brand impact.

(m) **Foreign Exchange Risks**

The Company intends over time to operate in multiple international jurisdictions which means the Company will operate and be affected by multiple currencies and their future currency fluctuations. Accordingly, this may affect future profitability of IODM.

(n) **Contractual Disputes**

The Company's distribution strategy is dependent in part for a contractual agreement with professional advisors, industry associations and other such 3rd parties that have an interaction with the Company's target market. The Company has taken all steps available to ensure the integrity of these contracts, the Company is aware that there are associated risks when dealing with third parties including but not limited to insolvency, fraud, management failure. Should a third party contract fail, there is the potential for negative financial and brand damage.

(o) **No profit to date**

Whilst IODM is generating revenue, the Company has incurred losses since its inception and it is therefore not possible to evaluate its prospects based on past performance. The Company has a strong pipeline and the Directors are confident in the potential of the company to be going concern, there can be no certainty that the company can achieve long term sustainable profitability.

(p) **Future Funding Risk**

The Company believes that at the completion of the Capital Raising, the Company will have the necessary funding to meet expected capital requirements to fund future growth. The Company may seek to exploit a market opportunity e.g. an acquisition opportunity and may require additional debt or capital raise. There can be no assurance that such funding will be available on satisfactory terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results.

General risks

(a) **Economic and government risks**

The performance of the Company is affected by a number of external factors outside of the market in which the Company operates, these include the following:

- (i) general economic conditions within the jurisdictions in which the Company operates;
- (ii) changes in government policies, geo political factors, taxation and other laws in jurisdictions in which the Company operates;
- (iii) market sentiment in the domestic and international share market's; and
- (iv) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(b) **Share Market**

Share market conditions may affect the value of the Company's Securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;

- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

(c) **Environmental Risks**

The Company could potentially be liable for breaches of environmental laws or remediation costs arising from the Company's previous mining business, however the Directors are not aware of any actual or alleged liability in this regard.

(d) **Liquidity and Dilution Risk**

There are currently 972,962,861 Shares on issue which will be consolidated to 48,648,143 which will represent 11.80% of the total Shares on issue following re-quotation of the Company's Shares and the Prospectus capital raising. Of the total Shares on issue following re-quotation 18.19% represents the offer to the public pursuant to the Prospectus. Upon re-quotation of the Company's Shares, a significant portion of the Vendor Shares on issue will be subject to escrow restrictions imposed by the Listing Rules. Some investors may consider that there is an increased liquidity risk as a large portion of the issued capital may not be able to be traded freely for a period of up to 24 months.

The issue of the Consideration Shares to the Vendors under the IODM SSA will have a dilutionary effect on the Shareholders. The total amount of Shares on issue following completion of the Acquisition, Consolidation and Capital Raising (assuming no Options are exercised or milestones met in relation to the Performance Shares) will be 329,898,143 Shares. The table set out at section 1.8 above provides an indicative capital structure of the Company following completion of the Acquisition, Consolidation and Capital Raising.

Likewise, the issue of the Performance Shares and the subsequent issue of Shares upon the exercise of the Performance Shares will have a dilutionary effect on the Shareholders, including investors under this Prospectus. A summary of the Performance Shares terms are set out in Schedule 2.

The above list of risk factors is not an exhaustive list of risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company.

Section 1.15 as per Notice of Meeting

Sections 1.16, 1.17 and 1.18 of the Explanatory Statement are deleted and replaced with the following:

1.16 Directors' interest in the Acquisition

Mr Damien Arena and Mr Michael Bugelly are directors of IODM and are Proposed Directors of the Company. Accordingly, Mr Damien Arena and Mr Michael Bugelly have an interest in the proposed Acquisition.

In addition, Mr Mark Reilly is a current Director of the Company and is receiving Performance Shares as set out in Resolutions 6 and therefore also has an interest in the proposed Acquisition. None of the Company's existing Directors, other than Mr Mark Reilly, have any interest in the proposed Acquisition pursuant to the Agreement.

1.17 Conditional Resolutions

Resolutions 1, 2, 3, 4, 7, 8, 9 and 10 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 Resolutions 1, 2, 3, 4, 7, 8, 9 or 10 is not approved at the Meeting, none of them will take effect and the Agreement and other matters contemplated by the Resolutions will not be completed pursuant to this Notice.

