COVATA LIMITED ACN 120 658 497

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Covata Limited ("the **Company**" or **"Covata"**) will be held at the Waratah Room, Adina Apartment Hotel Melbourne, 189 Queen Street, Melbourne, Victoria, 3000, on Thursday, 14 July 2016 at 10.00am (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of General Meeting are set out in the Explanatory Memorandum accompanying this Notice of General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

GENERAL BUSINESS

Resolution 1: Ratification of prior issue of shares - Fidelity International

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

'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 34,741,613 ordinary fully paid shares to Fidelity International at an issue price of \$0.20 (20 cents) per share, as described in the Explanatory Memorandum which accompanies and forms part of the Notice of General Meeting.'

Voting Exclusion Statements:

The Company will disregard any votes cast on this Resolution by:

- · persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on the Resolution 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.

Resolution 2: Ratification of prior issue of placement shares

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

'THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 23,590,743 ordinary fully paid shares to participants in a placement to professional, sophisticated and other exempt investors at an issue price of \$0.23 (23 cents) per share, as described in the Explanatory Memorandum which accompanies and forms part of the Notice of General Meeting.'

Voting Exclusion Statements:

The Company will disregard any votes cast on this Resolution by:

- persons who participated in the issue; or
- any associates of those persons.

However, the Company need not disregard a vote on the Resolution 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.

Resolution 3: Approval for issue of placement shares

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

"THAT, for the purpose of ASX Listing Rule 7.1 shareholders approve the issue of 34,138,005 ordinary fully paid shares to participants in a placement to professional, sophisticated and other exempt investors at an issue price of \$0.23 (23 cents) per share, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statements:

The Company will disregard any votes cast on this Resolution by:

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

However, the Company need not disregard a vote on the Resolution 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.

Resolution 4A: Approval for issue of shares to Trent Telford

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

"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 732,388 ordinary fully paid shares to Trent Telford (or his nominee) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of General Meeting."

Resolution 4B: Approval for issue of shares to Charles Archer

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

"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 76,645 ordinary fully paid shares to Charles Archer (or his nominee) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of General Meeting."

Voting Exclusion Statements:

The Company will disregard any votes cast on these Resolutions cast by:

- a person who is to receive securities under the proposed issue or any of their associates; or
- it is cast as a proxy by a person who is to receive securities under the proposed issue or any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the 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 or with the express authorisation to exercise the undirected proxies even though Resolutions 4A-4B are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company's consolidated group.

Dated: 8 June 2016

By the order of the Board

Patrick Gowans

Joint Company Secretary

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The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by post or facsimile transmission to the Company's share registry in accordance with the directions on the proxy form not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice of General Meeting.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7pm on 12 July 2016 (Melbourne time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

Subject to the restriction set out below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

The chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

PROXIES THAT ARE UNDIRECTED ON RESOLUTIONS 4A AND 4B

Directors of the Company who are key management personnel or any of their closely related parties, will not be able to vote undirected proxies on Resolutions 4A and 4B provided however that if you appoint the Chair as your proxy you will be taken to have authorised the Chair to vote undirected proxies in favour of Resolutions 4A and 4B.

The Remuneration Report in the Company Annual Report identifies key management personnel for the year ending 30 June 2015. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

COVATA LIMITED [ACN 120 658 497] ("the Company")

EXTRAORDINARY GENERAL MEETING - EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of General Meeting to be held at the Waratah Room, Adina Apartment Hotel Melbourne, 189 Queen Street, Melbourne, Victoria, 3000, on Thursday, 14 July 2016 at 10.00 am (Melbourne time). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

Resolution 1: Ratification of prior issue of shares - Fidelity International

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 34,741,613 fully paid ordinary shares to Fidelity International. The shares were issued on 27 November 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The number of securities issued to which this Resolution applies was 34,741,613 fully paid ordinary shares.
- The shares were issued at \$0.20 (20 cents) per share.
- The shares are fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to Fidelity International (specifically FIL Limited) who is not a related party of the Company.
- Funds raised by the issue of the shares have (or will) be applied to the working capital requirements of the Company, specifically including the development and marketing of its software solutions.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Resolution 2: Ratification of prior issue of placement shares

Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 23,590,743 fully paid ordinary shares to unrelated professional, sophisticated and other exempt investors, being certain existing major shareholders and clients of Ord Minnett Limited and Chardan Capital Markets LLC, who participated in tranche 1 of the placement announced to ASX on 30 May 2016. The shares were issued on 3 June 2016 and 6 June 2016.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The number of securities issued to which this Resolution applies was 23,590,743 fully paid ordinary shares.
- The shares were issued at \$0.23 (23 cents) per share.
- The shares are fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to professional, sophisticated and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act all of whom are not related parties of the Company, being certain existing major shareholders and clients of Ord Minnett Limited and Chardan Capital Markets LLC, who participated in tranche 1 of the placement announced to ASX on 30 May 2016.
- Funds raised by the issue of the shares have (or will) be applied to the working capital requirements of the Company, as described in the Company's ASX announcement on 30 May 2016.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Resolution 3: Approval for issue of placement shares

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 34,138,005 fully paid ordinary shares to unrelated professional, sophisticated and other exempt investors.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- The maximum number of securities that will be issued are 34,138,005 fully paid ordinary shares;
- The shares are expected to be issued approximately 5 business days after the meeting, but in any event no later than three (3) months after the date of the meeting (unless permitted to be issued at a later date by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission).
- The issue price of the shares will be \$0.23 (23 cents) per share.
- The shares to be issued are fully paid ordinary shares in the Company having the same terms
 and rights as, and will rank equally with, the Company's existing listed fully paid ordinary
 shares. The Company will apply to ASX for admission of the shares to quotation on ASX.
- The shares will be issued to professional, sophisticated and other investors exempt from the
 disclosure requirements of Chapter 6D of the Corporations Act none of whom will be related
 parties of the Company, being certain existing major shareholders and clients of Ord Minnett

Limited and Chardan Capital Markets LLC, who have agreed to participate in tranche 2 of the placement announced to ASX on 30 May 2016.

- Funds raised by the issue of the shares will be applied to the working capital requirements of the Company, as described in the Company's ASX announcement on 30 May 2016.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Resolutions 4A-4B: Issue of shares to Directors

Resolutions 4A-4B are proposed to seek shareholder approval to issue 809,033 ordinary fully paid shares to certain Directors of the Company as bonus awards for the contribution of the respective recipients to the Company during the 2015 calendar year. The intended issue, subject to shareholder approval, was the subject of an ASX announcement by the Company on 13 April 2016.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of equity securities to a related party of the Company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company.

ASX Listing Rule 7.2 states that approval pursuant to ASX Listing Rule 7.1 is not required if approval is being obtained pursuant to ASX Listing Rule 10.11. Accordingly, as shareholder approval is being sought under ASX Listing Rule 10.11, a further approval is not required under ASX Listing Rule 7.1.

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides that one of the exceptions to the requirements to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given as remuneration to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- the circumstances of the Company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Directors' current respective (direct and indirect) relevant interests in shares and options (assuming no other acquisitions or disposals of shares or options, whether by exercising options or otherwise) are as follows:

	Existing Shares	Existing Options (including key terms)
Trent Telford	5,576,976	10,000,000 options exercisable at \$0.20 and expiring 31 October 2019
		416,325 options exercisable at \$0.33 and expiring 17 December 2020
Charles Archer	Nil	5,306,250 options exercisable at US\$0.1467 and expiring 31 October 2019
		358,502 options exercisable at \$0.33 and expiring on 17 December 2020

The Company considers the proposed issues are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered the respective positions and responsibilities of each of the Directors and their overall remuneration packages having regard to remuneration packages offered by similar ASX-listed

companies. The Company has also considered the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value, and the desirability of preserving cash resources within the Company.

