



Notice of extraordinary general meeting and explanatory statement

Entellec Limited

ACN 009 221 783

Date: Tuesday 15 July 2014

Time: 11.00am (Melbourne time)

Place: Grant Thornton
Wills Room, The Rialto
Level 30, 525 Collins Street
Melbourne, Victoria, Australia



NOTICE OF 2014 EXTRAORDINARY GENERAL MEETING

NOTICE is given that the 2014 Extraordinary General Meeting of Entellect Limited will be held at the offices of Grant Thornton, Wills Room, The Rialto, Level 30, 525 Collins Street, Melbourne, Victoria 3000 on Tuesday 15 July 2014 at 11.00am (Melbourne time).

BUSINESS

Shareholders are invited to consider the following items of business:

Resolution 1	Ratification of issue of Convertible Notes and Attaching Options
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 3 Convertible Notes and 75,000,000 free Attaching Options made by the Company on 6 December 2013.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>THAT for the purposes of ASX Listing Rules 7.1, 7.4 and for all other purposes:</i></p> <p>(a) <i>Shareholders approve and ratify the issue of 3 Convertible Notes for an aggregate subscription price of \$75,000 to Pebble Bay Capital Pte Ltd on 6 December 2013;</i></p> <p>(b) <i>Shareholders approve and ratify the issue of 75,000,000 Attaching Options exercisable at \$0.001 on or before 28 February 2015 to Pebble Bay Capital Pte Ltd on 6 December 2013 as free attaching options to the 3 Convertible Notes;</i></p> <p>(c) <i>Shareholders approve, in the event of conversion of the Convertible Notes, the issue of 75,000,000 conversion Shares to Pebble Bay Capital Pte Ltd or its nominee(s), being the maximum number of Shares that may be required to be issued on conversion of the 3 Convertible Notes; and</i></p> <p>(d) <i>Shareholders approve, in the event of the exercise of the Attaching Options, the issue of 75,000,000 underlying Shares to Pebble Bay Capital Pte Ltd or its nominee(s), being the maximum number of Shares that may be required to be issued on exercise of the 75,000,000 Attaching Options,</i></p> <p><i>on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by:</p> <p>(a) Pebble Bay Capital Pte Ltd;</p> <p>(b) any person who may participate in the issue of the conversion Shares, or underlying shares issued upon the exercise of the Attaching Options;</p> <p>(c) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and</p> <p>(d) any associates of the persons named in sub-paragraphs (a) – (c).</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <p>(e) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(f) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p>

Resolution 2	Ratification of issue of August 2013 Placement Shares
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 35,000,000 Shares made by the Company under a placement on 5 August 2013.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 35,000,000 Shares to the August 2013 Placement Subscribers at an issue price of \$0.001 per Share on 5 August 2013 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by the August 2013 Placement Subscribers and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 3	Ratification of issue of Shares to Jacobs Corporation Pty Ltd
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 80,000,000 Shares and 30,000,000 Shares made by the Company under two placements to Jacobs Corporation Pty Ltd on 24 October 2013 and 30 October 2013 respectively.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of:</i> <i>(a) 80,000,000 Shares on 24 October 2013; and</i> <i>(b) 30,000,000 Shares on 30 October 2013,</i> <i>to Jacobs Corporation Pty Ltd at an issue price of \$0.001 per Share on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by Jacobs Corporation Pty Ltd and any of its associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 4	Ratification of issue of Professional Services Shares
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 5,000,000 Professional Services Shares made by the Company on 11 February 2014 to Chess Capital Partners Pty Ltd in lieu of fees for professional services provided to the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 5,000,000 Professional Services Shares to Chess Capital Partners Pty Ltd on 11 February 2014 in lieu of fees for professional services provided to the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by Chess Capital Partners Pty Ltd and any of its associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 5	Ratification of issue of April 2014 Placement Shares
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 232,000,000 Shares made by the Company under the April 2014 Placement.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 232,000,000 Shares to the April 2014 Placement Subscribers at an issue price of \$0.002 per Share on 3 April 2014 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by the April 2014 Placement Subscribers and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 6	Approval of issue of April 2014 Placement Attaching Options
Description	The Company seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 116,000,000 April 2014 Placement Attaching Options to the April Placement Subscribers, without using the Company's 15% placement capacity under ASX Listing Rule 7.1

Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of approximately 116,000,000 April 2014 Placement Attaching Options (subject to fractional roundings), exercisable at \$0.002 each on or before 3 October 2015, to the April Placement Subscribers and/or their nominee(s) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> (a) the April Placement Subscribers and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b). <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (e) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 7	Approval of issue of Adviser Shares
Description	<p>Entellect seeks approval of Shareholders to be able to issue 10,000,000 Adviser Shares to Dynarest Pty Ltd in lieu of fees for capital raising services provided to the Company, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Adviser Shares to Dynarest Pty Ltd or its nominee(s) in lieu of fees for capital raising services provided to the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> (a) Dynarest Pty Ltd and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b). <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (e) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 8	Approval of issue of Proposed Placement Securities under Proposed Placement
Description	Entellect seeks approval of Shareholders to be able to issue 23,200,000 Proposed Placement Shares and 11,600,000 free Proposed Placement Attaching Options to the Proposed Placement Subscribers under the Proposed Placement, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 23,200,000 Proposed Placement Shares and approximately 11,600,000 Proposed Placement Attaching Options (subject to fractional roundings) exercisable at \$0.002 each on or before 3 October 2015, to the Proposed Placement Subscribers or their nominee(s), on such terms as more particularly described in the Explanatory Memorandum accompanying this Notice.</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by: (a) the Proposed Placement Subscribers and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b). However, the Company will not disregard a vote if it is cast by: (d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (e) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 9	Approval of issue of Conversion Securities pursuant to convertible loans
Description	Entellect seeks approval of Shareholders to be able to issue 25,000,000 Conversion Shares and 12,500,000 Conversion Options to retire debt under two convertible loans without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <i>THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,000,000 Conversion Shares and 12,500,000 Conversion Options, exercisable at \$0.002 each on or before 3 October 2015, to the lenders of two convertible loans on such terms as more particularly described in the Explanatory Memorandum accompanying this Notice.</i>

Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> (a) the lenders of the convertible loans and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b). <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (d) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (e) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.
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Resolution 10	Approval of issue of Shares to Mr Jeffrey Bennett in lieu of Director's fees
Description	The Company seeks shareholder approval for the issue of 25,000,000 Shares to Mr Jeffrey Bennett, Non-Executive Director of the Company, or his nominee(s), in lieu of Director's fees owing to Mr Bennett by Entellect, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p style="text-align: center;"><i>THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 25,000,000 Shares to Mr Jeffrey Bennett or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice.</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> (a) by Mr Jeffrey Bennett and his nominees and any of their associates; and (b) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or (a) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Resolution 11	Approval of issue of Shares to Mr Andrew Plympton in lieu of Director's fees
Description	The Company seeks shareholder approval for the issue of 25,000,000 Shares to Mr Andrew Plympton, Non-Executive Chairman of the Company, or his nominee(s), in lieu of Director's fees owing to Mr Plympton by Entellect, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p>THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 25,000,000 Shares to Mr Andrew Plympton or his nominee(s, in lieu of Director's fees, on the terms set out in the Explanatory Memorandum accompanying this Notice.</p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none"> (d) by Mr Andrew Plympton and his nominees and any of their associates; and (e) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (f) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or (b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Dated 13 June 2014

By order of the Board of Entellect Limited



Sophie Karzis
Company Secretary

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00 am (Melbourne time) on Sunday 13 July 2014** at the share registry, being the office of Automic Registry Services:

by post Automic Registry Services
Postal Address PO Box 223
West Perth, WA 6872

by personal delivery Automic Registry Services
Level 1, 7 Ventnor Ave
West Perth, WA 6005

by facsimile +61 8 9321 2337

by voting on-line <https://automic.7g.com.au/loginlisted.aspx>

Steps to follow to register your vote online

1. *SRN/HIN – enter your personal holder number*
2. *Enter your postcode if your holding has a registered address in Australia or your Country if it is registered overseas*
3. *Click the “Login” button*
4. *Click on the “Voting” tab to commence registering your voting intention*

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at 11.00 am **(Melbourne time)** on **Sunday 13 July 2014** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Amendments to proxy voting

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), which came into effect on 1 July 2011, introduces prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the chair of the Meeting to exercise your proxy on Resolution 10 and 11. In accordance with this express authority provided by you, the chair of the Meeting will vote in favour of Resolution 10 and 11. If you wish to appoint the chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The chair of the Meeting will be the Chairman of the Company, Andrew Plympton, who intends to vote all available undirected proxies in favour of each Resolution in the Notice.

If you appoint as your proxy any Director of the Company, except the Chairman Mr Plympton, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 10 and 11, he or she will not vote your proxy on that item of business.

QUESTIONS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your written questions via email to the Company Secretary at sk@ccounsel.com.au. Written questions must be received by no later than **5.00 pm on Tuesday 8 July 2014**.

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. A reasonable opportunity will also be provided to shareholders attending the Extraordinary General Meeting to ask questions of the Board, which the Chairman will seek to address to the extent reasonably practicable. However, there may not be sufficient time to answer all questions at the Extraordinary General Meeting. Please note that individual responses may not be sent to shareholders.

EXPLANATORY MEMORANDUM TO NOTICE OF 2014 EXTRAORDINARY GENERAL MEETING

Resolutions	Resolutions 1 – 5 (inclusive) – Ratification of previous issue of securities
Explanation	<p>The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under:</p> <ul style="list-style-type: none"> (a) the Company's capacity to issue Shares under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without Shareholder approval (7.1 Capacity); and (b) the Company's capacity to issue Shares under ASX Listing Rule 7.1A; as Shareholders will be aware, the Company sought and received Shareholder approval under ASX Listing Rule 7.1A at its 2013 Annual General Meeting to issue Shares of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under its 7.1 Capacity (7.1A Capacity). <p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue securities pursuant to its 7.1 Capacity, by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with Shareholder approval, provided that such issues did not breach the Company's 7.1 Capacity. If shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>ASX Listing Rule 7.4 permits the ratification of previous issues of securities made under a company's 7.1 Capacity, as well as its 7.1A Capacity.</p> <p>Accordingly, if Shareholders ratify the previous issues of securities made by Entellect by way of approving Resolutions 1 – 5 (inclusive), such securities will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rules 7.1 and 7.1A.</p>
Reason for Resolutions 1- 5 (inclusive)	<p>The effect of the ratifications sought under Resolutions 1 – 5 (inclusive) in accordance with ASX Listing Rule 7.4 is:</p> <ul style="list-style-type: none"> (a) the reinstatement of the Company's maximum 7.1 Capacity; this will effectively enable the Company to issue further Shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring Shareholder approval; and (b) the reinstatement of the Company's maximum 7.1A Capacity; this will effectively enable the Company to issue further Shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).