Resolution 6 is inter-conditional, meaning that it will only take effect if Resolutions 1, 2, 3, 4, 7, 8, 9 and 10 are approved by the requisite majority of Shareholders' votes at the Meeting. If any one of Resolutions 1, 2, 3, 4, 7, 8, 9 or 10 is not approved at the Meeting, it will not take effect.

1.18 Directors' Recommendation

The Directors other than Mr Mark Reilly, who have a material personal interest in the Resolutions, recommend the Company's proposed acquisition of IODM the subject of the Agreement and that Shareholders vote in favour of all of the Resolutions.

Sections 2 – 5.2 as per Notice of Meeting

Section 6 of the Explanatory Statement is deleted and replaced with the following:

6. RESOLUTION 6 - ISSUE OF PERFORMANCE SHARES TO DIRECTOR – MR MARK REILLY

6.1 General

Under the terms of the SSA the Company has agreed, subject to obtaining Shareholder approval, to allot and issue an aggregate total of 7,500,000 Performance Shares (each on a post-Consolidation basis) to Mr Mark Reilly (**Related Party**) on the terms and conditions set out below. The Vendors required that the SSA provide for the Company to enter into appointment agreements with the Related Party and the issue of Performance Shares to each Related Party because the Vendors consider the skills and background that the Related Party contributes to the Board to be important for the ongoing management and success of the Company. In light of the above considerations, the Director(s) (in the absence of Mr Mark Reilly) consider that the grant of the Performance Shares to the Related Party (or his nominee) provide a cost effective way to remunerate the Related Party, as opposed to cash remuneration and is reasonable given the new direction of the Company which will align their interests with those of Shareholders.

6.2 Related Party Transaction

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
 - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Performance Shares to a Director requires the Company to obtain Shareholder approval because this constitutes giving a financial benefit and Mr Mark Reilly is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Shares to the Related Party because:

- (a) the SSA is conditional on the Company entering into an appointment agreement with the Related Party and the Performance Shares may be issued pursuant to that appointment agreement. In the event that Shareholder approval is not obtained for the issue of the Performance Shares to the Related Party, under the terms of the SSA the Company and the Vendors have agreed that the Company will provide alternative consideration (which will be comparable to the Performance Shares) to the Related Party for his ongoing role and the Related Party has agreed to continue his role with the Company on this basis;
- (b) the Performance Shares have the same terms and conditions as the Performance Shares being issued to the Vendors pursuant to the Agreement; and
- (c) the Performance Shares are to be issued as a financial benefit and part of the Related Party remuneration in the Related Party agreeing to remain on the Board post-Completion. The non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operation than it would if alternative cash forms of remuneration were given to the Related Party,

and as such the Board considers the issue of the Performance Shares were negotiated on an arm's length basis.

6.3 ASX Listing Rule 10.11

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

As the grant of the Performance Shares to the Related Party (or his nominee) involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. Accordingly, Shareholder approval is sought for the grant of Performance Shares to the Related Party (or his nominee).

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

ASX Listing Rules

The following information is provided to Shareholders in relation to Resolution 6 for the purposes of ASX Listing Rule 10.13:

- (a) The Performance Shares will be issued to Mr Mark Reilly who is a Director (or his nominee).
- (b) The maximum number of Performance Shares to be issued to Mr Mark Reilly is 7,500,000 Performance Shares;
- (c) The Performance Shares will be issued to the Related Party (or his nominee) no later than 1 month after the date of this General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) The Performance Shares will be issued for no consideration;
- (e) A voting exclusion statement has been included; and
- (f) No funds will be raised by the issue of the Performance Shares.

6.4 Voting

Note that a voting exclusion applies to Resolution 6 in the terms set out in the Notice of Meeting. In particular, Mr Mark Reilly, his associates and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 6, in which case an ASX announcement will be made.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Sections 7 - 10 as per Notice of Meeting

Schedule 1 of the Explanatory Statement is deleted and replaced with the following:

SUPPLEMENTARY SCHEDULE 1 – ALLOCATION of securities to be issued under resolutions 4 and 6

The consideration payable by the Company to Vendors under the Acquisition (on a post-Consolidation basis) is 175,000,000 fully paid ordinary shares in the Company to the shareholders of IODM as follows:

Arena IODM Portfolio Pty Ltd ATF Arena IODM Portfolio Trust*	63,161,865
Rogers IODM Portfolio Pty Ltd ATF Rogers IODM Portfolio Trust	56,232,143
EverFlow Technologies Inc	22,877,894
Delcue Pty Ltd ATF Kalaja Family Trust	5,699,225
Kalin Consulting Pty Ltd ATF Kaylia Family Trust	7,787,954
The Rufus Partnership (Vic) Pty Ltd**	17,491,745
Apex Private Wealth	1,749,174

* controlled by Damian Arena, the proposed new Managing Director of the Company.

