

Crestal Petroleum Limited
ACN 144 733 595

Meeting Documentation

Notice of Annual General Meeting
Explanatory Statement

Date of Meeting
15 April 2016

Time of Meeting
12:00pm

Place of Meeting
Kemp Strang
Level 17, 175 Pitt Street
Sydney NSW 2000

LETTER TO SHAREHOLDERS

Dear Shareholder

On 1 April 2015, the directors of Crestal Petroleum Limited (**Crestal** or the **Company**) appointed Mark Hutchins, Ozem Kassem and Jason Tang of Cor Cordis Chartered Accountants (**Cor Cordis**), as administrators of the Company (**Administrators** or **Deed Administrators**) pursuant to Section 436A of the Corporations Act.

The appointment was made at the same time that the Company's shares were voluntarily suspended from quotation on the Official List of ASX, on 1 April 2015.

At a meeting of Crestal's creditors that was held on 17 August 2015, the creditors resolved to approve the execution of a deed of company arrangement, in accordance with the Recapitalisation Proposal that was received from Wentworth Global Capital Finance Pty Ltd ACN 155 410 843 (**Wentworth**) to recapitalise the Company, which was subsequently executed by the Company on 7 September 2015 (**Deed of Company Arrangement**). The terms of the proposal to recapitalise the Company are reflected in the Deed of Company Arrangement. As contemplated by the Deed of Company Arrangement, the Company and the Deed Administrators subsequently entered into an implementation deed with Wentworth on 2 October 2015 (**Implementation Deed**).

On 12 October 2015, the Company issued a Notice of Extraordinary General Meeting to Shareholders to approve the Recapitalisation Proposal (**Recapitalisation Notice**). Key terms of the Deed of Company Arrangement and the Implementation Deed are contained in the Recapitalisation Notice. The Company completed the Deed of Company Arrangement on 2 December 2015.

As noted in the Recapitalisation Notice, Wentworth identified a significant technology business specialising in cloud computing as a potential investment opportunity for the Company. The technology business that was identified by Wentworth was First Wave Technology Pty Ltd (**First Wave**). First Wave operates in the cloud security services industry and delivers a range of cloud content security services to enterprise and government customers through a major telecommunications company in Australia.

On 24 February 2016, the Company entered into a binding conditional share purchase agreement with the shareholders of First Wave pursuant to which the Company proposes to acquire all of the issued shares in First Wave from the shareholders of First Wave (**Share Sale Agreement**) in consideration for the issue of Shares (pursuant to Resolution 6) to the shareholders of First Wave (**Acquisition**). A summary of the background to the Acquisition and the Share Sale Agreement is set out in section 2.4 of the Explanatory Statement.

In summary, it is proposed that the following Resolutions are considered at the Meeting:

- The Company's financial statements and reports of the Directors and auditor for the financial year ended 30 June 2015;
- Resolution 1: adoption of the Remuneration Report;
- Resolution 2: approval of the re-election of David Nolan as a director;
- Resolution 3: approval of 10% placement facility;
- Resolution 4: subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against that Resolution 1, approval in relation to a board spill meeting;
- Resolution 5: approval to change the nature and scale of the Company's activities;
- Resolution 6: approval to issue securities to the Vendors;
- Resolution 7: approval to undertake the Capital Raising;
- Resolution 8: the re-election of Drew Kelton as a director of the Company;
- Resolution 9: the re-election of Scott Lidgett as a director of the Company;

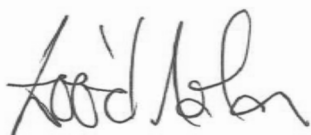
- Resolution 10: the re-election of Edward Keating as a director of the Company;
 - Resolution 11: the re-election of Steve O'Brien as a director of the Company;
 - Resolution 12: the re-election of Paul Macrae as a director of the Company;
 - Resolution 13: the re-election of David Garnier as a director of the Company;
 - Resolution 14: approval of the proposed Employee Share Option Plan;
 - Resolution 15: approval for the grant of Options to Drew Kelton;
 - Resolution 16: approval for the grant of Options to Scott Lidgett;
 - Resolution 17: approval for the grant of Options to Edward Keating;
 - Resolution 18: approval for the grant of Options to Steve O'Brien;
 - Resolution 19: approval for the grant of Options to Paul Macrae;
 - Resolution 20: approval for the grant of Options to David Garnier;
 - Resolution 21: approval of the change of name of the Company to "FirstWave Cloud Technology Limited"; and
 - Resolution 22: approval for the increase in non-executive director fee pool.
- (Resolutions 5 to 22 collectively referred to as the "**Acquisition Resolutions**")

The Resolutions proposed, which are included in the attached Notice of Meeting, will enable the Company to apply for reinstatement of its securities to quotation on the Official List of ASX. Full details in respect of the proposed Resolutions are contained in the attached Notice of Meeting and Explanatory Statement.

Shareholders should note that Resolutions 5 to 22 (inclusive) are inter-conditional on all those Resolutions being approved. If any of the Resolutions 5 to 22(inclusive) are not passed, then all of the Resolutions 5 to 22 (inclusive) will be taken to have been rejected by Shareholders.

Yours faithfully

By order of the Board of Directors



David Nolan
Director

Crestal Petroleum Limited ACN 144 733 595

Notice of Annual General Meeting

The Annual General Meeting of the Shareholders of Crestal Petroleum Limited (ACN 144 733 595) will be held at Kemp Strang, Level 17, 175 Pitt Street Sydney NSW 2000 at 12:00pm (Sydney time) on 15 April 2016.

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Statement, which contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the proposals set out in this Notice of Meeting, you should consult your financial or other professional adviser.

This Notice of Meeting and the accompanying Explanatory Statement has been prepared by Gadens and at the request of the directors of the Company, Wentworth and First Wave.

AGENDA

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes the matters to be considered as special business. Capitalised terms used in this Notice of Meeting and Explanatory Statement are defined in the Glossary and throughout this Notice of Meeting and Explanatory Statement.

Shareholders should note that Resolutions 5 to 22 (inclusive) are inter-conditional on all those Resolutions being approved. If any of the Resolutions 5 to 22 (inclusive) are not passed, then all of the Resolutions 5 to 22 (inclusive) will be taken to have been rejected by Shareholders.

Resolutions 5 to 22 (inclusive) are referred to as the Acquisition Resolutions throughout this Notice.

1. Financial Statements and Report

To receive and consider the Company's financial statements and reports of the Directors and auditor for the financial year ended 30 June 2015.

Resolution 1. Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Company's annual report for the financial year ended 30 June 2015 be adopted."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following:

- (a) Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) cast by a person as proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a person described in paragraphs (a) and (b) above; and
- (d) cast by the Chair of the meeting as proxy and the appointment does not specify the way in which the proxy is to vote and such appointment on the proxy form expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly or indirectly with the Remuneration Report and the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

Resolution 2. Re-election of David Nolan as director

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

"That, Mr David Nolan, being a Director of the Company who retires by rotation in accordance with clause 13.2 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

Details of the qualifications and experience of Mr Nolan and the recommendations of the Board in relation to his election as set out in the Explanatory Statement.

Resolution 3. 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, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve 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 in the Explanatory Statement."

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

Resolution 4. Board Spill Meeting

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

"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against that Resolution:

- (a) *a meeting of the Company's members be held within 90 days of the date of this Meeting (**Spill Meeting**);*
- (b) *all the Directors who were Directors when the resolution to approve the Remuneration Report for the year ended 30 June 2015 was passed cease to hold office immediately before the end of the Spill Meeting; and*

- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

This resolution will be considered at the Annual General Meeting only if at least 25% of votes cast on Resolution 1 are against the adoption of the Remuneration Report. The Explanatory Statement further explains the circumstances in which this resolution will be put to the Meeting.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 (in any capacity) by or on behalf of any of the following:

- (a) Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) cast by a person as proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 4 and the vote is not cast on behalf of a person described in paragraphs (a) and (b) above; and
- (d) cast by the Chair as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the Chair to exercise the proxy, even if the Resolution is connected directly with the Remuneration Report and the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

Resolution 5. Change to nature and scale of activities

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

"That, subject to and conditional upon the passing of all Acquisition Resolutions, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by:

- any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- any associate of those persons.

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 the direction on the proxy form to vote as the proxy decides.

Resolution 6. Issue of securities to Vendors

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

"That, subject to and conditional on the passing of all Acquisition Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 132,290,810 Shares to the Vendors in consideration for all the shares in the capital of First Wave pursuant to the Share Sale Agreement on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: As part of the backdoor listing of First Wave, Shares will be issued to the shareholders of First Wave. ASX Listing Rule 7.1 requires the prior approval of shareholders if a company proposes to issue, or agrees to issue, in any 12 month period equity securities exceeding 15% of its securities on issue at the commencement of the 12 month period. Approval is sought under ASX Listing Rule 7.1 for the issue of the Consideration Shares as a result of the proposed issue exceeding this 15% threshold. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by:

- any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- any associate of those persons.

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 the direction on the proxy form to vote as the proxy decides.

Resolution 7. Capital Raising

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

"That, subject to and conditional on the passing of all Acquisition Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Shares on a post-consolidation basis at an issue price of 20 cents per Share to raise up to \$8,000,000 as part of the Capital Raising on terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person:

- any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- any associate of those persons.

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 the direction on the proxy form to vote as the proxy decides.

Resolution 8. Re-election of Drew Kelton as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr Drew Kelton, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 9. Re-election of Scott Lidgett as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr Scott Lidgett, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 10. Re-election of Edward Keating as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr Edward Keating, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 11. Re-election of Steve O'Brien as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr Steve O'Brien, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 12. Re-election of Paul Macrae as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr Paul Macrae, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 13. Re-election of David Garnier as a Director

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 14.4, article 13.4 of the Constitution and for all other purposes, Mr David Garnier, appointed on 8 March 2016, to fill a casual vacancy, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 14. Approval of the Company Employee Share Option Plan

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

“That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the adoption of the Company Employee Share Option Plan and the issue of options and share rights pursuant to the Employee Share Option Plan on the terms and conditions summarised in the Explanatory Statement, as an exception to ASX Listing Rule 7.1”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Director who is ineligible to participate in the Company Employee Share Option Plan, and any associates of that Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) if 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.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 15. Approval to grant Options to Drew Kelton

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to Drew Kelton or his nominee, up to 4,200,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Drew Kelton, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 16. Approval to grant Options to Scott Lidgett

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to Scott Lidgett or his nominee, up to 1,200,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Scott Lidgett, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 17. Approval to grant Options to Edward Keating

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to Edward Keating or his nominee, up to 1,200,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Edward Keating, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and

- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 18. Approval to grant Options to Steve O'Brien

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to Steve O'Brien or his nominee, up to 4,800,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Steve O'Brien, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 19. Approval to grant Options to Paul Macrae

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to Paul Macrae or his nominee, up to 1,200,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Paul Macrae, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 20. Approval to grant Options to David Garnier

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue to David Garnier or his nominee, up to 1,200,000 Director Options on the terms and conditions set out in Annexure B to the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by David Garnier, his nominee 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 the direction on the proxy form to vote as the proxy decides.

Further, the Company will disregard any votes cast on this resolution by proxy by:

- a person who is either:
 - a member of Key Management Personnel for the Company; or
 - a closely related party of such a member; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if:

- the person is the chair of the meeting at which the resolution is voted on; and

- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company.

