

MULTI CHANNEL SOLUTIONS LIMITED

ACN 006 569 124

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDST)
DATE: Tuesday, 25 November 2014
PLACE: Unit 1, 2 Turbo Road, Kings Park, NSW, 2148

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Chairman on +61 2 9672 8777.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at

- 11.00am (AEDST) on Tuesday, 25 November 2014
- Unit 1, 2 Turbo Road, Kings Park, NSW, 2148

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

- post to Roger Smith, Unit 1, 2 Turbo Road, Kings Park, NSW, 2148;
- send by facsimile to Roger Smith on (02) 9671 1808 (within Australia) or +61 2 9671 1808 (outside Australia),

so that it is received not later than 11.00am (AEDST) on Sunday 23 November 2014.

Proxy Forms received later than this time will be invalid.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDST) on Friday 21 November 2014.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 11.00am (AEDST) on Tuesday 25 November 2014 at Unit 1, 2 Turbo Road, Kings Park, New South Wales.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Annual General Meeting.

Terms and abbreviations used in this Notice of Annual General Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. Annual Reports

To receive and consider the financial statements of the Company and the reports of the Directors and auditors for the financial year ended 30 June 2014.

2. RESOLUTION 1 - Remuneration Report (Non-binding)

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders adopt the Remuneration Report set out in the Annual Report for the financial year ending 30 June 2014.”

Voting Exclusion: A vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report contained within the Annual Report or a closely related party of such member. However, such persons may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of this Resolution. If you wish to vote against this Resolution or you wish to abstain from voting on this Resolution you should mark the relevant box in the attached Proxy Form. Please see the directions on the Proxy Form relating to authorisation of the Chairman to vote undirected proxies.

3. RESOLUTION 2 - Re-election of Director – Clay Moore

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

“That Clay Moore, a Director retiring in accordance with clause 12.2 of the Constitution, and being eligible, is re-elected as a Director of the Company.”

The Chairman intends to vote all undirected proxies in favour of this Resolution.

4. **RESOLUTION 3 - Ratification of Placement Shares**

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

"That, for the purposes of ASX Listing Rule 7.4, approval be given in respect of the issue of 34,027,777 fully paid ordinary Shares at an issue price of \$0.003673 per Share to an unrelated, sophisticated investor on 26 September 2014 raising a total of \$125,000 on the terms and conditions as set out in the Explanatory Statement."

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

The Chairman intends to vote all undirected proxies in favour of this Resolution.

5. **RESOLUTION 4 – Ratification of issue of Shares under Alliance Agreement**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4, approval be given in respect of the issue of 50,000,000 fully paid ordinary shares in the Company on 19 February 2014 to Triple R International Co., Ltd on the terms and conditions as set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who participated in the issue the subject of this Resolution and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or 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.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

6. **RESOLUTION 5 - Approval of 10% Placement Facility**

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

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

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

The Chairman intends to vote all undirected proxies in favour of this resolution.

BY ORDER OF THE BOARD

Roger Smith
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDST) on Tuesday 25 November 2014 at Unit 1, 2 Turbo Road, Kings Park, NSW, 2148.

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

1. ANNUAL REPORT

The Corporations Act 2001 (Cth) requires the financial report (which includes the financial statements and the directors' declaration), the directors' reports and the auditor's report to be presented to the Annual General Meeting each year. The financial statements for the financial year ending 30 June 2014 are to be tabled and considered at the Annual General Meeting.

There is no requirement either in the Corporations Act or in the Constitution for Shareholders to approve the financial reports, the directors' reports or the auditor's reports. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial report. The Company's auditor will also be present at the Annual General Meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company and the independence of the auditor.

The financial report for the year ended 30 June 2014 is set out in the Annual Report at pages 3 to 7. A copy of the Annual Report for the financial year ended 30 June 2014 is available via the Company's ASX platform (www.asx.com.au - ASX code: MUT).

2. RESOLUTION 1 - REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is included in the Directors' report and set out on pages 3 to 7 of the Annual Report. It is also available from on the Company's ASX online platform (www.asx.com.au - ASX code: MUT).