**controlled by Michael Bugelly, proposed new Executive Director of the Company.

In accordance with the terms of the SSA the Company will, subject to shareholder approval, issue 82,500,000 Performances Shares as follows:

Recipient	Relationship to the Company	Performance Shares Class A	Performance Shares Class B	Performance Shares Class C	Performance Shares Class D	Performance Shares Class E	Performance Shares Class F	Performance Shares Class G	Total
Arena IODM Portfolio Pty Ltd ATF Arena IODM Portfolio Trust	Vendor and controlled by Damian Arena, the proposed new Managing Director of the Company	1,900,000	1,900,000	1,900,000	13,300,000	3,800,000	3,800,000	11,400,000	38,000,000
Rogers IODM Portfolio Pty Ltd ATF Rogers IODM Portfolio Trust	Vendor	785,000	785,000	785,000	5,495,000	1,570,000	1,570,000	4,710,000	15,700,000
Everflow Technologies Inc	Vendor	320,000	320,000	320,000	2,240,000	640,000	640,000	1,920,000	6,400,000
Delcue Pty Ltd ATF Kalaja Family Trust	Vendor	79,500	79,500	79,500	556,500	159,000	159,000	477,000	1,590,000
Kalin Consulting Pty Ltd ATF Kaylia Family Trust	Vendor	108,500	108,500	108,500	759,500	217,000	217,000	651,000	2,170,000
The Rufus Partnership (Vic) Pty Ltd	Vendor and controlled by Michael Bugelly, proposed new Executive Director of the Company	550,000	550,000	550,000	3,850,000	1,100,000	1,100,000	3,300,000	11,000,000
Apex Private Wealth	Vendor	7,000	7,000	7,000	49,000	14,000	14,000	42,000	140,000
Mark Reilly	Director of the Company and therefore a related party. The Performance Shares are to be issued as a financial benefit. The non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative, cash forms of remuneration were given to Mr Reilly.	375,000	375,000	375,000	2,625,000	750,000	750,000	2,250,000	7,500,000

The Glossary and Schedules 2 - 5 as per Notice of Meeting

SUPPLEMENTARY PROXY FORM

APPOINTMENT OF PROXY
PARADIGM METALS LIMITED
(TO BE RENAMED IODM LIMITED)
ACN 102 747 133

GENERAL MEETING

I/We

of

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 Meeting to be held at Level 1, 330 Churchill Avenue, Subiaco, 6008 on 29th March 2016 at 10:00 AM (WST), and at any adjournment thereof.

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

Voting on business of the Meeting

Resolution 1 – Change to Nature and Scale of Activities

FOR

☐

AGAINST

☐

ABSTAIN

☐

Resolution 2 – Consolidation of Capital

☐☐☐

Resolution 3 – Creation of a new class of Shares – Performance Shares

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Resolution 4 – Issue of Vendors Consideration Securities for
the Acquisition to Vendors

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Resolution 6 – Issue of Performance Shares to Director – Mr Mark Reilly

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Resolution 7 – Issue of Shares – Prospectus

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Resolution 8 – Issue of Shares and Options on conversion of IODM
Convertible Notes

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Resolution 9 – Issue of Broker Options

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Resolution 10 – Change of Company Name

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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.

Important for Resolution 6

If you have not directed your proxy how to vote as your proxy in respect of Resolution 6 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 6 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolution 6 and that votes cast by the Chair for Resolution 6, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 6.

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

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(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. 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.
2. **(Direction to vote):** 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 proportion or number of votes that the proxy may exercise by writing the percentage or 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.
3. **(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 provided 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):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Paradigm Metals Limited, Level 1, 330 Churchill Avenue, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9200 4469,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.