Resolution 21. Change of company name

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

"That, subject to and conditional on the passing of all Acquisition Resolutions and completion of the Acquisition, for the purposes of section 157(1) and 136(2) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "FirstWave Cloud Technology Limited" and for all references to the Company's name (or its former name, Tellus Resources Limited) in the Constitution of the Company to be replaced with "FirstWave Cloud Technology Limited".

Resolution 22. Increase in Non-Executive Director Fee Pool

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

"That, subject to and conditional on the passing of all Acquisition Resolutions, for the purpose of ASX Listing Rule 10.17, clause 13.8 of the Company's Constitution and for all other purposes, the total aggregate amount available to pay non-executive directors for their services each year be increased from \$250,000 to \$400,000."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 22 by a Director 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.

Further, the Company will disregard any votes cast by proxy by a person who is either:

- a member of the Key Management Personnel for the Company; or
- any Closely Related Party of such a member,

and their appointment does not specify the way the proxy is to vote on this resolution

However, the Company will not disregard a vote:

- by a person is the chair of the Meeting at which the Resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Other Business

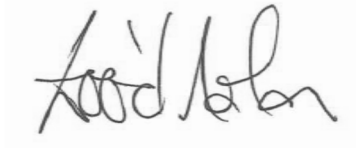
To transact any other business which may be properly brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

Explanatory Statement

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Meeting.

DATED THIS 10th DAY OF MARCH 2016

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "David Nolan", is written over a light grey rectangular background.

David Nolan
DIRECTOR

Proxies

The Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company, your accountant or investment adviser.

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that for the purpose of this General Meeting, Shareholders will be taken to be the persons recorded on the Company's register of Shareholders at 7:00pm (Sydney time) on 13 April 2016.

Venue

The Annual General Meeting of the Shareholders of Crestal Petroleum Limited (ACN 144 733 595) (**Crestal** or **Company**) will be held at Kemp Strang Level 17, 175 Pitt Street Sydney NSW 2000 commencing at 12:00pm (Sydney time) on 15 April 2016.

How to Vote

You may vote by attending the meeting in person, by proxy or duly authorised representative.

Voting in Person

To vote in person attend the meeting on the date and place as set out above. The meeting will commence at 12:00pm (Sydney time).

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting, so that it is received no later than 12:00pm (Sydney time) on 13 April 2016. Proxy forms received later than this time will be invalid. Proxy Forms should be delivered to Computershare, the Company's share registry, as follows:

Postal address: Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001
 Australia

Alternatively you can fax your proxy form so that it is received no later than 12:00pm (Sydney time) on 13 April 2016 on the fax number listed below.

Fax Number: (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

Your Proxy Form is enclosed

This is an important document. Please read it carefully. If you are unable to attend the Annual General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

Explanatory Statement

This Explanatory Statement and all attachments (if any) are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

Resolutions 5 to 22 (inclusive) are inter-conditional on all those Resolutions being approved. If any of the Resolutions 5 to 22 (inclusive) are not passed, then all of the Resolutions 5 to 22 (inclusive) will be taken to have been rejected by Shareholders.

For the avoidance of doubt the Resolutions 5 to 22 (inclusive) are referred to as Acquisition Resolutions throughout this Notice.

This Explanatory Statement has been prepared for the Shareholders of Crestal Petroleum Limited (**Crestal** or **Company**) in connection with the Annual General Meeting of the Company to be held on 15 April 2016.

1. General Information

1.1 Current circumstances of the Company

In considering the Resolutions, Shareholders must bear in mind the current financial circumstances of the Company. In this regard, Shareholders should note that the securities of the Company have been suspended from trading since 1 April 2015 and the Company requires capital to seek re-quotations of its securities on the ASX. Shareholders should also note that the Administrators prepared a report to creditors of the Company dated 7 August 2015. The report sets out in detail the financial position of the Company as at 7 August 2015, the actions and investigations taken by the Administrators, the reasons for the failure of the Company and the recapitalisation proposals received by the Administrators. A copy of this report can be provided on request, but the Shareholders should note that this report was prepared for the benefit of Crestal's creditors and any opinions expressed by the Administrators in this report relate to the creditors' interests which may not be aligned with the Shareholders' interests. As such the Shareholders should not place reliance on this report.

Whilst the Deed of Company Arrangement was completed on 2 December 2015 and the Company has subsequently raised some capital since that date, the Administrators' report and the current financial position of the Company are relevant to Shareholders' consideration of the Resolutions.

2. Overview

2.1 Background

Crestal was incorporated on 21 June 2010 and subsequently listed on the ASX on 11 May 2011. The Company operated an oil and gas exploration business which undertook the identification and acquisition of properties and projects that have discovery and development potential. In addition, the Company had interests in mineral tenement portfolios located in far north Queensland and regional New South Wales.

2.2 Suspension of trading of Crestal shares and appointment of Administrators

On 1 April 2015, the Company made a request to ASX to suspend its securities from official quotation. Pursuant to a resolution of the Directors of the Company, Ozem Kassem, Mark Hutchins and Jason Tang, were appointed as Administrators of the Company pursuant to section 436A of the Corporations Act.

At a meeting convened on 17 August 2015, the creditors of the Company voted to approve the execution of a deed of company arrangement, in accordance with the Recapitalisation Proposal, to recapitalise the Company. The Deed of Company Arrangement was subsequently executed by the Company on 7 September 2015. The terms of the proposal to recapitalise the Company are reflected in the Deed of Company Arrangement, a summary of which is set out in the notice of extraordinary general meeting issued by the Company on 12 October 2015 ("**Recapitalisation Notice**"). As contemplated by the Deed of Company Arrangement, the Company and the Deed Administrators entered into the Implementation Deed with Wentworth on 2 October 2015.

2.3 Recapitalisation Proposal, Deed of Company Arrangement and Implementation Deed

The Recapitalisation Proposal was considered and approved by the creditors at the creditors meeting held on 17 August 2015 and the Deed of Company Arrangement was executed by the Company on 7 September 2015. The material terms of the Recapitalisation Proposal, Deed of Company Arrangement and the Implementation Deed are all set out in the Recapitalisation Notice.

The Deed of Company Arrangement completed on 2 December 2015.

2.4 Background to the proposed acquisition of First Wave Technology Pty Ltd

On 24 February 2016, the directors of the Company entered into a binding conditional share purchase agreement with the shareholders of First Wave Technology Pty Ltd (**First Wave**) pursuant to which the Company proposes to acquire all of the issued shares in First Wave from the shareholders of First Wave (**Share Sale Agreement**) in consideration for the issue of the Consideration Shares subject to Resolution 6 (as those terms are defined in section 2.8 of the Explanatory Statement) to the shareholders of First Wave (**Acquisition**). The shareholders of First Wave are set out in Schedule 1 of the Explanatory Statement. A summary of the material terms of the Share Sale agreement is set out in section 2.8 of the Explanatory Statement.

The Acquisition is subject to, among other things:

- (a) the Acquisition Resolutions contained in this Notice being passed; and
- (b) the Company satisfying the requirements of Chapters 1 and 2 of the ASX Listing Rules and ASX agreeing to lift the suspension of trading on Crestal's Shares.

Subject to Shareholders' approval of the Acquisition Resolutions and the terms of the Share Sale Agreement, including satisfaction or waiver of the conditions precedent summarised in section 2.8 below of this Explanatory Statement, the Company proposes to:

1. change the Company's nature and scale of activities to participate in the cloud security services industry via the proposed Acquisition (Resolution 5);
2. issue 132,290,810 Shares to the Vendors in consideration for 100% of the issued share capital of First Wave (Resolution 6);

3. raise a minimum subscription amount of \$5,000,000 and up to a maximum of \$8,000,000 via a prospectus offer to the public by issuing between 25,000,000 and 40,000,000 Shares on a post-consolidation basis at 20 cents per Shares ("**Capital Raising**") (Resolution 7);
4. elect Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier as Directors of the Company, subject to approval of the Acquisition Resolutions and with effect from the date of the Meeting (Resolution 8 to Resolution 13 (inclusive));
5. adopt the Proposed Employee Share Option Plan (Resolution 14);
6. grant Director Options to each of the following Directors and proposed Directors of the Company:
 - (a) Drew Kelton;
 - (b) Scott Lidgett;
 - (c) Edward Keating;
 - (d) Steve O'Brien;
 - (e) Paul Macrae; and
 - (f) David Garnier,(Resolution 15 to Resolution 20 (inclusive)); and
7. change the Company's name to "FirstWave Cloud Technology Limited" (Resolution 21). The Company will only change its name if completion of the Acquisition occurs and where all Acquisition Resolutions are passed.

2.5 Existing activities

The Company has previously operated an oil and gas exploration business which undertakes the identification and acquisition of properties and projects that have discovery and development potential. In addition, the Company had interests in mineral tenement portfolios located in far north Queensland and regional New South Wales.

2.6 Change in nature and scale of activities

As stated above, the Company and the Vendors have entered into the Share Sale Agreement pursuant to which the Company will, subject to the terms of the Share Sale Agreement (summarised in section 2.8 of this Explanatory Statement) and Shareholders' approval of the Acquisition Resolutions, acquire 100% of the issued share capital in First Wave. Section 8 of the Explanatory Statement sets out details of the application of ASX Listing Rule 11.1 to the Acquisition.

2.7 About First Wave

First Wave operates in the cloud security services industry and delivers a range of cloud content security services to enterprise and government customers through a major telecommunications company in Australia.

First Wave has also developed a range of proprietary technology including the CCSG (cloud content security gateway) that allows telecommunication companies to efficiently and cost effectively deliver a range of third party cloud security solutions to its downstream partners.

First Wave's growth strategy and revenue model

First Wave's key growth strategies are built on the following:

- (a) further developing its cloud security footprint by expanding its channels and partnerships based on its unique proprietary technology CCSG and/or licencing technology;
- (b) building strong partnerships with key security vendors to expand its gateway footprint;
- (c) enhancing the gateway offerings to increase revenue opportunities and build broader relationships with downstream enterprise and government organisations;
- (d) geographic expansion; and
- (e) building rich domain expertise integrated service offerings to capitalise on movement to the cloud.

Industry Overview

There has been rapid growth in cloud computing in recent years fuelled by a number of significant technology and business changes. Businesses have moved rapidly to the cloud in search of lower costs and increased agility, and to use information more adeptly and gain competitive advantage in a rapidly changing world. The shift has caused major market and technology disruptions and spawned new market opportunities. It has also led to new alliances and is causing major shifts in market share and market segmentation. In particular there has been rapid and accelerated growth in the cloud security market because it is pivotal to the change.

Several key facts reinforce the emerging opportunities in the cloud security services industry, including the following:

- on premise “security products” will largely disappear and be replaced by integrated solutions (integrating these products) delivered along with base communications infrastructure;
- the cloud offers an attractive cost/benefit analysis and opportunity for productivity and revenue improvement through new applications;
- data management and control is a major threat in evolving business models and mobile work practices and, as data repositories are moved to the cloud, the risks and protections change; and
- data sovereignty and data control are likely to be important in political discussion.

First Wave's intellectual property

First Wave has developed intellectual property in the following two areas:-

(a) **Cloud Content Security Gateway (CCSG)**

First Wave CCSG is proprietary Cloud Gateway technology. It is a highly extensible, scalable and flexible cloud content security reference architecture that provides a complete SP/Telco turnkey Cloud Security Solution.