Voting Exclusions	Voting exclusions apply to each of Resolutions 1 – 5 (inclusive), as set out in the Notice.
Board Recommendation	<p>The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% and 10% of the issued capital of the Company under ASX Listing Rule 7.1 and 7.1A respectively.</p> <p>Save for as otherwise expressly stated in this Notice, the Directors do not currently have any specific intention to make any further issue of Shares without approval of Shareholders under ASX Listing Rule 7.1 or 7.1A in the next 12 months, unless such issue falls under an exception prescribed by ASX Listing Rule 7.2.</p> <p>The Directors consider it to be appropriate and prudent for approval to be sought at the Extraordinary General Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the Extraordinary General Meeting, the Company may be required to incur additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p> <p>On the basis of the foregoing, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 – 5 (inclusive).</p>
Chairman's available proxies	The Chairman of the Extraordinary General Meeting intends to vote all available proxies in favour of Resolutions 1 – 5 (inclusive).
Specific information for Resolution 1 – Ratification of issue of Convertible Notes and Attaching Options	
Explanation	<p>Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 3 Convertible Notes for an aggregate subscription price of \$75,000, and 75,000,000 free Attaching Options (on the basis of 25,000,000 free Attaching Options being issued per Convertible Note) made by the Company on 6 December 2013 pursuant to its 7.1 Capacity.</p> <p>In addition, the Company seeks Shareholder approval for the issue of 75,000,000 Shares, being the maximum number of Shares that may be required to be issued on conversion of the Convertible Notes, and the issue of 75,000,000 underlying Shares, being the maximum number of Shares that may be required to be issued on exercise of the 75,000,000 Attaching Options.</p> <p>The Company raised \$75,000 through the issue of the Convertible Notes, and the funds were applied to fund the Company's broader marketing of KNeoWORLD and on-going working capital requirements of the Company.</p> <p>Shareholder approval under ASX Listing Rule 7.1 was not required for the issue by the Company of the Convertible Notes and Attaching Options. The Company confirms that it was not in breach of ASX Listing Rule 7.1 at the time of the issue. However, the Company is now seeking that the issue of the Convertible Notes and Attaching Options be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1, pursuant to ASX Listing Rule 7.4.</p>

<p>Effect of Shareholder approval</p>	<p>If Shareholder approval is obtained under Resolution 1, the issue of the 3 Convertible Notes and the 75,000,000 Attaching Options, and any subsequent issue of Shares on conversion of the Convertible Notes and exercise of the Attaching Options, will be excluded from the calculation of the Company's 7.1 Capacity.</p>
<p>Information required by ASX Listing Rule 7.5</p>	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> ▪ No. of securities issued and price at which they were issued – <ul style="list-style-type: none"> ○ 3 Convertible Notes were issued, each for a subscription price of \$25,000 (total subscription price: \$75,000). The 3 Convertible Notes are convertible into a maximum of 75,000,000 Shares. ○ 75,000,000 free Attaching Options were issued for nil consideration to incentivise the Convertible Note holder (on the basis of 25,000,000 free Attaching Options per Convertible Note). The 75,000,000 Attaching Options may be exercised into a maximum of 75,000,000 underlying Shares. ▪ Terms of the securities – The terms and conditions of the Convertible Notes and Attaching Options are provided below. ▪ Recipient of issue – The Convertible Notes and Attaching Options were all issued to a professional investor, Pebble Bay Capital Pte Ltd on 6 December 2013. ▪ Use of funds raised – The funds raised by the issue of the Convertible Notes were applied to fund the Company's broader marketing of KNeoWORLD and on-going working capital requirements of the Company.
<p>Terms and conditions of the Convertible Notes</p>	<p>The terms of the Convertible Notes are summarised as follows:</p> <ol style="list-style-type: none"> 1. Each Convertible Note has a face value of \$25,000; 2. Each Convertible Note is unsecured, non-transferable without Entellect's consent, and will not be listed on the ASX; 3. Each Convertible Note has a maturity date of 28 February 2015 (Maturity Date). The principal sum of the Convertible Note will be repayable upon expiry if not redeemed prior to that time; 4. Each Convertible Note entitles the holder to 25,000,000 free Attaching Options (see below for terms of the Attaching Options). 5. Each Convertible Note bears interest at a rate of 10% per annum on the face value of the note if such interest is paid in cash; alternatively and at the note holder's election, the note will bear interest at 15% per annum on the face value of the note if interest is capitalised and paid out in shares. Interest will accrue and will be payable (whether in cash or shares) in arrears upon conversion or redemption. 6. If the Company is suspended from listing on the ASX, and this is not rectified by the Company within 7 days, the Convertible Note becomes immediately redeemable. Any amounts (whether principal or interest) unpaid in these circumstances will bear interest at 20% per annum;

