

## ASX Announcement

28 October 2016

### NOTICE OF ANNUAL GENERAL MEETING & PROXY FORM

**ShareRoot Limited** advises that the following documents will be dispatched to Company shareholders today, being Friday 28 October 2016:

- 2016 Notice of Annual General Meeting
- Proxy Form
- Annual Report (to those shareholders who have elected to receive it in hardcopy)

*\*The Notice of Annual General Meeting and a sample Proxy Form are attached on the following pages.*

For further information, please contact Andrew Bursill on +612 9299 9690.



Andrew Bursill  
Company Secretary  
ShareRoot Limited



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**SHARERoot LIMITED**

ABN 94 128 256 888

**NOTICE OF ANNUAL GENERAL MEETING**

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Date & Time:

**Wednesday, 30 November 2016 at 9.30am (AEDT)**

Venue:

History House (Auditorium)

**133 Macquarie Street, Sydney NSW 2000, Australia**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 22.

28 October 2016

Dear Shareholder,

## **Annual General Meeting**

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of ShareRoot Limited. This meeting will be held at 9.30am (AEDT) on Wednesday 30 November 2016 at:

History House  
Auditorium  
133 Macquarie Street  
Sydney NSW 2000  
Australia

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the Annual General Meeting; and
- Annual Report for the year ended 30 June 2016, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, I encourage you to appoint a proxy, by following the instructions on page 3 of the Notice of Meeting. You may also provide questions or comments in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 22 of the Notice.

## **2016 Annual Report**

Shareholders are reminded that Annual Reports are only mailed to those Shareholders who have elected to receive them in hard copy. For those who have not elected to receive these Reports in hard copy, please be advised that the 2016 Annual Report can be viewed on the Company's website at <http://www.shareroot.co>

We look forward to seeing you at the Annual General Meeting.

Yours faithfully,



Noah Abelson  
Executive Chairman

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## YOUR VOTE IS IMPORTANT

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

## VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the place set out on page 5.

## APPOINTING A PROXY

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A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of ShareRoot.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, go to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and click the 'Investor & Employee Login' button. You will need your HIN (holder identification number) or SRN (Shareholder Reference Number) to log in.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form by:

- (a) Post to Link Market Services Locked Bag A14, Sydney South NSW 1235; or
- (b) Fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 9.30am (AEDT) on 28 November 2016.

***Proxy appointments received later than this time will be invalid.***

## **POWER OF ATTORNEY**

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If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

## **CORPORATE REPRESENTATIVES**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at:  
<http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html>.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting (**AGM**) of Shareholders of ShareRoot Limited will be held at the History House Auditorium, 133 Macquarie Street, Sydney, NSW, 2000, Australia at 9.30am (AEDT) on Wednesday, 30 November 2016. Registration will open at 9.00am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on 28 November 2016.

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### AGENDA

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#### 1. ADOPTION OF 2016 ANNUAL REPORT

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as Ordinary Resolutions:

#### 2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

*"To adopt the ShareRoot Remuneration Report for the year ended 30 June 2016."*

#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW BURSILL

*"That Mr Andrew Bursill be re-elected as a Director of the Company."*

#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MARC ANGELONE

*"That Mr Marc Angelone be re-elected as a Director of the Company."*

#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 45,901,526 Ordinary Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."*

#### 6. RESOLUTION 5 – APPOINTMENT OF AUDITOR

*"That, subject to the resignation of BDO Audit (WA) Pty Limited as auditor of the Company, BDO East Coast Partnership, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the later to occur of the resignation of BDO Audit (WA) Pty Limited and the date of the Meeting."*

Shareholders will be asked to consider, and if thought fit, to pass the Resolution below, which will be proposed as a Special Resolution:

#### 7. RESOLUTION 6 – APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

*"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital in 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."*

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Dated: 28 October 2016

By Order of the Board

A handwritten signature in black ink, appearing to read 'A. Bursill', with a stylized flourish at the end.

Andrew Bursill  
Director and Company Secretary  
SHAREROOT LIMITED

## Voting Exclusion Statement

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 23.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1).