(b) **Rich Cloud Scale Classification and Analytics Engines**

First Wave's Cloud Content Security Gateway (CCSG) incorporates a complete analytics framework that incorporates advanced tagging and classification engines. First Wave has filed a patent application in Australia for directed message streams that can be used in unstructured data classification.

Competitors and industry trends

The cloud computing market has changed dramatically in recent years fuelled by rapid technology and business changes. As a result there is fast growth in the cloud security market. Research indicates that the total managed security market will grow from around \$15.8 billion in 2014 to over \$22.2 billion by 2019 with cloud based security solution revenue growing over 61% in the same period and surpassing on premise solutions as the dominant security delivery model¹.

This market growth has encouraged many new entrants seeking to capitalise on the “disruption”. Cloud security solutions are marketed by security vendors adapting their traditional security solutions to the cloud as well as a large number of new entrants with different approaches and business models.

First Wave has developed technology that allows telecommunication companies and cloud service providers to compete efficiently and cost effectively in the emerging Cloud security sector. It is a combination of underlying proprietary technology and a new business model which provides telecommunication companies with the opportunity play a significant role in network attached services, such as security and develop new differentiated revenue streams

While the landscape is far from settled, telecommunication companies are very well placed to play a significant role in cloud security growth and First Wave has unique technology with very few competitors in this space.

Key management

Steve O'Brien (Managing Director)

Steve O'Brien has over 20 years' experience working in international business, including more than 15 years in the Asia Pacific region, and has significant experience in senior sales and marketing roles. Steve has also held positions in consulting and as Company Director during his time working in the IT sector.

Murray Scott (Chief Financial Officer)

Murray Scott has over 30 years' experience in senior finance operational positions with Australian and International private and listed corporations including Logical Solutions, Sun Microsystems, LGL and Storage Tech. He has specialised in strategic planning, senior operational management, mergers and acquisitions, corporate governance, commercialisation of intellectual property, business process analysis and change implementation. Murray has been Chief Financial Officer of First Wave since 2009.

Simon Ryan (Chief Technology Officer)

Simon Ryan has over 12 years' experience working in the telecommunications industry, including more than eight years with Telstra Research Laboratories in the areas of artificial intelligence, natural language and data mining. Simon joined First Wave in 2007 as CTO and leads dedicated teams of software developers and platform engineers.

Simon is the holder of several Australian and international patents in information retrieval and data classification. Simon has also consulted to patent attorneys as an expert witness and undertaken intellectual property auditing. Simon has lectured in network programming at RMIT University and founded a managed security appliance start-up.

Simon holds a Bachelor of Electrical and Computer Systems Engineering (Hons).

¹ Infonetics Research: Cloud and CPE Managed Security Services Copyright 2015

Andrew Chamberlain (Sale Director)

Andrew Chamberlain brings more than 20 years' experience in the IT industry. Most recently Andrew was director of enterprise and government sales at Apple where he was responsible for sales of all product categories including iPhone, iPad and Mac to Enterprise and Government customers throughout Australia and New Zealand. During his 13 years at Apple, Andrew built and developed Apple's enterprise channel relationships with Telstra, Optus and IBM and with many other organisations throughout the region. Prior to Apple, Andrew held senior sales positions at Gateway and Lexmark after commencing his career in IT at Imagineering Ltd in the early 90s.

Roger Carvosso

Roger Carvosso is a veteran and knowledge leader in the IT and telecommunications industry in Australia and internationally. Roger has more than 20 years' experience at Telstra in senior roles for strategy, development and marketing of innovative internet, intellectual property network security, managed services products for business, enterprise and wholesale, and MNC market segments in Australia, NZ and the Asia Pacific region. During the dotcom era, he led the development and launch of Telstra's highly successful national BigPond business product and the industry-leading internet backbone services portfolio. Roger led the design and execution of Telstra's global managed IP network and security services portfolio for MNCs.

Before joining First Wave, Roger founded Telconext Consulting, an independent ICT consultancy business specialising in strategic advisory services for telecommunications and service providers. He is passionate about product innovation and exploiting new growth opportunities arising from emerging technologies and creative business models. Roger holds degrees in Bachelor of Electrical Engineering (UQ) and MCom (UNSW).

John-Paul Burgess (Services Director)

With more than 20 years of IT services industry experience, John-Paul Burgess has built and led teams in professional and customer services across ANZ and Asia in companies such as NCR and Microsoft. Some of John-Paul's career highlights include: building a security practice of more than 40 consultants and architects for e-Secure in NSW over an 18-month period during the late 1990s; Regional Professional Services Director for NCR, leading a team of over 70 Cisco and Microsoft engineers, consultants and project managers throughout Asia Pacific Japan; member of consulting services leadership team for Microsoft ANZ, doubling services revenue over two years; and Regional Director for Microsoft Global Practices in Asia Pacific Japan, leading a team of small and medium enterprises throughout Asia.

Greg Maren (Telstra Client Executive)

Greg Maren was one of the founders of First Wave. Greg influenced much of the strategic product development for Firstwave, forging the initial association with Telstra and maintaining a pivotal role in the development of that account. He retains the position of Telstra Account Director today. Greg came to First Wave after 12 years as a Director and owner of Lidcam Technology and Channelworx. Channelworx, a leading IT distribution business, was acquired by US listed IT giant, Avnet Inc. in November 2007.

2.8 Share Sale Agreement

On 24 February 2016, the Company entered into a Share Sale Agreement with the Vendors to acquire 100% of the issued share capital of First Wave. Completion of the Acquisition pursuant to the agreement is conditional on the satisfaction or waiver of the following conditions precedent (together the **Conditions Precedent**):

- (a) the Shareholders approving all the Resolutions contained in the Notice;
- (b) Andrew Phillips resigns as a director of the Buyer;

- (c) the Company delivering a directors resolution(s) acknowledging the appointment of Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier as directors of the Company;
- (d) the Company disposing of all of its assets (excluding cash);
- (e) the Company procuring from each of the current Directors, a mutual deed of release executed by the Company and each current Director in connection with the resignation of each current Director;
- (f) the Company procuring the release of all existing security interests (including PPSR registration no. 201504170003021);
- (g) the Company procuring the waiver of, or confirmation regarding the lapse of, all performance rights issued by the Company;
- (h) the Company delivering confirmation to First Wave, following the DOCA EGM, that there are no more than 15,050 Company options on issue;
- (i) the Company issuing 13,800,000 Director Options;
- (j) First Wave and the Company undertaking, and completing to their satisfaction, legal and financial due diligence on each other and both being comfortable that it will not be necessary to include any information in the Prospectus that may prevent the Offer from completing;
- (k) the Company, with assistance from, and at the cost of, First Wave, issuing a prospectus (in compliance with Chapter 6D of the Corporations Act) in respect of the Company and the First Wave business (**Prospectus**) and receiving share application forms for shares worth not less than \$5 million;
- (l) the ASX providing conditional approval to lift the suspension of trading on the Company shares (subject to completion of the Offer) and for its ordinary shares to be reinstated to quotation on ASX;
- (m) the Company procuring David Nolan and Richard Willson undertaking in writing to the Company to resign from their directorships of the Company on Completion and not otherwise resigning from their directorships at any time prior to Completion; and
- (n) the Company obtaining shareholder approval to change its name to "FirstWave Cloud Technology Limited".

The Conditions Precedent must be satisfied or waived by no later than 30 April 2016 (or such later date as the Vendors and the Company may agree in writing). If the Conditions Precedent are not satisfied or waived by that date, either the Company or the Vendors may terminate the Share Sale Agreement provided the terminating party is not in breach of their obligation to use reasonable endeavours to satisfy the Conditions Precedent. The Share Sale Agreement also contains a number of terms and conditions, including representations and warranties, considered standard for an agreement of this nature.

If completion of the Acquisition occurs under the Share Sale Agreement, in exchange for the Company acquiring 100% of the issued capital of First Wave, the Company will issue the Consideration Shares to the Vendors in their Respective Proportions. The Consideration Shares may be subject to escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules. It is a term of the Share Sale Agreement that the Company may only issue the Consideration Shares upon receipt of restriction agreements duly executed by the Vendors, if such restriction agreements are required by the ASX.

2.9 Capital Raising

To re-comply with Chapters 1 and 2 of the Listing Rules and to satisfy the Conditions Precedent, the Company proposes to conduct a capital raising of between \$5,000,000 and \$8,000,000 at an issue price of 20 cents. The Capital Raise will be conducted under a full form prospectus (**Prospectus**).

2.10 Board Changes

Re-election of Drew Kelton as Director

It is proposed that Drew Kelton be re-elected as a Director of Crestal following passage of all Acquisition Resolutions at the Meeting.

Drew Kelton is a global business leader and professional board director with over 30 years' experience in the IT and telecommunications arena, including senior operational roles in the UK, Europe, India and Australasia, and most recently in the US. In addition to executive leadership roles in global organisations, Drew has also been responsible for start-ups, merger and acquisition transactions and IPO of one of the businesses.

Drew is currently Managing Director, Asia Pacific, for US digital transaction management (DTM) company, DocuSign Inc. Previously, Drew was Executive Vice President of T-Mobile USA's Business Markets division where he led the "uncarrier revolution" and turnaround effort for business and enterprise customers. He also held senior leadership roles at telecommunications companies Bharti Airtel and Telstra Corporation, the largest mobile operators in Southeast Asia and Australia respectively. Between 1992 and 1998, Drew was founding CEO at Saturn Global Network, one of the first extranet providers for private global financial markets. After five consecutive years of growth, Drew shepherded Saturn Global Network's successful merger with IXNET and remained on IXNET's executive management team through the company's IPO in 1999 and its acquisition in 2000 by Global Crossing. Drew received his BSc degree in Electrical and Electronic Engineering from the University of Western Scotland. Drew lives with his wife and two daughters and enjoys travel, theatre, golf, and the arts.

Re-election of Scott Lidgett as Director

It is proposed that Scott Lidgett be re-elected as a Director of Crestal following passage of all Acquisition Resolutions at the Meeting.

Scott Lidgett has been in the IT industry since the mid-1980s. In November 2009, Scott formed a new IT security business IPSec Pty Ltd and also serves as Chairman. Scott was co-founder of Lidcam Technology Pty Ltd and Channelworx Pty Ltd. Channelworx, a leading IT distribution business, was acquired by US listed IT giant, Avnet Inc. in November 2007. Prior to Lidcam and Channelworx, Scott worked in corporate sales at Logical Solutions Pty Ltd, the leading reseller of Apple products at the time. Scott holds formal qualifications in engineering.

Re-election of Edward Keating as Director

It is proposed that Edward Keating be re-elected as a Director of Crestal following passage of the Acquisition Resolutions at the Meeting.

Following a career as a systems analyst and manager in the IT industry, Ted Keating became involved with numerous business start-ups including: Logical Solutions Pty Ltd, Software Strategies, Computer Faculties, Channelworx and Firstwave Technology. Since 2001, Ted has also been involved with a variety of cloud-based technologies.

Re-election of Steve O'Brien as Director

It is proposed that Steve O'Brien be re-elected as a Director of Crestal following passage of the Acquisition Resolutions at the Meeting.

Steve O'Brien has over 20 years' experience working in international business, including more than 15 years in the Asia Pacific region, and has significant experience in senior sales and marketing roles. Steve has also held positions in consulting and as a Company Director during his time working in the IT sector.

Re-election of Paul Macrae as Director

It is proposed that Paul Macrae be re-elected as a Director of Crestal following passage of the Acquisition Resolutions at the Meeting.