	<p>7. Conversion will occur at the election of the note holder. The number of conversion Shares issued will be calculated on the basis of the face value of the Convertible Note(s) divided by the conversion price of \$0.001 (Conversion Price);</p> <p>8. The Convertible Note must be redeemed by the Company at its issue price by the Maturity Date if it has not been converted by such date;</p> <p>9. The maximum number of Shares that may be issued upon conversion of the 3 Convertible Notes is 75,000,000 Shares, based on the Conversion Price of \$0.001. The number of Shares to be issued as a result of conversion of the Convertible Notes will be adjusted to reflect any bonus issues, capital returns or other reconstructions in the manner provided by the ASX Listing Rules. Shares issued on the conversion of the Convertible Notes will have the same terms and rank equally in all respects with existing Shares in the Company. Entellect will apply to ASX for quotation of the conversion Shares.</p> <p>10. In the event that the conversion of a Convertible Note would result in a breach of any law without the approval of a governmental agency or the shareholders of the Company, and such consent or approval is withheld or not forthcoming, then the sole remedy of the note holder will be to demand repayment of the issue price of each Convertible Note, within 10 days of the date of receipt of any such notice. In the event that the Company fails to repay the issue price, interest at the rate of 20% per annum, calculated daily, will accrue on the amount outstanding, from the date of the default in payment, to the date of repayment in full.</p>
<p>Terms of Attaching Options</p>	<p>The terms of the Attaching Options are summarised as follows:</p> <ol style="list-style-type: none"> 1. Each Attaching Option entitles its holder to acquire one Share in Entellect on the following terms: <ul style="list-style-type: none"> ▪ Exercise price: \$0.001 ▪ Expiry date: 28 February 2015 (being the Maturity Date of the Convertible Notes) 2. The Company will not apply to ASX for quotation of the Attaching Options. 3. Shares issued on the exercise of the Attaching Options will have the same terms and rank equally in all respects with existing Shares in the Company. Entellect will apply to ASX for quotation of the underlying Shares upon exercise of the Attaching Options.
<p>Specific information for Resolution 2 – Ratification of issue of August 2013 Placement Shares</p>	
<p>Explanation</p>	<p>The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 35,000,000 Shares under a placement at an issue price of \$0.001 per Share on 5 August 2013, pursuant its 7.1A Capacity.</p> <p>The Company confirms that it was not in breach of ASX Listing Rule 7.1A at the time of the issue. However, the Company is now seeking that the issue of the August 2013 Placement Shares be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1A, pursuant to ASX Listing Rule 7.4.</p>

Effect of Shareholder approval	If Shareholder approval is obtained under Resolution 2, the issue of the August 2013 Placement Shares will be excluded from Entellect's calculation of its 7.1A Capacity.
Information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <ul style="list-style-type: none"> ▪ No. of shares issued – 35,000,000 ▪ Issue price per share – \$0.001 per Share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company ▪ Recipients of issue – August 2013 Placement Subscribers, being sophisticated and professional investors as follows: <ul style="list-style-type: none"> ○ 5,000,000 Shares to John Hatfield Pty Ltd <Super Fund A/C>; ○ 20,000,000 Shares to Kathleen Rose Zambuni; and ○ 10,000,000 Shares to Denis Marren. ▪ Use of funds raised – The funds raised under the August 2013 Placement were applied to meet the Company's on-going working capital requirements.
Specific information for Resolution 3 – Ratification of issue of Shares to Jacobs Corporation Pty Ltd	
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 80,000,000 Shares on 24 October 2013 and 30,000,000 Shares on 30 October 2013 under two placements to Jacobs Corporation Pty Ltd at an issue price of \$0.001 per Share, pursuant its 7.1A Capacity.</p> <p>The Company confirms that it was not in breach of ASX Listing Rule 7.1A at the time of the issues. However, the Company is now seeking that the issues of the Shares to Jacobs Corporation Pty Ltd be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1A, pursuant to ASX Listing Rule 7.4.</p>
Effect of Shareholder approval	If Shareholder approval is obtained under Resolution 3, the issue of total of 110,000,000 Shares issued to Jacobs Corporation Pty Ltd will be excluded from Entellect's calculation of its 7.1A Capacity.
Information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</p> <ul style="list-style-type: none"> ▪ No. of Shares issued – a total of 110,000,000 Shares, being 80,000,000 Shares on 24 October 2013 and 30,000,000 Shares on 30 October 2013. ▪ Issue price per share – \$0.001 per Share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company ▪ Recipients of issue – Jacobs Corporation Pty Ltd ▪ Use of funds raised – The funds raised were applied to meet the Company's on-going working capital requirements.

Specific information for Resolution 4 – Ratification of issue of Professional Services Shares	
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 5,000,000 Professional Services Shares to Chess Capital Partners Pty Ltd at a deemed issue price of \$0.001 on 11 February 2014 in lieu of fees for professional services, pursuant to Entellect's 7.1 Capacity.</p> <p>Shareholder approval under ASX Listing Rule 7.1 was not required for the issue of the Professional Services Shares. The Company confirms that it was not in breach of ASX Listing Rule 7.1 at the time of the issue. However, the Company is now seeking that the issue of the Professional Services Shares be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1, pursuant to ASX Listing Rule 7.4.</p>
Effect of shareholder approval	If Shareholder approval is obtained under Resolution 4, the issue of the Professional Services Shares will be excluded from Entellect's calculation of its 7.1 Capacity
Information required by ASX Listing Rule 7.5	<p>As stated above, the Company issued the Professional Services Shares in lieu of fees for professional services provided to the Company.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> ▪ No. of shares issued – 5,000,000 ▪ Issue price per share – Nil cash consideration; deemed issue price of \$0.001 per Share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company ▪ Recipient of issue – Chess Capital Partners Pty Ltd ▪ Use of funds raised – The Shares were issued in lieu of fees for professional services provided by Chess Capital Partners Pty Ltd to Entellect; no funds were raised under the issue.
Specific information for Resolution 5 – Ratification of issue of April 2014 Placement Shares	
Explanation	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares under the April 2014 Placement, under which 232,000,000 Shares were issued at an issue price of \$0.002 per Share on 3 April 2014. The April 2014 Placement Shares were issued to a number of sophisticated and professional investors pursuant to Entellect's 7.1 Capacity and 7.1A Capacity as follows:</p> <ul style="list-style-type: none"> ▪ 172,702,423 Shares under Entellect's 7.1 Capacity; and ▪ 59,297,577 Shares under Entellect's 7.1A Capacity <p>The Company confirms that it was not in breach of ASX Listing Rules 7.1 and 7.1A at the time of the issue. However, the Company is now seeking that the issue of the April 2014 Placement Shares be treated as having been made with shareholder approval for the purposes of ASX Listing Rules 7.1 and 7.1A, pursuant to ASX Listing Rule 7.4.</p>