In addition, separate voting restrictions apply in respect of Resolution 4 and 6 under the ASX Listing Rules.

### What this means for Shareholders

If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them on how to vote on Resolution 1. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking a box for Resolution 1 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolution 1 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 1, 4 and 6 by the persons detailed in the table below.

Resolution	Voting Exclusions
Resolution 1 – Adoption of Remuneration Report	<p>A vote must not be cast in any capacity by:</p> <ul style="list-style-type: none"><li>- A current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2016, and</li><li>- Any Closely Related Parties of such member of the KMP.</li></ul> <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 1 if:</p> <ul style="list-style-type: none"><li>- The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li><li>- The vote is cast by the Chairman of the Meeting and the proxy form authorises him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).</li></ul>
Resolution 4 – Ratification of Prior Issue of Shares	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"><li>- The persons listed in Section 4, part (d) of the Explanatory Statement who participated in the issue; and</li><li>- Any associates of those persons.</li></ul> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 4 if:</p> <ul style="list-style-type: none"><li>- The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li><li>- The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.</li></ul>
Resolution 6 – Approval of 10% Capacity to Issue Equity Securities	<p>A vote must not be cast by:</p> <ul style="list-style-type: none"><li>- Persons who may participate in the proposed issue of the securities, and any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and</li></ul>



	<ul style="list-style-type: none"> <li>- Any associates of those persons.</li> </ul> <p>However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 6 if:</p> <ul style="list-style-type: none"> <li>- The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or</li> <li>- The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.</li> </ul>
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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Wednesday, 30 November 2016 at 9.30am (AEDT).

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

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### 1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016, which are included in ShareRoot's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of ShareRoot.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### Written questions for the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday 23 October 2016 at 9:30am (AEDT).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- If comments are made on the Remuneration Report at the Meeting, ShareRoot's 2016 Remuneration Report will be required to include an explanation of the Board's proposed action response or, if no action is proposed, the Board's reasons for this; and
- If, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2017 Remuneration Report are against it, ShareRoot will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. More than

50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

Last year, a resolution was passed to adopt the 2015 Remuneration Report, with in excess of 75% of votes cast in favour of the resolution.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

**Board Recommendation:** *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Non-Executive Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW BURSILL

Mr Andrew Bursill was appointed as an additional Director by the Board of the Company on 12 January 2016 in accordance with clause 14.4 of the Company's Constitution. This clause requires that a Director so appointed holds office only until the next Annual General Meeting to which he is then eligible for re-election as a Director.

Mr Bursill retires as a Director and now seeks re-election in accordance with clause 14.4 of the Constitution.

#### **Brief Curriculum Vitae of Mr Andrew Bursill**

Non-Executive Director

#### **Experience and Expertise**

Mr Bursill joined the Board of ShareRoot on 12 January 2016.

Mr. Andrew Bursill holds a Bachelor of Agricultural Economics from the University of Sydney and is a Chartered Accountant, qualifying with PricewaterhouseCoopers (formerly Price Waterhouse).

Since commencing his career as an outsourced CFO and Company Secretary in 1998, Mr. Bursill has been CFO, Company Secretary and/or Director for numerous ASX listed, unlisted public and private companies, in a range of industries covering mineral exploration, oil and gas exploration, biotechnology, technology, medical devices, retail, venture capital and wine manufacture and distribution.

#### **Current Directorships of other listed companies**

Argonaut Resources N.L.

#### **Former Directorships of other listed companies in the last three years**

None

**Board Recommendation:** *The Directors (with Mr Bursill abstaining) unanimously recommend the re-election of Mr Bursill as a Director of the Company.*

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### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MARC ANGELONE

Mr Marc Angelone was appointed as a Director of the Company on 12 January 2016 in accordance with a resolution of shareholders passed at the Company's Annual General Meeting held on 27 November 2015. Clause 14.2 of the Company's Constitution requires that one-third of the Directors retire at each Annual General Meeting and having done so is then eligible for re-election as a Director.

Mr Angelone retires as a Director and now seeks re-election in accordance with clause 14.2 of the Constitution.

#### **Brief Curriculum Vitae of Mr Marc Angelone**

Executive Director

**Experience and Expertise**

Mr Angelone joined the Board of ShareRoot on 12 January 2016.