Paul Macrae has a successful history of setting up new businesses in the IT industry in Australia and overseas. Since moving to Australia in 1989 he has been involved with the IT industry at a senior level. Paul is a general manager at Technology One, the largest listed Australian enterprise software company". Paul has a strong background in IT security, application software, software development, outsourcing, cloud computing and transactional systems. His roles have included establishing MessageLabs in Australia, Galileo in New Zealand, setting up and selling a successful SAP consultancy and growing business at a leading HRMS software company.

Re-election of David Garnier as Director

It is proposed that David Garnier be re-elected as a Director of Crestal following passage of the Acquisition Resolutions at the Meeting.

David Garnier lives in Beijing, China and has more than 20 years of senior management experience in a number of sectors, including corporate advisory, ICT, digital media and transport. He has successfully launched and transacted funding requirements for IT&C, digital media and transport companies in the Asia Pacific region. Whilst serving in executive and non-executive roles with leading private and public companies in Asia Pacific, David secured additional capital funding for expansions.

David is the founder and Chairman of New Wave Capital, a Hong Kong based investment bank and corporate advisory firm. David has a BCom from Canberra University and is a qualified CPA. He is a board member of a number of private companies.

2.11 Change of name

As a result of the Acquisition, the Company proposes to change its name to "FirstWave Cloud Technology Limited". Approval for the change is sought under Resolution 21.

2.12 Re-compliance with Chapters 1 and 2 of the ASX Listing Rules

The significant change to the nature and scale of the Company's main business activity arising from the Acquisition will require re-compliance with ASX's admission requirements in Chapters 1 and 2 of the Listing Rules. As stated above, ASX has suspended the Company's securities from official quotation and this will continue until re-compliance with the admission requirements is achieved. ASX will consider the application of the escrow provisions of Chapter 9 of the Listing Rules when considering the Company's application for re-admission to the official list of ASX. ASX may, in certain circumstances, impose an escrow period of up to 24 months.

2.13 Indicative Timetable

An indicative timetable for re-compliance with the admission requirements is set out in the following table:

| Event | Date |
|--|---------------|
| Dispatch of Notice of Meeting | 16 March 2016 |
| General Meeting | 15 April 2016 |
| Lodge Prospectus with ASIC and ASX | 18 March 2016 |
| Offer under Prospectus Opens | 31 March 2016 |
| Offer under Prospectus Closes | 15 April 2016 |
| Completion of the Acquisition and issue of securities under the Prospectus | 22 April 2016 |
| Expected date for re-quotation of the Company's shares on ASX | 27 April 2016 |

2.14 Pro-forma capital structure

The capital structure of the Company following completion of the matters contemplated by the Resolutions is set out below:

| CRX indicative capital structure | | | | | | |
|---|----------------------------|-------------------|-------------|----------------------------|-------------------|-------------|
| | \$5.0 million raise | | | \$8.0 million raise | | |
| | Shares | Value (\$) | % | Shares | Value (\$) | % |
| Shareholders of the Company as at Completion of the Acquisition | 7,495,675 | 1,499,135 | 4.5% | 7,495,675 | 1,499,135 | 4.2% |
| New Shareholders of the Company that subscribe for, and are allotted, ordinary Shares under the Prospectus | 25,000,000 | 5,000,000 | 15.2% | 40,000,000 | 8,000,000 | 22.2% |
| Shareholders, option holders and convertible note holders of First Wave immediately prior to Completion. | 132,290,810 | 26,458,162 | 80.3% | 132,290,810 | 26,458,162 | 73.6% |
| Total | 164,786,485 | 32,957,297 | 100% | 179,786,485 | 35,957,297 | 100% |
| Options of the Company as at Completion of the Acquisition | 10,621 | | | 10,621 | | |
| Options to be issued to Directors of Crestal | 13,800,000 | | | 13,800,000 | | |
| Additional Options and Performance Rights that may issued under an ESOP | 8,239,324 | | | 8,989,324 | | |

2.15 Board intentions if completion of Acquisition occurs – proposed use of funds

In the event that the Acquisition is completed and the Capital Raising is successful, the funds raised from the Capital Raising, together with the Company's and First Wave's existing cash reserves will be used by the Company for general working capital and to affect its growth strategy in the cloud security services industry. Further details on the use of funds will be set out in detail in the Prospectus to be issued by the Company in respect of the Capital Raising.

2.16 Pro-forma Statement of Financial Position

An unaudited pro forma balance sheet of the Company, following settlement of the Acquisition, the Capital Raise and other matters and assuming that the proposed transaction had occurred on or before 31 December 2015 is set out below.

Unaudited pro forma balance sheet of the Company, following settlement of the acquisition, the Capital Raise and other matters.

| | CRX Reviewed as at 31-Dec-15 \$'000 | Minimum pro forma as at 31-Dec-15 \$'000 | Maximum pro forma as at 31-Dec-15 \$'000 |
|-----------------------------|--|---|---|
| Current assets | | | |
| Cash and cash equivalents | 114 | 5,290 | 8,089 |
| Trade and other receivables | 40 | 1,556,387 | 1,556 |
| Work in progress | - | 617 | 617 |
| Other current assets | 60 | 430 | 430 |
| Total current assets | 214 | 7,893 | 10,692 |
| Non current assets | | | |
| PP&E | - | 185 | 185 |
| Intangibles | - | 1,894 | 1,894 |

| | | | |
|--------------------------------------|--------------|---------------|---------------|
| Other non current assets | - | 466 | 466 |
| Deferred tax assets | - | 466 | 466 |
| Total non current assets | - | 3,011 | 3,011 |
| Total assets | 214 | 10,904 | 13,703 |
| Current liabilities | | | |
| Trade and other payables | 462 | 1,379 | 1,283 |
| Borrowings | - | 153 | 153 |
| Employee provisions | - | 344 | 344 |
| Unearned revenue | - | 644 | 644 |
| Total current liabilities | 462 | 2,520 | 2,423 |
| Non current liabilities | | | |
| Borrowings | - | 225 | 225 |
| Employee provisions | - | 63 | 63 |
| Unearned revenue | - | 455 | 455 |
| Deferred tax liabilities | - | 448 | 448 |
| Total non current liabilities | - | 1,617 | 1,617 |
| Total liabilities | 462 | 4,137 | 4,040 |
| Net assets | (248) | 6,767 | 9,663 |
| Equity | | | |
| Issued capital | 22,842 | 12,501 | 15,321 |
| Reserves | - | 238 | 238 |
| Accumulated losses | (23,090) | (5,972) | (5,896) |
| Total equity | (248) | 6,767 | 9,663 |

Explanation of the Pro Forma Transactions

- a) Acquisition of Firstwave by way of the issue of 132,290,810 ordinary shares at a fair value of \$0.20 per share;
- b) The issue of between 25 million and 40 million ordinary shares, at \$0.20 per share, amounting to between \$5 million and \$8 million under the Offer; and
- c) Total expenses associated with the Offer (including broking, legal, accounting and administrative fees as well as printing and other expenses) are estimated to be between \$1.2 million (minimum offer) and \$1.4 million (maximum offer) (inclusive of GST). Approximately \$0.9 million has been attributed to the income statement under the minimum and maximum offer with the residual being capitalised against issued capital. At 31 December 2015, \$0.42 million of the offer costs inclusive of GST had already been incurred.

2.17 Advantages of the proposals in the Resolutions

The Company is currently in Administration and the Shares are currently suspended from trading on ASX. The Acquisition provides revenue opportunities for the Company in the cloud security services industry and there is greater likelihood of restoring shareholder value by progressing the proposed Acquisition than if the Company was simply to remain in its current position.

The Acquisition provides current Shareholders of the Company with exposure to an existing well managed and expanding business involved in the cloud security services industry. The business will be well capitalised following the proposed minimum \$5,000,000 equity raising. Existing and new funds will be directed to accelerate growth by funding continued product and service development to obtain greater market presence. The proposed Acquisition of First Wave has no cash consideration.

2.18 Disadvantages of the proposals in the Resolutions

The proposed Capital Raising of not less than \$5,000,000 by way of the Prospectus and the issue of shares to the Vendors will be dilutive to all Shareholders. Consequently, the current shareholders' voting power and influence over the affairs of the Company will be significantly reduced.

The proposed transaction for the Company to acquire all the existing shares in First Wave has required the Company to engage advisers to facilitate and report on the proposal. This work includes review of the Notice of Annual General Meeting and a prospectus to ensure compliance with ASX Listing Rules and other statutory requirements and approvals.

The Company, once it has changed its name to "FirstWave Cloud Technology Limited" will move out of the exploration business and focus on the cloud security services industry. This may be seen as a disadvantage to some shareholders that were seeking, via the Company, a mineral exploration investment.

2.19 Risk Factors

(a) Conditional Acquisition and Offers

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company will not be able to satisfy one or more of those requirements and the Shares will consequently remain suspended from quotation. In the event that the conditions of the Acquisition are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Acquisition and will repay all Application Monies received.

(b) Financial Risks

(i) Sufficiency of funding to execute on geographic expansion

The Company's long term business strategy envisages geographic (Asia Pacific) and channel expansion. This will require substantial expenditure and there can be no guarantees that the Company's existing cash reserves, funds raised by the Capital Raising and funds generated over time by First Wave's business will be sufficient to successfully achieve all the objectives of the Company's business strategy.

(ii) Sufficiency of funding to execute on development roadmap

First Wave is competing in a rapidly growing market in competition and partnership with a number of major security vendors and telco partners. This environment can change rapidly and further funding may be required by the Company to accelerate the development roadmap or meet unforeseen challenges. Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If those funds are not available the Company may not have sufficient capital resources to meet the unfolding challenges or capitalise on opportunities.

(iii) Business Plan Execution Risk.

The business plan and expectations of growth are predicated on a complex mix of market analysis, partnerships, underlying proprietary technology and complex commercial and contractual arrangements. Execution of the plan requires an efficient interaction of all parts of the business and there are various material risks to execution on time and in budget. Such risks can cause disruptions to revenue projections, cost over runs, failure to meet service level agreements, delays in implementations and overruns in costs.

(c) Industry Risks

(i) Rapid change & Market disruption

First Wave operates in rapidly growing Cloud Security market sector. This emerging market sector has been significantly affected by cloud technology disruption and is attracting the interest from most large security vendors. Typically,

overseas based players in high growth “hot” ICT sectors have access to large quanta of funding at better terms than their Australian based equivalents. As a result these organisations may “out gun” Australian based developers and marketers.

(ii) Technology and Development Risks

First Wave software engineering team is working at the leading edge of Cloud security, including Cloud gateways and large scale business analytics. First Wave delivers these solutions against a backdrop of rapid technical change and market consolidation. This means there is always the potential that shifts in technology and business practice may by pass or undercut the proposed solutions. For instance, new technologies could overtake the advancements made by First Wave which could negatively impact on the financial position and financial performance of First Wave.

(d) Company Specific Risks

(i) First Wave retaining its key personnel or recruit and retain suitably qualified employees

First Wave operates in rapidly growing and competitive sector. It relies heavily on the core competencies of its Directors and other key employees in technical, engineering and sales and marketing. First Waves growth and financial performance may suffer if it is unable to secure the quality and quantity of new employees or contractors it requires to facilitate its growth due to industry competition for these skills.