Resolution 4A: Approval for issue of shares to Trent Telford

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- Trent Telford (or his nominee/s) will receive the shares the subject of Resolution 4A.
- The number of securities to be issued will be 732,388 ordinary fully paid shares which will be issued at a deemed issue price of \$0.34 per share and to be issued as a bonus in recognition of the contribution of Trent Telford to the Company during the 2015 calendar year. For further details refer to the Company's ASX announcement on 13 April 2016.
- The Company will issue shares the subject of Resolution 4A within one (1) month of the date
 of the meeting.
- Trent Telford is a Director of the Company and therefore a related party for the purpose of ASX Listing Rule 10.11.
- The ordinary shares issued under the approval sought through Resolution 4A will rank equally with the Company's existing listed fully paid ordinary shares.
- No funds will be raised through the issue of the shares.
- A voting exclusion statement applies to Resolution 4A on the terms set out in the Notice.

Resolution 4B: Approval for issue of shares to Charles Archer

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- Charles Archer (or his nominee/s) will receive the shares the subject of Resolution 4B.
- The number of securities to be issued will be 76,645 ordinary fully paid shares which will be issued at a deemed issue price of \$0.34 per share and to be issued as a bonus in recognition of the contribution of Charles Archer to the Company during the 2015 calendar year. For further details refer to the Company's ASX announcement on 13 April 2016.
- The Company will issue shares the subject of Resolution 4B within one (1) month of the date
 of the meeting.
- Charles Archer is a Director of the Company and therefore a related party for the purpose of ASX Listing Rule 10.11.
- The ordinary shares issued under the approval sought through Resolution 4B will rank equally with the Company's existing listed fully paid ordinary shares.
- No funds will be raised through the issue of the shares.
- A voting exclusion statement applies to Resolution 4B on the terms set out in the Notice.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.



All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

■ By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:00 am on Tuesday, 12 July 2016.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10am on Tuesday**, **12 July 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

■ By Fax + 61 2 9290 9655

GPO Box 3993,

Sydney NSW 2001 Australia

h In Person

Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Covata Limited

ACN 120 658 497

			Your Address This is your address as i register. If this is incorrect, make the correction in the sponsored by a broker shou Please note, you cannot clusing this form.	please mark to e space to the ald advise their	the box with he left. Sec r broker of ar	an "X" and curityholders ny changes.			
PROXY FORM									
STEP 1	APPOINT A PROXY								
I/We being a me	ember/s of Covata Limited (Company) and e	entitled to attend and vote hereby appoint:							
	the Chair of the Meeting (mark box)								
	NOT appointing the Chair of the Meeting as our proxy below	your proxy, please write the name of the person	or body corporate (excluding t	the registered	l shareholder	r) you are			
Company to be	held at the Waratah Room, Adina Apartme	individual or body corporate is named, the Chai ent Hotel Melbourne, 189 Queen Street Melbourne d to vote in accordance with the following direction	e, Victoria, 3000, on Thursday,	14 July 2016	at 10.00am	on and at			
Chair of the Me Chair of the Me	eting becomes my/our proxy by default and	ed proxies on remuneration related matters: If I/w I/we have not directed my/our proxy how to vote these Resolutions even though Resolutions 4A and	in respect of Resolutions 4A a	ind 4B, I/we e	xpressly autl	horise the			
		avour of all Items of business (including Resolution overland on an item, you must provide a direction by							
STEP 2	VOTING DIRECTIONS * If you mark the Abstain box for a particular be counted in calculating the required major	ar item, you are directing your proxy not to vote on ority if a poll is called.	your behalf on a show of hand	s or on a poll	and your vot	te will not			
				For	Against	Abstain*			
Resolution 1	Ratification of prior issue of shares - Fideli	ity International							
Resolution 2	Ratification of prior issue of placement sha	res							
Resolution 3	Approval for issue of placement shares								
Resolution 4A	Approval for issue of shares to Trent Telfor	rd							
Resolution 4B	Approval for issue of shares to Charles Arc	cher							
STEP 3	SIGNATURE OF SHAREHOLD This form must be signed to enable your di								
Indiv	ridual or Securityholder 1	Securityholder 2		Securityholo	der 3				
Sole Director and Sole Company Secretary		Director	Direc	Director / Company Secretary					
Contact Name		Contact Daytime Telephone		Date	1	/ 2016			