Mr Angelone is the Chief Technical Officer of ShareRoot and is responsible for leading and supporting a development team with frontend, back-end, and mobile projects. Mr Angelone is also charged with the architecture, design, and overall specifications surrounding the creation and design of the ShareRoot platform.

Mr Angelone has previous experience regarding the transition from a private company to a public. Mr Angelone was a Mobile Software Developer at Millennial Media where he was a Lead Developer as the company went through an IPO on the NYSE.

Mr Angelone has also developed numerous applications for iPhone and Android as Owner of Symbiotic Software LLC including the development of a Cruelty-Free iPhone app for leapingbunny.org that resulted in hundreds of thousands of downloads for the organisation.

Mr Angelone has a proven track record of developing products that work as well as managing and leading teams that will generate results.

Mr. Angelone holds a Masters of Science in Computer Science from Drexel University

**Current Directorships of other listed companies**

None

**Former Directorships of other listed companies in the last three years**

None

**Board Recommendation:** *The Directors (with Mr Angelone abstaining) unanimously recommend the re-election of Mr Angelone as a Director of the Company.*

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**4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SECURITIES****Background**

On 14 September 2016 the Company announced that it had completed a capital raising, receiving a total of \$459,015. The placement was made in accordance with ASX Listing Rule 7.1 (see below).

Shareholder approval is being sought to ratify the issue of the 45,901,526 shares that were issued on 21 September 2016, which were issued under ASX Listing Rule 7.1 (**Resolution 4 Shares**).

**ASX Listing Rule 7.1**

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

**ASX Listing Rule 7.4**

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 and an additional 10% of its ordinary issued capital

under ASX Listing Rule 7.1A, if required, over a 12 month period without seeking further Shareholder approval.

#### Resolution 4

##### ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Resolution 4 Shares:

- (a) The number of securities issued was 45,901,526 ordinary shares;
- (b) The ordinary shares were issued at \$0.01 per share;
- (c) The shares are fully paid ordinary shares and will rank equally in all respects with the company's existing ordinary shares on issue;
- (d) The ordinary shares were issued to the following parties:

NAME OF HOLDER		SHARES ISSUED UNDER RESOLUTION 4
HC INVESTMENT HOLDINGS PTY LIMITED	<THE JC A/C>,	1,000,000
MR CHRISTOPHER HAROLD MAY +	<MAY SUPER FUND A/C>,	500,000
BELLAIRE CAPITAL PTY LTD	<BELLAIRE CAPITAL INVEST A/C>	1,730,650
BENKEN CAPITAL GROUP PTY LTD	<BENKEN SUPER FUND A/C>,	100,000
MR ANDREW FRANCIS		500,000
THE BRAND CONNECTION PTY LTD		1,000,000
SNOWY INVESTMENTS PTY LTD	<SNOWY INVESTMENT A/C>	500,000
MR ADRIAN PENNELL + MRS LYNN PENNELL		100,000
MR KEVIN DANIEL LEARY + MRS HELEN PATRICIA LEARY	<KEVIN & HELEN LEARY S/F A/C>	3,000,000
MR MARK ANDREW TKOCZ		4,000,000
WESTBOURNE ASSET MANAGEMENT PTY LTD	<MILARM FAMILY A/C>	2,500,000
DEMASIADO PTY LTD	<DEMASIADO FAMILY A/C>	1,000,000
MR JUSTIN WALLIS		300,000
MR JOHN WALTERS + MS BERNADETTE PARKER		2,000,000
HARBOUR GLOBAL TRADING OPPORTUNITIES FUND		4,000,000
INSYNC EQUITY SERVICES PTY LTD		1,000,000
MCHAEAL MCMAHAN	<SUPER FUND A/C>	1,000,000
MR SUFIAN AHMAD		770,876
MR SUFIAN AHMAD & MS IFRAH NISHAT	<BRSB SUPER FUND A/C>	2,400,000
MR BILAL AHMAD & MS WAFA M IQBAL	<BAB SUPER FUND A/C>	3,000,000
MR FADI DIAB		6,000,000
DR SARA MELISSA BYRNE		500,000
EUCALIP BIO-CHEMICAL GROUP PTY LTD		500,000
18 KNOT VENTURES PTY LTD	<GREEN ARROWS A/C>,	2,500,000
MS TRACY LE		1,000,000
JAF CAPITAL PTY LTD		1,000,000
HOBE PTY LTD		2,000,000
PETERLYN PTY LTD	<SALMON FAMILY A/C>	2,000,000
	<b>TOTAL SHARES ISSUED</b>	<b>45,901,526</b>