(ii) Confidential information held by First Wave may be compromised

Through the ordinary course of business the company has access to a range of personal and company data. This may include information such as personal contact details as well as payment information and bank account details. Disclosure of confidential information or any breach of privacy laws may have an adverse impact on First Wave’s reputation, contracts and retention of clients, ability to attract new clients and its business, operations and financial performance.

(iii) Key partner/supplier relationships

First Wave has a number of key strategic relationships with channel partners (telecommunication companies) and security vendors. These relationships underpin First Wave's business model and go to market strategy. These relationships are concentrated in only a small number of partners and while they are typically contracted there is always a risk that a change in strategy, breakdown of relationship, or failure to deliver the required partner outcomes competition may affect First Wave’s financial performance.

(iv) First Wave may suffer damage to its reputation and brand

First Wave's reputation and brand are a key component of its success in winning and retaining contracts, winning clients, maintaining relationships with clients and third party suppliers and attracting and retaining employees. Reputational damage could arise out of technical failures failure to deliver contracted outcomes, deterioration in service levels, breach of the law, litigation, information technology system breach or failure, failures of internal controls, improper conduct, and adverse media coverage may have a negative effect on its business, operations and financial performance.

(v) First Wave's intellectual property rights may be infringed or lost

First Wave relies on laws relating to trade secrets and copyright to assist to protect its proprietary rights in its internal and customer facing technology platforms. First Wave also generates revenue through licensing of proprietary technology. Any infringement or loss of First Wave's intellectual property could result in significant costs, for example in defending claims or making alternative arrangements, and deterioration in First Wave's competitive position.

(vi) Contractual Risks

First Wave has most services delivered under contract through Australia's pre-eminent telco. These services are contracted under long term arrangement. This relationship underpins First Wave's primary source of revenue and is subject to strict terms and conditions. Termination of this arrangement for whatever reason would have a major impact on projected revenue growth and would lead to a slow decline in the annuity revenue streams.

(e) Competition

The industry in which the Company will be involved, post the Acquisition of First Wave, is highly competitive and is subject to increasing domestic and global competition which is fast-paced and fast-changing. The activities or actions of its competitors may negatively affect the operating and financial performance of First Wave's projects and business.

(f) Economic conditions

First Wave is subject to risks of changes in economic conditions, which impact corporate and government spending patterns in ICT, and particularly discretionary spending.

(g) Government policies and legislation

The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance.

(h) Insurance

First Wave engages in a number of advanced and large security installations. Its liabilities are typically restricted under the terms of delivery but any restrictions on professional indemnity or public liability insurance imposed as a result of independent risk assessment or failures may adversely impact on the company.

(i) Litigation

While the Company is not subject to any outstanding litigation, such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect the Company's business, operations and financial performance.

2.20 Future direction for the Company if the change to nature and scale of activities is not approved

If the Acquisition Resolutions are not passed at the Meeting, the Acquisition will not proceed. In this circumstance, the Company will continue with the evaluation of potential opportunities that might meet criteria capable of adding significant shareholder value, noting that these opportunities will be limited given that the Company has recently come out of administration and has limited funding available.

2.21 Directors' interests in the Acquisition

None of the Company's existing Directors have any interest in the proposed Acquisition of the issued shares of First Wave pursuant to the Share Sale Agreement, other than and as disclosed in this Notice.

2.22 Interests of the Vendors

One of the Vendors is Wentworth which holds 2,423 Shares in the Company as bare trustee for a number of its clients.

2.23 Conditional Acquisition Resolutions

All Acquisition Resolutions are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite number of Shareholders at the Meeting. If any one of Resolutions 5 to 22 (inclusive) is not approved at the Meeting, none of them will take effect and the Share Sale Agreement and other matters contemplated by those Resolutions will not be completed pursuant to this Notice.

2.24 Conclusion

The Resolutions set out in the Notice are important and affect the future of the Company. Shareholders are therefore urged to give careful consideration to the Notice and the contents of this Explanatory Statement.

3. Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Company's Constitution provides for such reports to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions with respect to these reports and statements at the Annual General Meeting.

In accordance with the Corporations Act the Company is not required to provide a hard copy of the Company's Annual Report to shareholders unless a shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's Annual Report on the ASX website at <http://www.asx.com.au> or may request a copy from the Company at any time.

4. Resolution 1 – Adoption of Remuneration Report

Under sections 249L and 250R of the Corporations Act, public companies are required to meet disclosure requirements in respect of Director and executive remuneration, and to include a Remuneration Report in the Director's Report to Shareholders. The Remuneration Report for the 12 months ended 30 June 2015 is included in the 2015 Annual Report.

Further, the Corporations Act requires that adoption of the Remuneration Report be included as a resolution on which shareholders are given the opportunity to vote at the Annual General Meeting.

The vote on this resolution is advisory only, and will not be binding on the Board or the Company.

Notwithstanding the non-binding nature of the vote, the Board will take note of the outcome of the vote when considering future remuneration matters.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are against the adoption of the relevant Remuneration Report at two consecutive annual general meetings (with any such potential 25% or more vote 'against' commonly referred to as a "first strike" or

"second strike"), the Company will be required to put to shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called to consider the election of directors of the company (**Spill Resolution**).

The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Board received a first strike against the Remuneration Report at its previous AGM, held on 28 November 2014.

Subsequent to the first strike against the Remuneration Report, all Directors in office at the date of the Company's last Annual General Meeting have resigned and new Directors have been appointed to the Board.

If at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, then this would constitute a second strike and, as required by the Corporations Act, a spill resolution, as set out in Resolution 4 and Section 7 of the Explanatory Statement, will be put and voted on at this Annual General Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

5. Resolution 2 – Re-election of David Nolan as Director

Clause 13.2 of the Constitution provides for the retirement of one-third of the Directors (rounded up) from office at each annual general meeting of the Company. Clause 13.2 provides that such Directors are eligible for re-election at that annual general meeting.

David Nolan was appointed as a director of the Company on 17 February 2015. In accordance with Clause 13.2 of the Constitution, David Nolan retires as Director and offers himself for re-election as a Director at this Annual General Meeting.

Set out below is a brief bio for David Nolan:

Mr Nolan is a corporate lawyer with over 17 years' experience advising on corporate acquisitions, capital raisings and financing for mining companies. David is a partner in the Sydney corporate advisory practice of Kemp Strang and was previously a partner of Mills Oakley Lawyers and a senior adviser at the London Stock Exchange. David's expertise includes IPOs and capital raisings, venture capital and private equity, mergers and acquisitions, restructurings and takeovers, corporate finance, commercial agreements, and regulatory and corporate governance advice. David has valuable relationships in the advisory and regulatory community and brings a depth of corporate governance expertise. David was previously Chairman of Scott Creek Coal Limited and Hastings Rare Metals Limited and a Non-Executive Director of Apollo Minerals Limited. David holds a Bachelor of Laws (Hons) and Bachelor of Arts from Bond University, Queensland.

The Directors unanimously support the re-election of Mr Nolan as a Director of the Company (with David Nolan abstaining).

The Directors (except Mr Nolan, who abstains) unanimously recommend that shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

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

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. The Company is currently seeking to acquire new resources assets or investments. The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility on its existing acquisition of new resource assets or investments.

6.2 Description of Listing Rule 7.1A

(a) 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.

This means it 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).

(b) 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. The Company, as at the date of the Notice, has only one quoted class of Equity Securities, namely fully paid ordinary shares.

(c) 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: <ul style="list-style-type: none">• 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 Rule 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; |
|------------|---|

| | |
|------------|---|
| | <ul style="list-style-type: none"> less the number of fully paid shares cancelled in the 12 months. <p>Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.</p> |
| "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 Rule 7.1 or 7.4. |

6.3 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 on issue 7,495,675 Shares and therefore has a capacity to issue 1,124,351 Equity Securities under Listing Rule 7.1.

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 (set out in Section 6.2 of this Explanatory Statement).

6.4 Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

6.5 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:

- (a) the date that is 12 months after the date of the annual general Meeting at which the approval is obtained; or
- (b) 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).

6.6 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. Resolution 3 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).

6.7 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's 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 Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities. 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.

The table also shows:

- (iii) 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
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against an assumed issue price, which has been calculated on the basis of the last closing price for the Shares prior to the suspension of the Shares from official quotation, as adjusted for the Consolidation.

| Number of Shares on issue (Variable "A" in Listing Rule 7.1A.2) | | Dilution | | |
|---|---------------------|--|--------------------------|---|
| | | \$0.753 (50% decrease in issue price) | \$1.506 (Issue price) | \$3.012 (100% increase in issue price) |
| 7,495,675 (Current) | 10% voting dilution | 749,567 Shares | 749,567 Shares | 749,567 Shares |
| | Funds raised | \$564,424 | \$1,128,848 | \$2,257,696 |
| 11,243,513 (50% increase) | 10% voting dilution | 1,124,315 Shares | 1,124,315 Shares | 1,124,315 Shares |
| | Funds raised | \$846,636 | \$1,693,273 | \$3,386,545 |
| 14,991,350 (100% increase) | 10% voting dilution | 1,499,135 Shares | 1,499,135 Shares | 1,499,135 Shares |
| | Funds raised | \$1,128,849 | \$2,257,697 | \$4,515,395 |

The table above has been prepared on the following assumptions:

- The current shares on issue are the Shares on issue as at 23 December 2015 (on a post Consolidation basis).
 - The issue price is \$1.506, calculated by adjusting the closing price of the Shares on the ASX on 30 March 2015 (immediately before the Company was placed in external administration and its Shares suspended from official quotation), being \$0.001, for the Consolidation.
 - The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - 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.
 - 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. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 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)).

- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisition of new assets or investments (including expenses associated with such acquisitions) and for general working capital.
- (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. 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 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 methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

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 possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2012, 2013 and 2014 annual general meetings of the Company.

- (g) Information under Listing Rule 7.3A.6:

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, and is now seeking Shareholder approval to renew its capacity to issue an additional 10% of its issued capital under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of securities in the 12 months preceding the date of the Meeting.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of the Meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12 month period where the Company has previously obtained approval under Listing Rule 7.1A are presented in the Table below:

| Total Number of Equity Securities issued in last 12 months where the Company has previously obtained approval under Listing Rule 7.1A (Listing Rule 7.3A.6(a)) | |
|---|---|
| Number of Equity Securities Issued | 7,297,671 (on a post Consolidation basis) |
| Percentage previous issues represent of total number of Equity Securities on issue at 11 February 2015 being commencement of the 12 month period | 3,678% Total number of Shares on issue as at 11 February 2015 is 198,438 (on a post Consolidation basis) |