The Remuneration Report:

- (a) describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- (b) sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- (c) explains the difference between the basis for remunerating non-executive Directors and executives, including executive Directors.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

2.1 Recommendation

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

3. RESOLUTION 2: RE-ELECTION OF CLAY MOORE

Clay Moore was elected as a Director on 21 December 2009. In accordance with clause 12.2 of the Constitution, Clay Moore retires by rotation and offers himself for re-election as a Director.

Clay Moore has been serving the Company as the President of Home and Business Consumer Products LLC (in which he has a 49% shareholding) since December 2009. Clay brings to the Board over 20 years' experience in sales and marketing.

3.1 Recommendation

The Directors (other than Clay Moore) recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: RATIFICATION OF ISSUE OF PLACEMENT SHARES

On 26 September 2014, the Company completed a placement of 34,027,777 Shares (**Placement Shares**) to John Iori, an unrelated, sophisticated investor, under a placement raising \$125,000 which will be used for general working capital of the Company.

The issue of the Placement Shares was conducted without disclosure under section 708 of the Corporations Act and did not breach ASX Listing Rule 7.1.

Approval is now sought pursuant to ASX Listing Rule 7.4 to the issue of the Placement Shares. Such approval will enable the Company to refresh its ability to issue further securities in the future without seeking shareholder approval in accordance with ASX Listing Rule 7.1.

4.1 ASX Listing Rule 7.1

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities, provided the issue was not in breach of ASX Listing Rule 7.1. Shareholders are being asked to approve the issue of the Placement Shares in accordance with ASX Listing Rule 7.4.

If the Placement Shares are treated as having been made with shareholder approval pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities under ASX Listing Rule 7.1 is restored. The Directors consider it prudent to retain the capacity to issue further securities in the future if required and, accordingly, seek Shareholders' approval to the issue of the Placement Shares as set out in Resolution 3.

4.2 Information required under ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Placement Shares:

- (a) under the Company's placement capacity under ASX Listing Rule 7.1, on 26 September 2014 the Company issued 34,027,777 Shares at \$0.003673 per Share;
- (b) the Placement Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;

- (c) the Placement Shares were allotted and issued to John Iori who is an unrelated sophisticated investor; and
- (d) the funds raised from Placement were used for general working capital purposes of the Company.

4.3 Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

5. RESOLUTION 4: RATIFICATION OF ISSUE OF SHARES TO TRIPLE R UNDER THE ALLIANCE AGREEMENT

As detailed in the Company's ASX announcement dated 20 February 2014, on 19 February 2014 the Company entered into an Alliance Agreement with Triple R pursuant to which Triple R has been engaged to source and supply exclusive products for distribution by the Company and its subsidiaries, Bronson Marketing and Home and Business Consumer Products LLC.

The Alliance Agreement entered into in February 2014 required the Company to issue to Triple R (subject to all relevant shareholder and regulatory approvals):

- (a) 50,000,000 Shares upon entry into the Alliance Agreement; and
- (b) up to 100,000,000 Shares and 100,000,000 Options upon the achievement of various performance milestones within 12 months from the date of the Alliance Agreement.

Accordingly, on 19 February 2014, the Company issued 50,000,000 Shares (**Execution Shares**) to Triple R under its placement capacity under ASX Listing Rule 7.1 in accordance with its obligations under the Alliance Agreement.

5.2 ASX Listing Rule 7.1

Brief summaries of ASX Listing Rules 7.1 and 7.4 are set out in section 4.1 above.

The Company is seeking Shareholder approval to ratify the issue of the Execution Shares to Triple R under ASX Listing Rule 7.4 to restore the Company's capacity to issue further securities under ASX Listing Rule 7.1. The Directors consider it prudent to retain the capacity to issue further securities in the future if required and, accordingly, seek Shareholders' approval under ASX Listing Rule 7.4 for the issue of the Execution Shares as set out in Resolution 4.

Accordingly, if Shareholders approve Resolution 4, the Execution Shares issued to Triple R prior to the Annual General Meeting will not be counted toward the Company's placement capacity under ASX Listing Rules 7.1 or 7.1A.