- (e) The Company received \$459,045 from the issue of the Resolution 4 Shares;
- (f) The funds will be used to continue the development of the Company's technology and for general working capital purposes; and
- (g) A voting exclusion applies to this item of business, as set out in the Notice.

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.*

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## 5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

The Company's current auditors, BDO Audit (WA) Pty Limited are based in Perth, Western Australia. With the recent reverse merger of the ShareRoot businesses and the subsequent relocation of Company's operations to Sydney, New South Wales, the Board of Directors have come to the view that it is more efficient for auditor of the Company to be based in Sydney. On that basis, it has become necessary for the Company to change auditors. The current auditor has applied to ASIC to resign as auditor.

The Directors propose that BDO East Coast Partnership be appointed as the Company's auditor effective from the Meeting.

Mr Marc Angelone, being a member of the Company, has nominated that BDO East Coast Partnership be appointed as auditor. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of this Explanatory Statement.

If Resolution 5 is passed, the appointment of BDO East Coast Partnership as the Company's auditor will take effect at the close of this General Meeting.

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. This will enable the audit of the Company to be conducted in a more efficient manner with an auditor that is physically located in the same city as the Company.*

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## 4. RESOLUTION 6 - APPROVAL OF 10% CAPACITY TO ISSUE EQUITY SECURITIES

### ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

### ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity (**10% limit**) is in addition to the Company's 15% limit under ASX Listing Rule 7.1.

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

### Shareholder Approval

Shareholder approval is now sought in accordance with ASX Listing Rule 7.1A to give the Company the ability to issue equity securities under the 10% limit. Resolution 6 must be passed as a Special Resolution, meaning that at least 75 per cent of the votes cast at the AGM must be in favour of Resolution 6.

## Current Securities on Issue

As at the date of this Notice, the Company has the following classes and numbers of equity securities on issue:

Security Class	Number on Issue
Ordinary Shares	375,900,669
Unlisted Options, exercise price \$0.36, expiry date 7/2/2017	666,667
Unlisted Options, exercise price \$0.05, expiry date 31/12/2017	55,438,812
Unlisted Options, exercise price \$0.05, expiry date 31/12/2020	21,000,000
Performance Shares Tranche 1	30,000,000
Performance Shares Tranche 2	30,000,000
Performance Shares Tranche 3	30,000,000
Performance Shares Tranche 4	30,000,000

## Duration of Approval of 10% Limit

Shareholder approval of the 10% limit under ASX 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:

- The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- The date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

(The **period of approval**).

## Formula for Calculation of 10% Limit

The exact number of equity securities to be issued under the 10% limit will be determined in accordance with the following formula, which is prescribed in ASX Listing Rule 7.1A.2:

Eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the period of approval, a number of equity securities calculated in accordance with the following formula:

### **(A x D) – E**

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

- Plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- Plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- Plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% limit without shareholder approval;
- Less the number of fully paid ordinary shares cancelled in the 12 months.

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

**D** Is 10%

**E** Is the number of equity securities issued or agreed to be issued under ASX 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 ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.3A requires the following information to be provided to Shareholders:

**(a) Minimum Price**

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's equity securities in the same class, calculated 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 five trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