As required by Listing Rule 7.3A.6(b) the details of all issues of securities by the Company during the 12 months preceding the date of meeting are presented in the Table below:

| Details of Equity Securities issued in the 12 months preceding the date of the Meeting (Listing Rule 7.3A.6(b)) | |
|--|--|
| Date of issue | 11 February 2015 |
| Number of Equity Securities issued | 448,272,815 (pre Consolidation) |
| Class of Equity Security | Ordinary shares, ranking equally with other ordinary shares |
| Names of persons to whom Equity Securities issued | Sophisticated or professional investors who, for the avoidance of doubt, were not related parties of the Company |
| Issue price | \$0.002 per share |
| Discount to market price (if any) | N/A |
| For cash issue: | |
| Total cash consideration | \$896,546 |
| Use of cash consideration | General working capital, as outlined in the Company's Replacement Prospectus lodged on 21 January 2015. |
| Intended use of remaining cash consideration | Funding working capital, as outlined in the Company's Replacement Prospectus lodged on 21 January 2015. |
| For non-cash issue: | |
| Non cash consideration paid | N/A |
| Current value of cash consideration | N/A |
| Date of issue | |
| Date of issue | 1 December 2015 |
| Number of Equity Securities issued | 4,464,294 (post Consolidation) |
| Class of Equity Security | Ordinary shares, ranking equally with other ordinary shares |
| Names of persons to whom Equity Securities issued | Sophisticated or professional investors who, for the avoidance of doubt, were not related parties of the Company |
| Issue price | \$0.14 per ordinary share |
| Discount to market price (if any) | N/A |
| For cash issue: | |
| Total cash consideration | \$625,000 |
| Use of cash consideration | Payment to the deed administrators of the Company to satisfy their obligations under the Deed of Company Arrangement executed by the Company on 7 September 2015 |
| Intended use of remaining cash | No remaining cash consideration |

| | |
|---|--|
| consideration | |
| For non-cash issue: | |
| Non cash consideration paid | N/A |
| Current value of cash consideration | N/A |
| | |
| Date of issue | 14 December 2015 |
| Number of Equity Securities issued | 2,392,861 (post Consolidation) |
| Class of Equity Security | Ordinary shares, ranking equally with other ordinary shares |
| Names of persons to whom Equity Securities issued | Sophisticated or professional investors who, for the avoidance of doubt, were not related parties of the Company |
| Issue price | \$0.14 per ordinary share |
| Discount to market price (if any) | N/A |
| For cash issue: | |
| Total cash consideration | \$335,000 |
| Use of cash consideration | General working capital |
| Intended use of remaining cash consideration | Funding working capital |
| For non-cash issue: | |
| Non cash consideration paid | N/A |
| Current value of cash consideration | N/A |
| | |
| Date of issue | 14 December 2015 |
| Number of Equity Securities issued | 142,858 (post Consolidation) |
| Class of Equity Security | Ordinary shares, ranking equally with other ordinary shares |
| Names of persons to whom Equity Securities issued | Richard Willson |
| Issue price | \$0.14 |
| Discount to market price (if any) | N/A |
| For cash issue: | |
| Total cash consideration | N/A |
| Use of cash consideration | N/A |
| Intended use of remaining cash consideration | N/A |
| For non-cash issue: | |
| Non cash consideration paid | Provision of professional services |
| Current value of cash consideration | \$20,000 (issue price \$0.14) |

- (h) A voting exclusion statement is included in the Notice. At the date of this 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.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Spill Meeting

At the 2014 Annual General Meeting of the Company, more than 25% of the votes cast on the resolution to adopt the 2014 Remuneration Report were voted against the resolution. Accordingly, the Company received a "first strike" under the executive remuneration laws.

If less than 25% of the votes on Resolution 1 are cast against the adoption of the 2015 Remuneration Report, there will be no "second strike" and Resolution 4 will not be put to the Meeting.

If the votes cast against the 2015 Remuneration Report are 25% or more of the votes cast on Resolution 1, the Company will receive a "second strike" and Resolution 4 will be put to the Meeting.

This means that if a "second strike" is not received on Resolution 1, no Spill Meeting will be convened even if Resolution 4 was put to the Meeting and passed.

If a "second strike" was in fact received on Resolution 1, and Resolution 4 is put to the Meeting and passed, then:

- (a) a Spill Meeting must be convened within 90 days of this Meeting;
- (b) all of the current members of the Board will vacate their offices immediately before the end of the of the Spill Meeting; and
- (c) at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

If Resolution 4 is passed and becomes effective, all of the current Directors will offer themselves for re-election. If however all of the current Directors cease to be Directors prior to the Spill Meeting, the Meeting need not be held.

If Resolution 4 is put to the Meeting, it will be an ordinary resolution conducted by way of a poll.

The Board unanimously recommends that Shareholders vote against Resolution 4 on the basis that it would be extremely disruptive to the Company.

However, the Board recognises that Shareholders can remove a Director by majority shareholder vote at any time and for any reason.

The Chairman of the Meeting intends to vote undirected proxies against Resolution 4.

8. Resolution 5 – Change to nature and scale of activities

ASX Listing Rule 11.1 provides that if an entity proposes to make a significant change, either directly or indirectly, to that nature or scope of its activities, it must provide full details to ASX as soon as possible. Further, the following rules apply in relation to the proposed change:

- (a) the entity must give ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, the entity must get the approval of holders of its ordinary securities; and
- (c) if ASX requires, the entity must meet the requirements in Chapters 1 and 2 of the Listing Rules as if the entity were reapplying for admission to the official list.

The acquisition by the Company of all issued share capital of First Wave involves a significant change to the nature of the Company's main business activity from operating an oil and gas exploration business which undertakes the identification and acquisition of properties and projects that have discovery and development potential to a cloud security services business. Furthermore, the Acquisition involves a change to the size of the Company's operations. Given these circumstances, ASX requires the significant change to the nature and scale of the Company's main business activities to be approved by the Company's Shareholders under ASX Listing Rule 11.1.2. Moreover, ASX has advised the Company that the significant change to the nature and scale of the Company's main business activity will require re-compliance with ASX's admission requirements in Chapters 1 and 2 of the Listing Rules.

If Resolution 5 is passed by Shareholders at the Meeting, the Company will have complied with the ASX requirement to obtain shareholder approval for the significant change to the

nature and scale of its activities. Conversely, if Resolution 1 is not passed the Company will not be allowed to change the nature and scale of its activities as proposed in this Explanatory Statement and the Acquisition of First Wave will not proceed.

The passing of Resolution 5 is conditional upon and subject to all the Acquisition Resolutions being approved by Shareholders.

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

9. Resolution 6 – Allotment and issue of Consideration Shares

The Company intends to undertake an issue of 132,290,810 Consideration Shares to the Vendors in consideration for 100% of the issued share capital in First Wave.

Resolution 6 requires Shareholder approval in accordance with ASX Listing Rule 7.1.

Under ASX Listing Rule 7.1, a listed company must not, without the prior approval of shareholders, issue equity securities if the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of the 12 month period.

Resolution 6 seeks approval by Shareholders of the issue of the Consideration Shares for the purposes of ASX Listing Rule 7.1 as a result of the proposed issue exceeding the 15% threshold under ASX Listing Rule 7.1.

If approved, Resolution 6 will result in the approval of the issue of 132,290,810 Shares to the Vendors.

Pursuant to, and in accordance with, ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares in Resolution 6:

- (a) The maximum number of Shares to be issued is 132,290,810 Shares.
- (b) The Consideration Shares must be issued by the Company upon completion in accordance with the Share Sale Agreement, and in any event, will be issued no later than 3 months after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Consideration Shares will be issued at an issue price of 20 cents per Consideration Share.
- (d) The Consideration Shares will be issued to the Vendors, each of whom is, for the avoidance of doubt, is not a related party of the Company.
- (e) The Consideration Shares will comprise fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares.
- (f) No funds will be raised from the issue of the Consideration Shares. In consideration for issuing the Consideration Shares, the Company will receive 100% of the issued share capital in First Wave.
- (g) A voting exclusion statement is included in the Notice of Meeting.
- (h) As a result of the issue of the Consideration Shares, no individual will hold a relevant interest of more than 20% in the issued capital of the Company.

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

10. Resolution 7 – Capital Raising

Resolution 7 seeks Shareholder approval for the issue of between 25,000,000 and 40,000,000 Shares to investors for a total issue price of between \$5,000,000 and \$8,000,000 (**Placement Shares**).

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

The effect of Resolution 7 will be to allow the Company to issue the Placement Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using the Company's 15% annual placement capacity.

The Placement Shares to be issued pursuant to Resolution 7 will be issued to sophisticated and professional investors and the general public.

Pursuant to, and in accordance with, ASX Placement Rule 7.3, the following information is provided in relation to the issue of the Placement Shares in Resolution 7:

- (a) The maximum number of Placement Shares to be issued is 40,000,000 Shares.
- (b) The Placement Shares are anticipated to be issued upon Completion, and in any event, will be issued no later than 3 months after the date of the Meeting (or such later date permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Placement Shares will be issued at an issue price of 20 cents per Placement Share.
- (d) The Placement Shares will be issued to sophisticated and professional investors and the general public.
- (e) The Placement Shares will comprise fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares.
- (f) The funds raised from the issue of the Placement Shares will be used by the Company for general working capital and to affect its growth strategy in the cloud security services industry.
- (g) A voting exclusion statement is included in the Notice of Meeting.
- (h) As a result of the issue of the Placement Shares, no individual will hold a relevant interest of more than 20% in the issued capital of the Company.

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 7.

11. Resolution 8 – Re-election of Drew Kelton as Director

Drew Kelton was appointed as a Director on 8 March 2016.

Accordingly, Resolution 8 seeks the re-election of Drew Kelton as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of Drew Kelton.

The Directors unanimously recommend that shareholders vote in favour of Resolution 8.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 8.

12. Resolution 9 – Re-election of Scott Lidgett as Director

Scott Lidgett was appointed as a Director on 8 March 2016.

Accordingly, Resolution 9 seeks the re-election of Scott Lidgett as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of Scott Lidgett.

The Directors unanimously recommend that shareholders vote in favour of Resolution 9.

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

13. Resolution 10– Re-election of Edward Keating as Director

Edward Keating was appointed as a Director on 8 March 2016.

Accordingly, Resolution 10 seeks the re-election of Edward Keating as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of Edward Keating.

The Directors unanimously recommend that shareholders vote in favour of Resolution 10.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 10.

14. Resolution 11 – Re-election of Steve O'Brien as Director

Steve O'Brien was appointed as a Director on 8 March 2016.

Accordingly, Resolution 11 seeks the re-election of Steve O'Brien as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of Steve O'Brien.

The Directors unanimously recommend that shareholders vote in favour of Resolution 11.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 11.

15. Resolution 12 – Re-election of Paul Macrae as Director

Paul Macrae was appointed as a Director on 8 March 2016.

Accordingly, Resolution 12 seeks the re-election of Paul Macrae as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of Paul Macrae.

The Directors unanimously recommend that shareholders vote in favour of Resolution 12.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 12.

16. Resolution 13 – Re-election of David Garnier as Director

David Garnier was appointed as a Director on 8 March 2016.

Accordingly, Resolution 13 seeks the re-election of David Garnier as a Director.

Refer to section 2.10 of the Explanatory Statement for a summary of the background and experience of David Garnier.

The Directors unanimously recommend that shareholders vote in favour of Resolution 13.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 13.

17. Resolution 14 – approval of the Company's Employee Share Option Plan

The Board of the Company considers that adoption of a new Employee Share Option Scheme (the **Proposed ESOP**) will assist to:

- align the interests of Eligible Persons with the success of the Company;
- provide incentives to attract, retain and/or motivate eligible employees in the interests of the Company; and
- provide Eligible Persons with the opportunity to acquire Shares in accordance with the Proposed ESOP.

ASX Listing Rule 7.1 prohibits an entity from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

However ASX Listing Rule 7.2, Exception 9(b) provides that ASX Listing Rule 7.1 does not apply in relation to, among other things, an issue under an employee incentive scheme if within 3 years before the date of the issue the holders of the entity's ordinary securities approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

The ASX Listing Rules define "employee incentive scheme" as:

- (a) a scheme for the issue or acquisition of equity securities in an entity to be held by, or for the benefit of, participating employees or non-executive directors of the entity or a related entity; or
- (b) a scheme which, in ASX's opinion, is an employee incentive scheme.