Effect of shareholder approval	If shareholder approval is obtained under Resolution 5, the issue of the April 2014 Placement Shares will be excluded from Entellect's calculation of its 7.1 Capacity and 7.1A Capacity.
Information required by ASX Listing Rule 7.5	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> ▪ No. of shares issued – A total of 232,000,000 Shares, specifically: <ul style="list-style-type: none"> ○ 172,702,423 Shares under Entellect's 7.1 Capacity; and ○ 59,297,577 Shares under Entellect's 7.1A Capacity ▪ Issue price per share – \$0.002 per Share ▪ Terms of shares – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. ▪ Basis on which April 2014 Placement Subscribers were determined – The Shares were issued under the April 2014 Placement to the April 2014 Placement Subscribers, who are various sophisticated and professional investors who were new investors introduced by Entellect's advisers and existing Shareholders, none of which are related parties of the Company. ▪ Use of funds raised – The funds raised under the April 2014 Placement were applied to meet the Company's on-going working capital requirements.

Resolution 6	Approval of issue of April 2014 Placement Attaching Options		
Explanation	<p>As advised to the market on 3 April 2014, under the terms of the April 2014 Placement, the Company agreed to issue to the April 2014 Placement Subscribers free attaching options on the basis of one April 2014 Placement Attaching Option for every two Shares subscribed for under the placement, subject to Shareholder approval obtained at this Extraordinary General Meeting.</p> <p>Resolution 6, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of approximately 116,000,000 April 2014 Placement Attaching Options (which number may vary due to fractional roundings) for nil consideration. The April 2014 Placement Attaching Options will be exercisable at \$0.002 each on or before 3 October 2015.</p> <p>The issue price of \$0.002 per Share under the April 2014 Placement was predicated upon the Company being able to issue one free April 2014 Placement Attaching Option for every 2 Shares subscribed for under the placement.</p>		
Reason for Resolution 6	The effect of Resolution 6 will be to allow the Company to issue up the April 2014 Placement Attaching Options during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.		
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table border="0"> <tr> <td style="vertical-align: top;">Maximum no. of securities to be issued</td> <td>116,000,000 April 2014 Placement Attaching Options (which number may vary slightly subject to fractional roundings)</td> </tr> </table>	Maximum no. of securities to be issued	116,000,000 April 2014 Placement Attaching Options (which number may vary slightly subject to fractional roundings)
Maximum no. of securities to be issued	116,000,000 April 2014 Placement Attaching Options (which number may vary slightly subject to fractional roundings)		

	<p>Date by which securities will be issued</p> <p>If Shareholder approval is obtained for Resolution 6, the Company will issue the April 2014 Placement Attaching Options as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security</p> <p>In accordance with the terms of the April 2014 Placement, the April 2014 Placement Attaching Options will be issued for nil consideration as free attaching options to the April 2014 Placement Shares on a 1-for-2 basis.</p> <p>Basis on which allottees will be determined</p> <p>The options will be issued to the April 2014 Placement Subscribers (who are various sophisticated and professional investors who were new investors introduced by Entellect's advisers and existing Shareholders, none of which are related parties of the Company) and/or their nominees, on the basis of one attaching option to every two Shares subscribed for under the April 2014 Placement.</p> <p>Terms of securities</p> <p>The April 2014 Placement Attaching Options will be exercisable at \$0.002 each on or before 3 October 2015; the Company will not apply to ASX for quotation of the options. The underlying shares issued upon the exercise of the options will rank equally with all existing Shares on issue in the Company.</p> <p>Use of funds raised</p> <p>The April 2014 Placement Attaching Options are to be issued as free attaching options, on the basis of 1 option for every 2 Shares subscribed for under the April 2014 Placement. Accordingly, whilst the Company raised \$464,000 under the April 2014 Placement (before costs), no funds will be raised directly from the issue of the April 2014 Placement Attaching Options.</p> <p>In the event that any funds are raised by the exercise of the April 2014 Placement Attaching Options prior to their expiry date of 3 October 2015, the Company expects that it will apply such funds towards its general working capital requirements.</p> <p>Voting Exclusion Statement</p> <p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p>Board Recommendation</p>	<p>As stated above, the Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity. In addition, the Directors note that the exercise of the April 2014 Placement Attaching Options will provide a source of revenue for the Company whilst further aligning the interests of the April 2014 Placement Subscribers with that of existing Shareholders. On the basis of the foregoing, the Directors unanimously recommend that Shareholders vote in favour of Resolution 6.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 6.</p>

Resolution 7	Approval of issue of Adviser Shares
Explanation	Resolution 7, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 10,000,000 Adviser Shares to Dynarest Pty Ltd or its nominee(s) in lieu of fees due and payable to Dynarest Pty Ltd for capital raising services provided to the Company.
Reason for Resolution 7	The effect of Resolution 7 will be to allow the Company to issue the Adviser Shares during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Maximum no. of securities to be issued 10,000,000 Adviser Shares</p> <p>Date by which securities will be issued If Shareholder approval is obtained for Resolution 7, the Company will issue the Adviser Shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security The Adviser Shares will be issued at nil cash consideration and at a deemed issue price of \$0.002.</p> <p>Recipient of issue The Adviser Shares will be issued to Dynarest Pty Ltd.</p> <p>Terms of securities The Adviser Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised No funds will be raised from the issue of the Adviser Shares as they are being issued for nil cash consideration but as consideration for the services provided by Dynarest.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
Board Recommendation	As stated above, the Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity. The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 7.

