

Notice of Annual General Meeting

to be held at 11:30am (Sydney time) on 22 November 2016
at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000

Ask Funding Limited

ACN 094 503 385

Notice of Annual General Meeting

Ask Funding Limited

Notice is hereby given that the Annual General Meeting of Ask Funding Limited (**Company**) will be held on Tuesday, 22 November 2016 at 11:30am (Sydney time) at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000.

Terms used in this Notice of Meeting, including in the resolutions set out below, have the same meaning as set out in the Glossary of the Explanatory Memorandum which accompanies this Notice of Meeting.

Ordinary Business

1. Financial statements and reports

To receive and consider the financial statements and reports of the Directors and the Auditors for the year ended 30 June 2016.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution in accordance with section 250R(2) Corporations Act:

'That the Remuneration Report be adopted'.

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply. A voting exclusion statement in relation to this resolution is set out in the 'Voting Exclusion Statement' section on page 4 of this Notice of Meeting.

3. Resolution 2 – Re- election of Director — Mr Russell Templeton

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

'That, in accordance with rule 10.3(c) of the Constitution and Listing Rule 14.4, Mr Russell Templeton, being eligible, be re-elected as a Director of the Company'.

Note: Information about the candidate is set out in the Explanatory Memorandum which accompanies this Notice of Meeting.

4. Resolution 3 – Appointment of Auditor

Resolution 3 will only be put to the meeting if ASIC has consented to the resignation of Grant Thornton Australia as the company's auditor.

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

'That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton Australia, for the purposes of Section 327B of the Corporations Act and for all other purposes, Pitcher Partners, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration.'

Note: Information about the resignation of Grant Thornton Australia is set out in the Explanatory Memorandum which accompanies this Notice of Meeting.

Notes for Shareholders

Shareholders entitled to vote at the Annual General Meeting can vote by:

- (a) attending the Annual General Meeting and voting in person;
- (b) appointing an attorney to attend the Annual General Meeting and vote on their behalf, or, in the case of corporate shareholders, a corporate representative to attend the Annual General Meeting and vote on its behalf; or
- (c) appointing a proxy to attend and vote on their behalf in their place, using the proxy form accompanying this Notice of Meeting.

The Company has determined in accordance with regulation 7.11.37 Corporations Regulations 2001 (Cth) and ASTC Settlement Rule 5.6 that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons recorded on the Company's share register as at 7.00pm (Sydney time) on 18 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the votes.

Where a Shareholder appoints more than one proxy neither proxy is entitled to vote on a show of hands.

Subject to any voting exclusions set out below, if a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting as he or she thinks fit.

A proxy given by a Shareholder which is a company must be signed:

- (a) in accordance with their constitutions; and
- (b) under seal of the corporation;
- (c) by its duly authorised attorney;
- (d) by two directors of the corporation (or where the corporation has only one director, signed by that director); or
- (e) a director and secretary of the company.

To be effective, the Company must receive the completed Proxy Form and, if the form is signed by the Shareholder's attorney, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 48 hours before the commencement of the Annual General Meeting.

If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. To be effective the proxy must be received by the Company no later than 11:30am (Sydney time) on 20 November 2016.

An additional proxy form is available on request from the Company's share registry.

A corporation may elect to appoint a corporate representative in accordance with section 250D of the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Annual General Meeting.

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at a meeting of Shareholders. The appointment may be a standing one. Unless

otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

If voting by attorney, a proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11:30am (Sydney time) on 20 November 2016.

If more than one joint holder of Shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

A proxy form accompanies this Notice of Meeting and to be effective must be received at the Company's corporate registry by:

- (a) mail to GPO Box 242 Melbourne Victoria 3001 Australia; or
- (b) facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555,

at least 48 hours before the appointed time of the Annual General Meeting.

The Company reserves the right to declare invalid any proxy not received in this manner.

Voting exclusion statement

Resolution 1 (Adoption of Remuneration Report)

The Company will disregard votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

However, the Company need not disregard a vote if:

- (a) it is cast by such a person as proxy for a person who is entitled to vote on Resolution 1, in accordance with a direction on the proxy form; or
- (b) it is cast as proxy by the Chairman where the Chairman has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel).

By order of the Board

Mark Licciardo



Company Secretary

14 October 2016

Explanatory memorandum

Ask Funding Limited

ACN 094 503 385

This Explanatory Memorandum accompanies and forms part of the notice of Annual General Meeting of the Company and is intended to provide shareholders of the Company with information to assess the merits of the Resolutions contained in the business to be conducted at the Annual General Meeting to be held on 22 November 2016.

The Directors of the Company recommend that shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions.

Key dates for Shareholders

Event	Date
Date and time for deciding eligibility to vote at Annual General Meeting	7.00pm (Sydney time) 18 November 2016
Last date and time to lodge proxies for Annual General Meeting	11:30am (Sydney time) 20 November 2016
Annual General Meeting	11:30am (Sydney time) 22 November 2016

Ordinary Business

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 Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to the:

- (a) content of the Auditor's Report to be considered at the meeting; or
- (b) conduct of the audit of the annual financial report to be considered at the meeting.