Under the ASX Listing Rules, equity securities include options to subscribe for shares in an entity. The Proposed ESOP is therefore an employee incentive scheme for the purposes of the ASX Listing Rules.

For the purposes of Listing Rule 7.2 (Exception 9), information is provided as follows:

- a summary of the terms of the Proposed ESOP is outlined in Annexure A;
- a full copy of the Proposed ESOP is available for inspection at the Company's registered office until the date of the Meeting;
- this is the first approval sought under Listing Rule 7.2 (Exception 9) with respect to the Proposed ESOP;
- no securities have been issued under the ESOP; and
- a voting exclusion statement is included in the Notice in connection with Resolution 14.

The Directors unanimously recommend that shareholders vote in favour of Resolution 14.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 14.

18. Resolution 15 to Resolution 20 – grant of options to Directors

The Board has resolved, subject to obtaining Shareholder approval and completion of the Acquisition, to issue a total of 13,800,000 Director Options to Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier or their respective nominees.

The issue of Director Options to the Directors or their nominees form part of the Company's long term incentive objectives to encourage Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company.

The number of Director Options to be issued to each Director (or their nominees) has been determined based on factors such as the Directors proposed contribution to the Company's success going forward and to provide ongoing equity incentives to advance the Company and its assets.

Furthermore, the grant of Director Options, are viewed as a cost effective and efficient reward and incentive of the Company as opposed to alternative forms of incentive, such as the payment of additional cash compensation to Directors.

18.1 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Options constitutes the giving of a financial benefit and each of Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier will become related parties of the Company by virtue of their directorships.

An exception to the prohibition in Chapter 2E of the Corporations Act is where the benefit is given on terms that would be reasonable in circumstances if the company and the director were dealing at arm's length.

The Directors consider the proposed issue of Director Options to Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier is to be on arm's length terms. Accordingly, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required. This view is supported by the fact that the issue of Director Options as described above is a term of the Share Sale Agreement.

18.2 ASX listing Rule 10.11

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

As the proposed issue of the Options to Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier (or their respective nominees) involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. The exceptions in ASX Listing Rule 10.12 do not appear to apply to the current circumstances.

Pursuant to, and in accordance with, ASX Listing Rule 10.13, the following information is provided in relation to Resolution 15 to Resolution 20 (inclusive):

- (a) The Director Options will be issued to Drew Kelton, Scott Lidgett, Edward Keating, Steve O'Brien, Paul Macrae and David Garnier.
- (b) the maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the related parties is:
 - (i) 4,200,000 Director Options to Drew Kelton (Chairman Elect);
 - (ii) 1,200,000 Director Options to Scott Lidgett (Director);
 - (iii) 1,200,000 Director Options to Edward Keating (Director);
 - (iv) 4,800,000 Director Options to Steve O'Brien (Managing Director);
 - (v) 1,200,000 Director Options to Paul Macrae (Director); and
 - (vi) 1,200,000 Director Options to David Garnier (Director).
- (c) The Company will issue the Director Options on the date of Completion but in any event no later than 3 months from the date of the Meeting, pursuant to a waiver granted by ASX.
- (d) The Director Options will be granted for nil cash consideration, accordingly no funds will be raised from the issue of the Director Options.
- (e) The terms and conditions and allocations of the Director Options are set out in Annexure B.
- (f) None of the Directors of the Company that are to receive the Director Options hold any Shares or options in the Company.
- (g) If the Director Options granted to the Directors are exercised, a total of 13,800,000 Shares would be allotted and issued. This will increase the number of Shares on issue from:
 - (i) where \$5,000,000 is raised under the Capital Raise, 164,786,485 (post Completion) to 178,586,485 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders (post Completion) would be diluted by an aggregate of 7.72%; and
 - (ii) where \$8,000,000 is raised under the Capital Raise, 179,786,485 to 193,586,485 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders (post Completion) would be diluted by an aggregate of 7.12%.

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

- (h) The trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

| | Price | Date |
|---------|----------|------------------------------------|
| Highest | \$ 0.021 | 5 February 2015 |
| Lowest | \$ 0.001 | 30 March 2015 |
| Last | \$ 0.001 | Trading suspended on 31 March 2015 |

- (i) The primary purpose of the grant of Director Options to the Directors is to provide cost effective consideration to the Directors for their commitment and contribution to the Company in their respective roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed.
- (j) A voting exclusion statement is included in this Notice of Meeting.

The Directors unanimously recommend that shareholders vote in favour of Resolutions 15 – 21 (inclusive).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 15 - 21 (inclusive).

19. Resolution 21 - Change of name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name. Resolution 21 seeks approval of Shareholders to change its name to "FirstWave Cloud Technology Limited" subject to completion of the Acquisition.

If Resolution 21 is passed, the change of name will take effect when ASIC has officially updated the details of the Company's registration on the ASIC register. The purpose of the proposed change to the name of the Company is to align the Company name with the business of First Wave which, upon completion of the Acquisition, will form the basis for the future operations of the Company. The name "First Wave" is known in the market place and therefore the Board considers that the Company will benefit from adopting this proposed name.

Resolution 21 is not inter-conditional with the other Resolutions however the Company will only change its name if completion of the Acquisition occurs.

The Directors unanimously recommend that shareholders vote in favour of Resolution 21.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 21.

20. Resolution 22 – Increase in Non-Executive Director Fee Pool

Under both ASX Listing Rule 10.17 and clause 13.8 of the Company's Constitution, the total aggregate remuneration per annum that may be paid to non-executive Directors can only be increased by ordinary resolution of a meeting of Shareholders of the Company.

The current approved pool of aggregate fees to be paid to non-executive Directors is \$250,000 per annum, which was approved by Shareholders at the Company's annual general meeting held on 29 November 2013.

The Directors wish to increase the approved pool of aggregate fees for non-executive Directors by \$150,000 to \$400,000.

The maximum amount that may be paid to non-executive Directors as a whole is \$400,000.

The following securities have been issued to non-executive Directors under Listing Rule 10.11 or 10.14 with the approval of Shareholders within the last three years:

- (a) 142,858 Shares issued to Richard Willson on 14 December 2015 for services rendered to the Company;
- (b) 2,000,000 options over Shares issued to Neil Young, each with an exercise price of \$0.20 per option expiring on 5 March 2018 issued on 5 March 2014;
- (c) 7,500,000 options over Shares issued to Robert Kennedy, each with an exercise price of \$0.093 per option expiring on 31 December 2016, issued on 4 December 2013;
- (d) 2,037,573 Shares issued to Asia Pacific mining Capital Pte Ltd, a related party of Ben Salmon on 23 August 2013;
- (e) 2,445,087 Shares issued to Paragon Group Holdings Limited, a related party of Ben Salmon on 23 August 2013; and
- (f) 475,434 Shares issued to Rich Peak Enterprises Pty Limited, a related party of Ben Salmon 23 August 2013.

Note that the number of securities described in paragraphs (b)-(f) above have since been consolidated on a 1:1,506 basis.

Non-executive director remuneration reflects the Company's desire to attract, motivate and retain high quality directors and to ensure their active participation in the Company's affairs for the purposes of corporate governance, regulatory compliance and other matters. The Board aims to provide a level of remuneration for non-executive directors comparable with its peers.

The proposed increase will provide the Company with the flexibility to ensure that an experienced board of appropriate size and expertise continues to supervise the Company effectively.

The total amount of fees payable to Directors from the approved pool includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.

A voting exclusion statement is included in the Notice.

The Directors unanimously recommend that shareholders vote in favour of Resolution 22.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 22.

ENQUIRIES

Shareholders are invited to contact Justin Clyne on (02) 9993 4407 if they have any queries in respect of the matters set out in this Notice or Explanatory Statement.

Glossary

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

10% Placement Facility has the meaning given to that term in Section 6.1 of the Explanatory Statement.

10% Placement Period has the meaning given to that term in Section 6.5 of the Explanatory Statement.

Acquisition has the meaning given to that term in section 2.4 of the Explanatory Statement.

Acquisition Resolutions means Resolutions 5 to 22 (inclusive).

Administrators means Mark Hutchins, Ozem Kassem and Jason Tang Cor Cordis Chartered Accountants.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited or the securities exchange market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of Directors of the Company.

Capital Raising has the meaning given to that term in section 2.4 of the Explanatory Statement.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or members' spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company and **Crestal** means Crestal Petroleum Limited (ACN 144 733 595).

Company Group means the Company and each subsidiary of the Company (if any) from time to time.

Company Group Member means a member of the Company Group.

Completion means completion of the transactions contemplated by the Share Sale Agreement.

Completion Date means the completion date as contemplated by the Share Sale Agreement.

Consideration Shares means the 132,290,810 Shares proposed to be issued pursuant to Resolution 6.

Consolidation means the consolidation of the Company's Equity Securities on a 1:1,506 basis, which was approved by Shareholders at a general meeting of the Company on 12 November 2015.

Constitution means the Company's constitution.

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

Deed Administrators means Mark Hutchins, Ozem Kassem and Jason Tang of Cor Cordis Chartered Accountants.

Deed of Company Arrangement or **DOCA** means the deed of company arrangement executed by the Company on 7 September 2015 between the Deed Administrators, the Company and Wentworth.

Directors means the directors of the Company.

Director Options means the Options to be issued to the Directors pursuant to Resolution 15 to Resolution 20 (inclusive) which are subject to the terms set out in Annexure B.

Directors means the directors of the Company from time to time.

DOCA Completion has the meaning ascribed to "Completion" under the Deed of Company Arrangement.

Eligible Person means any employee, contractor or director (or prospective employee, contractor or director) of one or more Company Group Members selected by the Board to participate in the Employee Share Option Plan.

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

Explanatory Statement means this explanatory statement.

First Wave means First Wave Technology Pty Ltd (ACN 098 940 544).

Holder means an Optionholder or Share Rights Holder (as the case may be).

Implementation Deed means the implementation deed dated 2 October 2015 between the Deed Administrators, the Company and Wentworth.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting means the Annual General Meeting of Shareholders convened by this Notice.

Notice or **Notice of Meeting** means this notice of Annual General Meeting accompanying this Explanatory Statement.

Offer means an offer made to an Eligible Person by or on behalf of the Board of the Company to participate in the Employee Share Option Plan.

Official List means the official list of ASX.

Option means an unlisted option to subscribe for a Share.

Optionholder means a person registered in the Company's register of optionholders from time to time.

Placement Shares means the 25,000,000 to 40,000,000 Shares proposed to be offered and issued to the public under the Prospectus pursuant to Resolution 7.

Proposed ESOP or **Employee Share Option Plan** means the employee share option plan to be approved by Shareholders in this Notice of Meeting pursuant to Resolution 14.

Prospectus has the meaning given to that term in section 2.8 of the Explanatory Statement.

Recapitalisation Notice means the Notice of Extraordinary General Meeting issued by the Company on 12 October 2015 in relation to the Extraordinary General Meeting that was held at 11am on 12 November 2015.

Recapitalisation Proposal means the proposal from Wentworth to the Administrators to enter into the Deed of Company Arrangement, which was approved by creditors of the Company on 17 August 2015.

Resolution means a resolution contained in the Notice.

Shareholder means a holder of a Share.

Share Right means a right to one Share that is subject to conditions determined by the Company, calculated on the basis set out in the terms of an offer made pursuant to the Company's Employee Share Option Plan.