Resolution 8	Approval of issue of Proposed Placement Securities under Proposed Placement
Explanation	Resolution 8, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 23,200,000 Proposed Placement Shares and approximately 11,600,000 free Proposed Placement Attaching Options to the Proposed Placement Subscribers under the Proposed Placement, on the basis of one option for every two Shares subscribed for under the placement,
Reason for Resolution 8	The effect of Resolution 8 will be to allow the Company to raise funds of \$46,400 via the issue of the Proposed Placement Securities during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.
Specific information required by ASX Listing Rule 7.3	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <p>Maximum no. of securities to be issued 23,200,000 Shares and approximately 11,600,000 free Proposed Placement Attaching Options (which number may vary slightly subject to fractional roundings)</p> <p>Date by which securities will be issued If Shareholder approval is obtained for Resolution 8, the Company will issue the Proposed Placement Securities as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security The Proposed Placement Shares will be issued for \$0.002 per Share. The Proposed Placement Attaching Options will be issued for nil cash consideration as free attaching options to the Proposed Placement Shares on a 1-for-2 basis.</p> <p>Recipient of issue The Proposed Placement Securities will be issued to sophisticated and professional investors as follows:</p> <ul style="list-style-type: none"> ▪ 11,600,000 Shares and 5,800,000 Proposed Placement Attaching Options to Sagrada Familia Holdings Pty Ltd; and ▪ 11,600,000 Shares and 5,800,000 Proposed Placement Attaching Options to Pebble Bay Capital Pte Ltd. <p>Terms of securities The Proposed Placement Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>The Proposed Placement Attaching Options will be exercisable at \$0.002 each on or before 3 October 2015; the Company will not apply to ASX for quotation of the options. The underlying shares issued upon the exercise of the options will rank</p>

	<p>equally with all existing Shares on issue in the Company.</p> <p>Use of funds raised The Company will raise \$46,400 from the issue of the Proposed Placement Shares, and intends to apply the funds raised to meet the Company's working capital requirements.</p> <p>The Proposed Placement Attaching Options are to be issued as free attaching options, on the basis of 1 option for every 2 Shares subscribed for under the Proposed Placement. Accordingly, whilst the Company will raise \$46,400 under the Proposed Placement (before costs), no funds will be raised directly from the issue of the Proposed Placement Attaching Options. In the event that any funds are raised by the exercise of the Proposed Placement Attaching Options prior to their expiry date of 3 October 2015, the Company expects that it will apply such funds towards its general working capital requirements.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
Board Recommendation	As stated above, the Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity whilst raising funds to support the working capital requirements of the Company. The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8.

Resolution 9	Approval of issue of Conversion Securities pursuant to convertible loans
Explanation	<p>Resolution 9, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 25,000,000 Conversion Shares and 12,500,000 Conversion Options, exercisable at \$0.002 on or before 3 October 2015, to retire debt under two existing loans (Conversion Securities).</p> <p>The Company has entered into loans with two lenders who are professional and sophisticated investors for an aggregate value of \$50,000 for the purposes of supplying working capital for the Company. In order to preserve the Company's cash resources, the lenders and Entellect have agreed to the conversion of the loans in full and final satisfaction of the Company's repayment obligations.</p>
Reason for Resolution 9	The effect of Resolution 9 will be to allow the Company to retire debt of \$50,000 by issuing the Conversion Securities during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.
Specific information required by ASX Listing Rule 7.3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:

	<p>Maximum no. of securities to be issued 25,000,000 Conversion Shares and 12,500,000 Conversion Options</p> <p>Date by which securities will be issued If Shareholder approval is obtained for Resolution 8, the Company will issue the Conversion Securities as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</p> <p>Issue price per security The Conversion Securities will be issued for nil cash consideration to retire debt; the Conversion Shares will be issued for a deemed issue price of \$0.002 per Share.</p> <p>Recipient of issue The Conversion Securities will be issued to the two lenders of the loans, who are sophisticated and professional investors as follows:</p> <ul style="list-style-type: none"> ▪ 12,500,000 Shares and 6,250,000 Conversion Options to Stillmore Holidays Pty Ltd (which provided a loan of \$25,000 to Entellect); and ▪ 12,500,000 Conversion Shares and 6,250,000 Conversion Options to Consolidated Investments Pty Ltd (which provided a loan of \$25,000 to Entellect). <p>Terms of securities The Conversion Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>The Conversion Options will be exercisable at \$0.002 each on or before 3 October 2015; the Company will not apply to ASX for quotation of the options. The underlying shares issued upon the exercise of the options will rank equally with all existing Shares on issue in the Company.</p> <p>Use of funds raised No funds will be raised directly from the issue of the Conversion Securities as the securities are being issued to retire debt of \$50,000. In the event that any funds are raised by the exercise of the Conversion Options prior to their expiry date of 3 October 2015, the Company expects that it will apply such funds towards its general working capital requirements.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p>Board Recommendation</p>	<p>The Directors consider that it would be in the interests of the Company to preserve its cash resources by discharging its obligations of cash repayment of the loans by issuing the Conversion Securities. As stated above, the Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity in issuing the Conversion Securities. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 9.</p>

Chairman's available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 9.

Resolutions 10 - 11**Approval of issue of Shares to Directors in lieu of Director's fees****Explanation**

Messrs Andrew Plympton (Chairman) and Jeffrey Bennett are currently respectively entitled to receive cash remuneration of \$48,000 and \$42,000 per annum for their services as Non-Executive Directors of Entellect.

