



27 May 2016

Company Announcements Office
Australian Securities Exchange

Xref Limited Special Meeting

We advise that the Resolutions, as set out below and put to the above Meeting on 27 May 2016, which commenced at 11:00am, were carried on a show of hands.

Business

Resolution 1 – Re-Domiciling the Company to Australia

That approval is given for the re-domicile of the Company from New Zealand to Australia in accordance with the relevant laws of New Zealand and Australia, and for all other purposes, and the Company is authorised to take all action necessary to implement the re-domicile.

Resolution 1 was a Special Resolution and therefore required approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

Resolution 2 – Appointment of New Auditor of the Company

That, subject to the passage of Resolution 1, for the purposes of section 327C of the Corporations Act and for all other purposes, approval is given for Crowe Horwath Sydney to act as Auditor of the Company with effect on and from the date the re-domicile of the Company to Australia takes effect.

Resolution 3 – Adoption of New Constitution

That, subject to the passage of Resolution 1, for the purposes of section 32 (2) of the Companies Act 1993 and for all other purposes, approval is given for the Company to revoke its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Special Meeting for identification purposes, with effect on and from the date the re-domicile of the Company to Australia takes effect.

Resolution 3 was a Special Resolution and therefore required approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

Resolution 4 – Approval of Employee Incentive Scheme

That approval is given for the Company to adopt an employee incentive scheme titled "Xref Employee Option Plan" and that all issues of securities under the Xref Employee Option Plan, the terms of which are described in the Explanatory Statement, be approved as an exception to ASX Listing Rule 7.1 and for all other purposes.

Resolution 5 – Approval of Prospective Termination Benefits

That, subject to the passage of Resolutions 1 and 4, and with effect on and from the date the re-domicile of the Company to Australia takes effect, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company or a related body corporate to give benefits under the Xref Employee Option Plan to any current or future personnel who holds, or during the three years prior to retirement held, a managerial or executive

office in the Company or a related body corporate, in connection with that person's retirement from an office or cessation of employment in the Company or a related body corporate, on the terms set out in the Explanatory Statement.

In respect of each Resolution on the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed was:

Resolution	For	Against	Abstain / Excluded	Discretion
1	58,386,271	2,000	55,000	137,908
2	58,443,271	-	-	137,908
3	58,438,771	2,000	2,500	137,908
4	54,532,992	174,703	* 3,735,576	137,908
5	54,529,992	177,703	* 3,735,576	137,908

* Votes cast by a person / associates who were excluded from voting.

Xref Limited



Robert J Waring
Company Secretary