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

Share Sale Agreement has the meaning given to that term in section 2.4 of the Explanatory Statement.

Spill Meeting has the meaning given to that term in Section 7 of the Explanatory Statement.

Spill Resolution has the meaning given to that term in Section 7 of the Explanatory Statement.

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

Wentworth means Wentworth Global Capital Finance Pty Ltd ACN 155 410 843.

Vendors means the current shareholders of First Wave, comprising of the entities listed in Schedule 1 of this Notice.

VWAP means volume weighted average market price.

Schedule 1

| |
|--|
| Alan J & Shirley Joy Wighton |
| Alexis George and Martin Barnes |
| Bluey Designs P/L |
| Boreatton Pty Ltd |
| Cessnock Motors Pty Ltd |
| Christopher Haigh |
| Darrell Maroney |
| David Guy Garnier |
| David Lockwood |
| E T and L J Keating |
| Terence John Mossee-Robinson and Anne-Marie Kay Mosse-Robinson |
| Reata Pty Ltd |
| Gregory Vytas Maren |
| HiJinks Pty Ltd |
| Leo Van Biene Pty Ltd |
| Lindsay Royston |
| Greg & Geraldine Maren |
| Mazoongoo Pty Ltd |
| Michael G Jacobs |
| Murray Scott |
| K & M Oxley |
| Peter Twiston Danks & Jennifer Norton Danks |
| Reata Pty Ltd |
| Richard Beswick |
| Scott Kelvin Lidgett |
| Scott Kelvin Lidgett & Katherine Gooch Lidgett |
| Scott McNeilage Pty Limited |
| The Viscount of the Royal Court of Jersey in her capacity as administrator of Telesto Investments Limited, "en désastre" |
| Todd Sullivan |
| Tony Smith |
| William George Falzon |
| Willow Wattle Pty Ltd |
| Wentworth Global Capital Finance Pty Ltd |

ANNEXURE A – SUMMARY OF EMPLOYEE SHARE OPTION PLAN

(a) Eligibility

The Board may invite full or part time employees, contractors and directors (or prospective employees, contractors or directors) of the Company or a Subsidiary to participate in the Employee Share Option Plan (**Eligible Person**).

(b) Offer of Options

An offer to an Eligible Person for Options (**Offer**) must be in writing and must specify:

- (i) the date of the Offer;
- (ii) the maximum number of Options or Share Rights which may vest to the Eligible Person, or alternatively how that maximum number will be calculated;
- (iii) that Options or Share Rights (as the case may be) will be granted for no cash consideration;
- (iv) in the case of Options, the exercise price for each Option or the manner in which this price will be calculated upon exercise;
- (v) any other terms and conditions relating to the Offer which in the opinion of the Board are fair and reasonable but not inconsistent with the rules of the Employee Share Option Plan; and
- (vi) the time and date by which the Offer closes and the Acceptance of Offer Form must be received returned to the Company.

(c) Conversion

Each Option and each Share Right converts into one fully paid ordinary share in the capital of the Company upon vesting.

(d) Consideration

Each Option and Share Right will be granted for no cash consideration.

(e) Exercise Price

In respect of an Option, the exercise price shall be determined by the Board and included in the Offer giving rise to that Option, as amended pursuant to the terms of this Employee Share Option Plan.

(f) Vesting Conditions

An Offer may specify any vesting conditions, or other vesting events, which must be satisfied before an Option or Share Right vests.

(g) Exercise of Options

An Optionholder may exercise an Outstanding Option during the Exercise Period, by:

- (i) giving to the Company a signed Exercise Notice; and
- (ii) paying the exercise price (if any) multiplied by the number of Options being exercised.

(h) Conversion of Share Rights to Shares

Subject to the terms of the Offer made, a Holder's Share Rights will convert into Shares and Shares will automatically be issued to a Holder once all vesting conditions (including performance measures (if any)) have been satisfied.

(i) Options and Share Rights only vest if vesting conditions/events satisfied

An Option or Share Right will only vest on the occurrence or satisfaction of the condition or other vesting events specified in respect of that Option or Share Right (as the case may be).

(j) Cessation of Employment

If a Holder ceases to be an Eligible Person:

- i. all unvested Options of the Optionholder will automatically lapse on the date of the Holder ceases to be an Eligible Person and all rights in respect of those Options will be lost;
- ii. all Share Rights which have not converted into Shares will be cancelled the date of the Holder ceases to be an Eligible Person and all rights in respect of those Share Rights will be lost;

unless the Board notifies the Holder that they are allowed to retain some or all or his or her Options or Share Rights (as the case may be).

(k) Participation in Rights Issues and Bonus Issues

The Options and Share Rights do not carry any participation rights in new share issues.

(l) Reorganisation

In the event of a reorganisation of the capital of the Company, the rights attaching to each Option and each Share Right will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation

(m) Ranking

All Shares issued upon exercise of the Options or conversion of a Share Right will rank *pari passu* in all respects with the Company's then issued Shares. The Options and Share Rights will be unlisted. No quotation will be sought from ASX for the Options or Share Rights.

ANNEXURE B – SUMMARY OF DIRECTOR OPTION TERMS

| | |
|---|--|
| Number of options Tranches of options Exercise Price | See table below. |
| Date of allocation | <p>Subject to the comment below, each Option will be allocated and issued on Completion (but in any event no later than 3 months after the date of the Annual General Meeting).</p> <p>Options will be allocated and issued within 3 month of the Company's Annual General Meeting where shareholder approval is obtained for the issue of the Options. In that case, those Options will lapse if Completion does not occur (as indicated below). The dates on which Director Options will become exercisable will not change.</p> |
| Vesting arrangements | <p>See table below.</p> <p>None of the Options shall become exercisable prior to their applicable vesting date.</p> |
| Conversion | Each Option converts into one fully paid ordinary Share. |
| Exercise Period | Each Options will have an exercise period of 5 years commencing on the date that Option becomes exercisable, subject to the conditions set out in this Annexure B. |
| Lapse | <p>In the case of Drew Kelton and Steve O'Brien:</p> <ul style="list-style-type: none">• If you cease to be a Director of the Company in the ordinary court of business, any Options issued to you which have not become exercisable will automatically lapse on the date you cease to be a director of the Company. <p>In the case of David Garnier, Paul Macrae, Ted Keating and Scott Lidgett:</p> <ul style="list-style-type: none">• If you cease to be a Director of the Company in the ordinary course of business, any Options issued to you which have not become exercisable will automatically lapse on the date which is 12 months from the date on which you cease to be a director of the company. <p>In the case of all directors:</p> <ul style="list-style-type: none">• If you cease to be a Director of the Company because the Board of the Company considers you have acted fraudulently, negligently or improperly, any Options issued to you which have not become exercisable will automatically lapse on the date you cease to be a Director of the Company.• Options will be allocated and issued within 3 months of the Company's Annual General Meeting where shareholder approval is obtained for the issue of the Options. In that case, those Options will lapse if Completion does not occur. |
| Participation rights | The Options do not carry any participation rights in new share issues. |
| Shares to rank <i>pari passu</i> | All Shares issued upon exercise of the Options, and payment of the relevant exercise price to the Company, will rank <i>pari passu</i> in all respects with the Company's then issued Shares. The Options will be unlisted. No quotation will be sought from ASX for the Options. |
| Capital Reorganisation | In the event of a reorganisation of the capital of the Company, the rights attaching to each Option will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. |
| Restrictions on transfer | An Option is not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and an Option will lapse immediately if |

any such thing purports to occur.

Takeover

Where there is a takeover bid made for shares in the Company or a scheme of arrangement is proposed in relation to the Company, the Board may consider whether, and may in its absolute discretion determine that all or a part of the participant's unvested Options will become vested. In such circumstances, the Company must promptly notify each holder in writing that he or she may, within the period specified in the notice, exercise vested Options.

DIRECTOR OPTION ALLOCATIONS AND PRICING

| Board Member | Drew Kelton Chairman elect | Steve O'Brien Managing Director | Scott Lidgett | Edward Keating | Paul Macrae | David Garnier |
|--|---|---|--|--|--|--|
| Total Allocation of Options on Completion² | 4,200,000 | 4,800,000 | 1,200,000 | 1,200,000 | 1,200,000 | 1,200,000 |
| Number of options (Tranche 1) | 3,000,000 | 1,920,000 | 1,200,000 | 1,200,000 | 1,200,000 | 1,200,000 |
| Exercise Price (Tranche 1) | \$0.25 | \$0.25 | \$0.25 | \$0.25 | \$0.25 | \$0.25 |
| Vesting Details (Tranche 1) | <ul style="list-style-type: none"> - 1/6 Options become exercisable 1 years after Completion - 1/6 options become exercisable 2 years after Completion - 4/6 Options become exercisable 3 years after Completion | <ul style="list-style-type: none"> - 1/2 Options become exercisable 1 year after Completion - 1/2 Options become exercisable 2 years after Completion | Options become exercisable 1 year after Completion | Options become exercisable 1 year after Completion | Options become exercisable 1 year after Completion | Options become exercisable 1 year after Completion |
| Number of options (Tranche 2) | 1,200,000 | 1,440,000 | | | | |
| Exercise Price (Tranche 2) | \$0.35 | \$0.35 | | | | |
| Vesting Details (Tranche 2) | <ul style="list-style-type: none"> - 1/6 Options become exercisable 2 years after Completion - 1/6 options become exercisable 3 years after completion 4/6 Options become exercisable 4 years after Completion | Options become exercisable 2 years after Completion | | | | |
| Number of options (Tranche 3) | - | 1,440,000 | | | | |
| Exercise Price (Tranche 3) | - | \$0.45 | | | | |
| Vesting Details (Tranche 3) | - | Options become exercisable 3 years after Completion | | | | |

² "Completion" means completion of the Capital Raising under the Prospectus. Note that Director Options will be allocated and issued within 3 months of the Company's EGM approving the issue of the Director Options and those Director Options will lapse if Completion does not occur. The dates on which Director Options will become exercisable will not change. **NB:** None of the Options shall become exercisable prior to their applicable vesting date.



CRX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

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

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 12:00pm (Sydney time) on Wednesday 13 April 2016

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

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

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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



I 9999999999 I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of **Crestal Petroleum Limited** hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Crestal Petroleum Limited to be held at Kemp Strang, Level 17, 175 Pitt Street, Sydney NSW 2000 on Friday, 15 April 2016 at 12:00pm(Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 4, 14 - 20 & 22** (except where I/we have indicated a different voting intention below) even though **Items 1, 4, 14 - 20 & 22** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 4, 14 - 20 & 22** by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| ORDINARY BUSINESS | For | Against | Abstain | | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Re-election of Paul Macrae as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of David Nolan as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Re-election of David Garnier as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approval of 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Approval of Employee Share Option Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Board Spill Meeting | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Grant of Options to Drew Kelton | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval to change the nature and scale of the Company's activities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. Grant of Options to Scott Lidgett | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval to issue securities to Vendors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. Grant of Options to Edward Keating | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval to undertake Capital Raising | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. Grant of Options to Steve O'Brien | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Re-election of Drew Kelton as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19. Grant of Options to Paul Macrae | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Re-election of Scott Lidgett as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 20. Grant of Options to David Garnier | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Re-election of Edward Keating as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 21. Change of name of the Company to Firstwave Cloud Technology Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Re-election of Steve O'Brien as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 22. Increase in non-executive director fee pool | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____