Pursuant to section 250PA of the Corporations Act, any written questions must be submitted to the Company Secretary on or before 5.00pm (Sydney time) on 15 November 2016 to:

By post:

The Company Secretary
Level 7, 330 Collins Street
Melbourne VIC 3000

By fax:

The Company Secretary
(03) 9602 4709

Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires that members be asked to vote on the Remuneration Report contained in the 2016 Annual Report.

This report sets out the remuneration policy of the Company and reports on the remuneration arrangements in place for Non-Executive Directors, Executive Directors and other Key Management Personnel.

Note that under section 250R(3) of the Corporations Act, the vote by members is advisory only and is not binding on the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's remuneration policies.

The voting exclusion statement for this resolution is set out in the Notice of Meeting. Please refer to the Notes for Shareholders in relation to important information relating to voting on this item.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Shareholders Meeting.

Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution. The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

Resolution 2 – Re-election of Director – Mr Russell Templeton

In accordance with rule 10.3(c) of the Constitution, Mr Russell Templeton, who was appointed as a Non-Executive Director on 1st June 2015, retires from office under rule 10.3(c) of the Constitution and stands for election.

Mr Russell Templeton (Non-Executive Director)

Managing Director since 16 November 2004. Resigned 31 May 2015.
Independent Non-Executive Director since 1 June 2015.

Mr Templeton has been in practice as a lawyer for over twenty years, has extensive commercial and litigation experience and has also been involved with a network of legal practitioners; owned licensed commercial agencies; and been consultant to and then Chief Operating Officer and Chief Executive Officer of Collection House Limited, an ASX listed debt portfolio manager.

Directors' Recommendation

The Directors (with Mr Templeton abstaining), recommend the appointment of Mr Templeton to the Board. The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

Resolution 3 – Appointment of Auditor

The Company is now a controlled entity of Mercantile Investment Company Limited, in the interests of auditing efficiency it is thought prudent to appoint Mercantile Investment Company Limited's auditor to replace Grant Thornton Australia. It has been agreed for Grant Thornton Australia to retire as auditor of the Company. Grant Thornton Australia is in the process of seeking consent from ASIC to resign as auditor of the Company.

Once consent has been obtained from ASIC, Grant Thornton Australia will give its notice of resignation to the Company with effect from the close of the Annual General Meeting.

The Company has reviewed Pitcher Partners suitability for the role of external auditor. The outcome of this review was a recommendation that Pitcher Partners be appointed as the new auditor of the Company.

The Corporations Act 2001 (Cth) requires that Shareholders approve the appointment of a new auditor.

Nomination of Pitcher Partners

Pitcher Partners was nominated by Mercantile OFM Pty Ltd. The notice of nomination of Pitcher Partners as auditor of the Company is included in Appendix A to this Notice of Annual General Meeting.

Pitcher Partners has consented to act as auditor of the Company.

Directors' Recommendation

The Directors recommends that shareholders vote in favour of the appointment of Pitcher Partners as the Company's auditors. The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

Glossary


Annual General Meeting or AGM	means the meeting of Shareholders to be held at 11:30am on 22 November 2016 at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000.
Board	means the board of directors of the Company.
Closely Related Parties	has the meaning given to it in section 9 of the Corporations Act.
Company	means Ask Funding Limited ACN 094 503 385.
Constitution	means the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company (from time to time).
Explanatory Memorandum	means this explanatory memorandum.
Key Management Personnel	means 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).
Notice of Meeting	means the notice of meeting for the Annual General Meeting.
Remuneration Report	means the section of the Directors' report for the 2016 financial year that is included under section 300A(1) Corporations Act.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a person who is the registered holder of one of more Shares.

To: Ask Funding Limited
Level 11, 139 Macquarie Street
Sydney NSW 2000


RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE
CORPORATIONS ACT 2011 (Cth)

Mercantile OFM Pty Ltd of Level 11, 139 Macquarie Street, Sydney, NSW, 2000, being a member of Ask Funding Limited nominates Pitcher Partners of Level 22, MLC Centre, 19 Martin Place, Sydney, NSW, 2000, for appointment to the position of Auditor of the Company at the next Annual General Meeting.

Date: 13/10/2016



Gabriel Radzynski



James Chirnside



Ask Funding Limited
ACN 094 503 385



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 all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

AKF

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

Proxy Form

For your vote to be effective it must be received by 11:30am (Sydney time) Sunday 20 November 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 →



Review and update your securityholding, 24 hours a day, 7 days a week:

<http://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 Ask Funding 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 Ask Funding Limited to be held at **History House Auditorium, 133 Macquarie Street, Sydney NSW 2000 on Tuesday 22 November 2016 at 11:30am (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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 **Item 1** 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.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Russell Templeton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<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. 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 / /

AKF

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Computershare +