The Directors previously resolved that due to challenging market conditions and in order to preserve the Company's funds, effective 1 January 2013 a portion of Non-Executive Directors fees would not be taken in cash but would instead be accrued and paid in Shares, subject to obtaining the prior approval of Shareholders. This was deemed by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, which concurrently sought to further align the interests of the Non-Executive Directors with that of Shareholders.

Effective 1 January 2013 and as at 31 May 2014, the fees which have accrued and are owing to Messrs Plympton and Bennett are as follows:

Director	Fees owing
Mr Andrew Plympton	\$80,300.00
Mr Jeffrey Bennett	\$65,450.00

The Share issues proposed under Resolutions 10 and 11 are the result of the agreement of Non-Executive Directors Andrew Plympton and Jeffrey Bennett to forego cash payments (totalling \$50,000 per Director) for part of their normal remuneration, and do not constitute additional payments to those Non-Executive Directors.

The 25,000,000 Shares proposed to be issued to each of Messrs Plympton and Bennett will be issued at a deemed issue price of \$0.002 per Share, and the deemed value of the Shares to be issued to each Director will be \$50,000. Where Shareholder approval is received for Resolutions 10 and 11 and the Company issues the Shares the subject of those resolutions to Messrs Plympton and Bennett, the outstanding fees owed by Entellect to each Director will be reduced by \$50,000. Accordingly, subject to Shareholder approval of Resolutions 10 and 11, the fees which will remain owing to Messrs Plympton and Bennett for the period between 1 January 2013 and 31 May 2014 will be as follows:

Director	Fees owing
Mr Andrew Plympton	\$30,300.00
Mr Jeffrey Bennett	\$15,450.00

The remaining outstanding fees will be paid out in cash to the Directors at such time that the Company has cash reserves in excess of its working capital requirements, as reasonably determined by the Board.

An alternative to the issue of the Shares to Messrs Plympton and Bennett would be to make full payment of their outstanding Directors' fees in cash. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, the Board considers the issue of the Shares to be an appropriate cash-free method of remunerating the Non-Executive Directors for their commitment and contribution to the Company.

	<p>The Shares are to be issued to Directors or their nominee(s) in lieu of their director's fees, and as such the Shares will be issued for nil consideration and no funds will be raised as a result.</p>						
<p>Approval not sought under Chapter 2E of the Corporations Act</p>	<p>For the purposes of Chapter 2E, Messrs Plympton and Bennett are related parties of the Company, by virtue of section 228(2) of the Corporations Act.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company. In the view of the Board, the issue of the Shares to Messrs Plympton and Bennett in lieu of their foregone cash fees constitutes "reasonable remuneration" in respect of each of the Directors and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give Messrs Plympton and Bennett the financial benefit that is inherent in the issue to them of the Shares.</p>						
<p>Reason for Resolutions 10 and 11</p>	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As Directors of Entellect, Messrs Plympton and Bennett are related parties of the Company and accordingly Resolutions 10 and 11 seek the Shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares the Directors.</p> <p>If Shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant Resolutions 10 and 11 will not be included in the calculation of the Company's 7.1 Capacity.</p>						
<p>Specific information required by ASX Listing Rule 10.13</p>	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table border="0" data-bbox="483 1485 1414 1921"> <tr> <td data-bbox="483 1485 762 1574">Maximum no. of securities to be issued</td> <td data-bbox="778 1485 1414 1574">50,000,000 Shares</td> </tr> <tr> <td data-bbox="483 1608 762 1697">Date by which securities will be issued</td> <td data-bbox="778 1608 1414 1821">If Shareholder approval is obtained for Resolutions 10 and 11, the Company will issue the Shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).</td> </tr> <tr> <td data-bbox="483 1854 762 1921">Issue price per security</td> <td data-bbox="778 1854 1414 1921">The Shares will be issued at nil cash consideration and at a deemed issue price of \$0.002.</td> </tr> </table>	Maximum no. of securities to be issued	50,000,000 Shares	Date by which securities will be issued	If Shareholder approval is obtained for Resolutions 10 and 11, the Company will issue the Shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).	Issue price per security	The Shares will be issued at nil cash consideration and at a deemed issue price of \$0.002.
Maximum no. of securities to be issued	50,000,000 Shares						
Date by which securities will be issued	If Shareholder approval is obtained for Resolutions 10 and 11, the Company will issue the Shares as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).						
Issue price per security	The Shares will be issued at nil cash consideration and at a deemed issue price of \$0.002.						

	<p>Recipient of issue 25,000,000 Shares will be issued to Jeffrey Bennett or his nominee(s) under Resolution 10.</p> <p>25,000,000 Shares will be issued to Andrew Plympton or his nominee(s) under Resolution 11.</p> <p>Terms of securities The Shares are fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised No funds will be raised by the issue of Shares to Messrs Plympton and Bennett or their nominee(s), although the Company's liability to those Directors in relation to their accrued Directors' fees will be partially satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p> <p>Voting Exclusion Statement A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<p>Board Recommendation</p>	<p>Resolution 10</p> <p>Mr Bennett declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of Resolution 10 as they consider it to be in the interests of the Company, in the current economic circumstances to preserve the Company's cash to the extent resulting from the passing of this Resolution and directing such cash into the growth of the Company's business.</p> <p>The Board (other than Mr Bennett) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to approve Resolution 10.</p> <p>Resolution 11</p> <p>Mr Plympton declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of Resolution 11 as they consider it to be in the interests of the Company, in the current economic circumstances to preserve the Company's cash to the extent resulting from the passing of this Resolution and directing such cash into the growth of the Company's business.</p> <p>The Board (other than Mr Plympton) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to approve Resolution 11.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 10 and 11.</p>