5.3 Information required under ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) under the Company's placement capacity under ASX Listing Rule 7.1 the Company issued 50,000,000 Shares on 19 February 2014 (**Execution Shares**);
- (b) the Execution Shares were issued in consideration for the entry into the Alliance Agreement at a deemed issue price of \$0.004 per Share. Accordingly, no funds were raised from the issue of the Execution Shares;
- (c) the Execution Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares; and

- (d) the Execution Shares were allotted and issued to Triple R who is an unrelated sophisticated investor.

5.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the eligible entity's Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The effect of Resolution 5 will be to allow the Directors to issue Shares under ASX Listing Rule 7.1A during the period up to 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

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

6.1 Summary of ASX Listing Rule 7.1A

(a) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of this Notice, the Company has only one class of quoted Equity Securities, being its Shares.

(b) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

(c) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. At the date of this Notice, the Company has a capacity to issue:

- (i) 0 Shares under Listing Rule 7.1; and
- (ii) 0 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(d) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 6.1(d)(i), the date on which the Equity Securities are issued.

(e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

(f) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

6.2 Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 6.2(a)(i), the date on which the Equity Securities are issued.
- (b) If the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. There is a risk that:

- (i) the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2	Issue Price (per Share)	50% decrease in Current Issue Price	Current Issue Price	100% increase in Current Issue Price
		\$0.002	\$0.004	\$0.008
Current Variable "A" 950,003,037 Shares	10% dilution – Shares issued	95,000,303 Shares	95,000,303 Shares	95,000,303 Shares
	Funds raised	\$190,000.60	\$380,001.21	\$760,002.42
50% increase in current Variable "A" 1,425,004,555 Shares	10% dilution – Shares issued	142,500,455 Shares	142,500,455 Shares	142,500,455 Shares
	Funds raised	\$285,000.91	\$570,001.82	\$1,140,003.64

100% increase in current Variable "A" 1,900,006,074 Shares	10% dilution – Shares issued	190,000,607 Shares	190,000,607 Shares	190,000,607 Shares
	Funds raised	\$380,001.21	\$760,002.43	\$1,520,004.85

The table has been prepared on the following assumptions:

- (i) The current issue price is \$0.004, being the closing price of the Company's Shares on ASX on 7 October 2014.
 - (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (iii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iv) The 10% dilution reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
 - (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vii) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (c) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as non-cash consideration for the acquisition of new assets and investments (including expenses associated with such acquisitions). In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) for cash consideration in which case the Company intends to use the funds raised for the acquisition of new resources, assets or investments (including expense associated with such acquisitions).
- (d) Although the Company may seek to issue Equity Securities for the acquisition of new assets and investments (including expenses associated with such acquisitions), the particular assets and investments which may be acquired by the Company have yet to be ascertained.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;

- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
 - (v) advice from corporate, financial and broking advisers (if applicable).
- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments. When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:
- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
 - (ii) the information required by Listing Rule 3.10.5A for release to the market.
- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.
- (i) Given that this is the first time the Company has sought Shareholder approval under ASX Listing Rule 7.1A, it has not previously issued any Equity Securities under ASX Listing Rule 7.1A.

6.3 Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

ENQUIRIES

Shareholders may contact Mr Roger Smith on +61 2 9672 8777 if they have any queries in respect of the matters set out in this Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in section 6 of the Explanatory Statement.

10% Placement Period has the meaning given in section 6.1(e) of the Explanatory Statement.

AEDST means Australian Eastern Daylight Saving Time

Alliance Agreement means the alliance agreement between the Company, Triple R and Bronson dated 19 February 2014.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Bronson Marketing means Bronson Marketing Pty Limited ACN 070 902 073.

Business Day has the meaning given to that term in the ASX Listing Rules.

Company means Multi Channel Solutions Limited ACN 006 569 124.

Constitution means the Company's constitution.

Conversion Shares means the Shares issued to the White Parties and which are the subject of Resolution 5.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

Equity Securities has the meaning given to it under the ASX Listing Rules.

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

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Placement means the placement of Shares the subject of Resolution 3.

Resolution means a resolutions set out in this Notice of Meeting, as the context requires.

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

Shareholder means a holder of a Share.

Triple R means Triple R International Company Limited, of Flat A, 12/F., Tak Lee Commercial Building, 113 – 117 Wanchai Road, Hong Kong.