**(b) Risk of Voting Dilution**

If Resolution 6 is approved by Shareholders and the Company issues equity securities under the 10% limit, 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 the 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 below table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable 'A', calculated in accordance with the formula in ASX Listing Rule 7.1A(2), as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company currently has on issue. The number of Shares on issue may increase as a result of issues of Shares 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) Two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0075 50% decrease in Issue Price	\$0.015 Issue Price	\$0.030 100% increase in Issue Price
Current Variable 'A' 375,900,699	10% Voting Dilution	37,590,070 Shares	37,590,070 Shares	37,590,070 Shares
	Funds Raised \$	\$281,926	\$563,851	\$1,127,702
50% increase in current variable 'A' 563,851,049	10% Voting Dilution	56,385,105 Shares	56,385,105 Shares	56,385,105 Shares
	Funds Raised \$	\$422,888	\$845,777	\$1,691,553
100% increase in current variable 'A' 751,801,398	10% Voting Dilution	75,180,140 Shares	75,180,140 Shares	75,180,140 Shares
	Funds Raised \$	\$563,851	\$1,127,702	\$2,255,404



The above table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% limit.
- (ii) No Options are exercised into Shares before the date of the issue of equity securities.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% limit, based on that Shareholder's holding at the date of the Meeting;
- (v) The table shows only the effect of issue of equity securities under ASX Listing Rule 7.1A, not under the 15% limit under ASX Listing Rule 7.1;
- (vi) The issue of equity securities under the 10% limit consists only of Shares.
- (vii) The issue price is \$0.015 being the closing market price of the Shares on the ASX on 20 September 2016.

### **(c) Period of Approval**

The Company will only issue and allot the equity securities during the period of approval. The approval under Resolution 6 for the issue of the equity securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

### **(d) Purpose of Issue under 10% Limit**

The Company may seek to issue the equity securities for the following purposes:

- (i) Non-cash consideration for the acquisition of assets that would complement the Company's existing operations, or a business or company holding such assets. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards continued technical development on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

### **(e) Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% limit. 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 purpose of the issue;
- (ii) The alternative methods for raising funds that are available to the company at the time, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) The effect of the issue of the equity securities on the control of the company;
- (iv) The circumstances of the company, including the financial position and solvency of the company; and
- (v) Advice from corporate, financial and broking advisers (if available).

The allottees under the 10% limit 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.

**(f) Previous approval under ASX Listing Rule 7.1A**

The Company did not seek Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held on 27 November 2015.

During the 12 months preceding the date of this meeting, being from 30 November 2015 to 30 November 2016 (**preceding 12 month period**):

- The Company has issued in aggregate the following equity securities:
  - 335,005,165 Ordinary Shares;
  - 55,440,896 Listed Options;
  - 21,000,000 Unlisted Options; and
  - 120,000,000 Performance Shares.
- Those equity securities issued during the preceding 12 month period represent, on a fully diluted basis, 819.2% of the total number of equity securities that were issued on the first day of the preceding 12 month period.

Further details of the equity issued during the preceding 12 month period are set out in Annexure 1.

**(g) Voting Exclusion Statement**

A voting exclusion applies to this item of business, as set out in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or 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 this Notice.

**Board Recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of approving the 10% limit. This will enable the Company to have the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 and an additional 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.*

**ANNEXURE 1 - PARTICULARS OF ISSUES OF EQUITY SECURITIES IN PRECEDING 12 MONTH PERIOD**

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Options
7 January 2016	Ordinary shares	Shareholders of ShareRoot Inc in consideration for acquisition of that entity	\$0.05	Nil	N/A	N/A	Acquisition of the all of the shares outstanding in ShareRoot Inc.	140,000,000	N/A
7 January 2016	Ordinary shares	Convertible noteholders of ShareRoot Inc in consideration for acquisition of that entity	\$0.05	Nil	N/A	N/A	Acquisition of the all of the convertible notes outstanding in ShareRoot Inc.	30,407,408	N/A
7 January 2016	Ordinary shares	Placement to investors under the Company's prospectus dated 19 November 2015	\$0.05	Nil	\$5,000,000	Supplement the Company's existing working capital, to continue to develop the Company's core technology of the ShareRoot UGC platform and commence sales activities in relation to the platform	N/A	100,000,000	N/A