Definitions	
7.1 Capacity	Means the Company's capacity to issue Shares under ASX Listing Rule 7.1.
7.1A Capacity	Means the Company's capacity to issue Shares under ASX Listing Rule 7.1A.
Adviser Shares	Means 10,000,000 Shares the subject of Resolution 7, which are proposed to be issued to Dynarest Pty Ltd at a deemed issue price of \$0.002 in lieu of fees for capital raising services provided to Entellect.
April 2014 Placement	Means the capital raising placement the subject of Resolution 5, undertaken by the Company on 3 April 2014, under which the Company issued 232,000,000 Shares to the April 2014 Placement Subscribers at an issue price of \$0.002 per Share.
April 2014 Placement Attaching Options	Means the free attaching options to the Shares subscribed for under the April 2014 Placement (on a 1-for-2 basis) the subject of Resolution 6, each of which is exercisable into a Share upon payment of an exercise price of \$0.002, on or before 3 October 2015.
April 2014 Placement Subscribers	Means the subscribers to the April 2014 Placement, being various sophisticated and professional investors who were both new investors introduced by Entellect's advisers and existing Shareholders, none of which are related parties of the Company.
Attaching Options	Means the free attaching options to the Convertible Notes the subject of Resolution 1, each of which is exercisable into a Share upon payment of an exercise price of \$0.001, on or before 28 February 2015.
August 2013 Placement	Means the capital raising placement the subject of Resolution 2, undertaken by the Company on 5 August 2013, under which the Company issued 35,000,000 Shares to the August 2013 Placement Subscribers at an issue price of \$0.001 per Share.
August 2013 Placement Subscribers	Means the subscribers to the August 2013 Placement, being the professional and sophisticated investors John Hatfield Pty Ltd, Kathleen Rose Zambuni and Denis Marren
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the <i>Corporations Act</i> , and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or Entellect	Means Entellect Limited ACN 009 221 783

Convertible Notes	Means the convertible notes the subject of Resolution 1 which were issued to Pebble Bay Capital Pte Ltd on 6 December 2014, each for a subscription price of \$25,000, and each of which entitled the holder to receive 25,000,000 free Attaching Options.
Conversion Options	Means the 12,500,000 options, each of which is exercisable into a Share upon payment of an exercise price of \$0.002, on or before 3 October 2015, proposed to be issued to the lenders of loans to Entellect in conversion of such loans.
Conversion Securities	Means the Conversion Shares and Conversion Options.
Conversion Shares	Means the 25,000,000 Shares proposed to be issued to the lenders of loans to Entellect in conversion of such loans.
Corporations Act	Means the Corporations Act 2001 (Cth)
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Professional Services Shares	Means 5,000,000 Shares the subject of Resolution 4, which were issued to Chess Capital Partners Pty Ltd at a deemed issue price of \$0.001 on 11 February 2014 in lieu of fees for professional services.
Proposed Placement	Means the capital raising placement the subject of Resolution 8 which the Company proposes to undertake, under which the Company will issue 23,200,000 Shares at an issue price of \$0.002 per Share and 11,600,000 free Proposed Placement Attaching Options to the Proposed Placement Subscribers.
Proposed Placement Attaching Options	Means the 11,600,000 free attaching options (which number may vary due to fractional rounding) to the Proposed Placement Shares subscribed for under the Proposed Placement on a 1-for-2 basis, each of which is exercisable into a Share upon payment of an exercise price of \$0.002, on or before 3 October 2015.
Proposed Placement Securities	Means the Proposed Placement Shares and the Proposed Placement Attaching Options.
Proposed Placement Shares	Means the 23,200,000 Shares to be issued under the Proposed Placement.
Share	Means a fully paid ordinary share in the capital of Entellect.

-ENDS

Entellect Limited
 ACN 009 221 783

Security Holder Appointment of Proxy – Extraordinary 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, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Extraordinary General Meeting to be held at 11:00am (Melbourne time) on 15 July 2014 at the offices of Grant Thornton, Wills Room, The Rialto, Level 30, 525 Collins Street, Melbourne, and at any adjournment thereof.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

The Chair intends to vote undirected proxies in favour of all Resolutions. If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote against, or abstain from voting on a Resolution by marking the appropriate box(es) below.

VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Ratification of issue of Convertible Notes and Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of Adviser Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of August 2013 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval Proposed Placement Securities under Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of Shares to Jacobs Corporation Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of issue of Conversion Securities pursuant to convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of Professional Services Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of issue of Shares to Mr Jeffrey Bennett in lieu of Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of April 2014 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of issue of Shares to Mr Andrew Plympton in lieu of Director's fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of April 2014 Placement Attaching Options	<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 if one is called.

SIGNATURE OF SHAREHOLDER(S):

Individual or Shareholder 1

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:** 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.

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:

Online – via our share registry @ <https://automic.7g.com.au/loginlisted.aspx>

1. Security Code – using the dropdown box select "Entellect Limited"
2. SRN/HIN – enter your personal holder number
3. Enter your postcode if your holding has a registered address in Australia or your Country if it is registered overseas
4. Click the "Login" button
5. Click on the "Voting" tab to commence registering your voting intention

Post

Entellect Limited
C/- Automic Registry Services
PO Box 223
WEST PERTH WA 6872

Hand Delivery

Automic Registry Services
Level 1, 7 Ventnor Avenue
WEST PERTH WA 6005

Facsimile - to the Company on facsimile number +61 8 9321 2337

Proxy Forms received later than this time will be invalid