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Options
7 January 2016	Listed Options at \$0.05 per share, expiry date 31/12/2017	Unlisted Options granted to investors under the Placement to investors under the Company's prospectus dated 19 November 2015	\$0.00	N/A	Nil	N/A	Value on 20 October 2016 was \$0.009 per Listed Option	N/A	55,440,896
7 January 2016	Unlisted Options at \$0.05 per share, expiry date 31/12/2017	Options granted to advisors in relation to the relisting of the Company	\$0.00	N/A	Nil	N/A	Value on 20 October 2016 was 1.3466 cents per Unlisted Option	N/A	21,000,000
7 January 2016	Performance shares	Noah Abelson and Marc Angelone	\$0.00	N/A	Nil	N/A	Value on 20 October 2016 was 2.0 cents per Performance Share	120,000,000	N/A
9 February 2016	Ordinary shares	Option holder	\$0.05	Nil	\$104.20	Supplement the Company's existing working capital, to continue to develop the Company's core technology of the ShareRoot UGC platform and commence sales activities in relation to the platform	N/A	2,084	N/A

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Options
9 February 2016	Ordinary shares	Issue of shares to employee share trust under Company's employee share scheme	\$0.00	\$0.04	Nil	N/A	Issue of shares to employee share trust under Company's employee share scheme	15,565,147	N/A
11 August 2016	Ordinary shares	Issue of shares to contractors for services rendered	\$0.00	\$0.02	Nil	N/A	Issue of shares to contractors for services rendered	3,129,000	N/A
21 September 2016	Ordinary shares	Share placement	\$0.01	\$0.003	\$459,015	Supplement the Company's existing working capital, to continue to develop the Company's core technology of the ShareRoot UGC platform and commence sales activities in relation to the platform	N/A	45,901,526	N/A

Company Secretary  
**ShareRoot Limited**  
Suite 4, Level 9  
341 George Street  
Sydney NSW 2000  
Australia

10 October 2016

Dear Sir/ Madam

**Subject: Nomination of Auditor**

In accordance with the provisions of section 328B of the Corporations Act 2001 (Cth),

I, Marc Angelone, being a member of ShareRoot Limited, hereby nominate BDO East Coast Partnership for appointment as Auditor of that Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Marc Angelone', written in a cursive style.

Marc Angelone

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**6. ENQUIRIES**

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Andrew Bursill  
**Company Secretary**  
ShareRoot Limited

c/- Franks & Associates Pty Limited  
GPO Box 4325  
Sydney, NSW 2001

Tel: (+61 2) 9299 9690  
Fax: (+61 2) 9299 9629

Email: [abursill@fa.com.au](mailto:abursill@fa.com.au)

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## 7. GLOSSARY

**AEDT** means Australian Eastern Daylight Time, Sydney, New South Wales.

**ShareRoot Group** means ShareRoot and its controlled entities.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691).

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

**Board** means the Board of Directors of the Company as constituted from time to time.

**Business Day** has the meaning given to that term in ASX Listing Rule 19.12.

**Closely Related Parties**, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with ShareRoot (or the ShareRoot Group), and any company the member controls.

**Company or ShareRoot** means ShareRoot Limited (ABN 98 128 256 888).

**Constitution** means the Constitution of the Company.

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

**Directors** mean the Directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel or KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of ShareRoot or the ShareRoot Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Share Registry** means Link Market Services

**Special Resolution** means a resolution passed by at least 75 per cent of the votes at a general meeting of Shareholders.



**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average price of trading in Shares on the ASX market and the Chi-X market over a specified period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

## **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

ShareRoot Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of ShareRoot Ltd (ABN 71 063 144 865) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am on Wednesday, 30 November 2016 at History House, Auditorium, 133 Macquarie Street, Sydney NSW 2000, Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

#### Resolutions

1 Adoption of the Remuneration Report

For Against Abstain\*

☐ ☐ ☐

5 Appointment of Auditor

For Against Abstain\*

☐ ☐ ☐

2 Re-Election of Director – Mr Andrew Bursill

☐ ☐ ☐

6 Approval of 10% Capacity to Issue Equity Securities

☐ ☐ ☐

3 Re-Election of Director – Mr Marc Angelone

☐ ☐ ☐

4 Ratification of Prior Issue of Securities

☐ ☐ ☐


\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Monday, 28 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

ShareRoot Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**