

# **iWEBGATE LIMITED**

**ACN 141 509 426**

## **NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT**

***General Meeting to be held at AMP Building Level 31, 50 Bridge Street, Sydney NSW 2000  
on Tuesday, 11 October 2016 commencing at 9:00 am (AEDT).***

***This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how to vote, they should seek advice from their  
accountant, solicitor or other professional adviser without delay.***

# Notice of general meeting

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Notice is given that a General Meeting of Shareholders of iWebGate Limited will be held at AMP Building Level 31, 50 Bridge Street, Sydney NSW 2000 on Tuesday, 11 October 2016 commencing at 9:00 am (AEDT).

## Business

### 1. Resolution 1 – Ratification of prior issue of Shares under the Placement

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 124,444,431 to institutional and sophisticated investors in Australia and certain other jurisdictions on the terms and conditions set out in the Explanatory Statement be ratified."*

#### **Voting exclusion statement**

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

- any institutional and sophisticated investors who participated in the Placement; and
- any associates of those persons.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

### 2. Resolution 2 – Approval for the issue of Shares under the Placement

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 53,333,334 Shares under a placement to institutional and sophisticated investors in Australia and certain other foreign jurisdictions on the terms and conditions set out in the Explanatory Statement."*

#### **Voting exclusion statement**

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

- any institutional and sophisticated investors who may participate in the Placement or any person who may obtain a benefit (except a benefit solely in the capacity as a Shareholder) if this Resolution is passed; and
- any associates of those persons.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

### 3. Resolution 3 – Approval for the issue of Options to Peloton Capital Pty Ltd

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 20,000,000 Options to Peloton Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."*

#### **Voting exclusion statement**

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

- Peloton Capital Pty Ltd or any person who may obtain a benefit (except a benefit solely in the capacity as a Shareholder) if this Resolution is passed; and
- any associates of those persons.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

### 4. Resolution 4 – Approval for the issue of Shares to the Lenders under the Loan Note

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue the Shares which are required to be issued to the Lenders pursuant to the terms of the Loan Note on the terms and conditions set out in the Explanatory Statement."*

#### **Voting exclusion statement**

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

- Lenders and any person who may obtain a benefit (except a benefit solely in the capacity as a Shareholder) if this Resolution is passed; and
- any associates of those persons.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

## 5. Resolution 5 – Ratification of prior issue of Shares and Options under the Lind Facility

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 18,469,594 Shares and 10,000,000 Options to Lind on the terms and conditions set out in the Explanatory Statement be ratified."*

### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Lind and associates of Lind.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

## 6. Resolution 6 – Ratification of prior issue of Options to the Financiers under the Debt Facility

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 2,139,036 Options to the Financiers on the terms and conditions set out in the Explanatory Statement be ratified."*

### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by the Financiers and any associates of the Financiers.

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

## 7. Resolution 7 – Change of Company name from iWebGate Limited to NetLinkz Limited

To consider, and if thought fit, pass the following resolution as a special resolution:

*"That, for the purpose of section 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's name be changed from iWebGate Limited to NetLinkz Limited and that, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, all references to iWebGate Limited in the Company's Constitution be replaced with references to NetLinkz Limited."*

## **Voting**

This Resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by Shareholders entitled to vote on this Resolution, are voted in favour.

## **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

## **Proxies**

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

## **Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 9:00am (AEDT) on 9 October 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

## **Enquiries**

Shareholders may contact the Company on 1800 493 242 if they have any queries in respect of the matters set out in these documents.

**Proxy return** (Please refer to the following proxy return instructions on the enclosed proxy form)

**Online:**

At [www.investorvote.com.au](http://www.investorvote.com.au)

**By Mobile:**

Scan the QR Code on your Proxy form and follow the prompts

**By Mail to:**

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

**By Facsimile Transmission to:**

1800 783 447 (within Australia)  
or  
+61 3 9473 2555 (outside  
Australia)

**Custodian Voting**

For Intermediary Online subscribers only  
(custodians) please visit  
[www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your  
voting intentions.

**By Order of the Board of Directors**



Greg MacMillan  
Company Secretary

Dated this 12 September 2016

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary.

### 1. Resolution 1 – Ratification of prior issue of Shares under the Placement

#### Background

On 27 July 2016, the Company announced that it had successfully completed a placement of Shares to institutional and sophisticated investors in Australia and certain other foreign jurisdictions (**Investors**) at an issue price of A\$0.045 per Share to raise \$8 million.

The Placement will be comprised of:

- (a) a first tranche of 124,444,431 Shares which were issued to Investors on 3 August 2016 in accordance with the Company's 25% issue capacity under ASX Listing Rules 7.1 and 7.1A (**Tranche 1 Placement Shares**); and
- (b) a second tranche of 53,333,334 Shares to be issued to Investors subject to approval of Resolution 2 below by Shareholders (**Tranche 2 Placement Shares**).

The Company is now seeking Shareholder approval to ratify the previous issue of the Tranche 1 Placement Shares under the Placement.

#### ASX Listing Rules

ASX Listing Rules 7.1 and 7.1A allows the Company to issue new securities up to 25% of the existing capital of the Company in any 12 month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Tranche 1 Placement Shares issued under the Placement were within this limitation.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 and 7.1A if the issue did not breach ASX Listing Rules 7.1 or 7.1A at the time and shareholders subsequently approve it. As the issue of the Tranche 1 Placement Shares was within the Company's ASX Listing Rule 7.1 and ASX Listing Rule 7.1A placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue of the Tranche 1 Placement Shares pursuant to ASX Listing Rule 7.4.

If Resolution 1 is approved, the prior issue of the Tranche 1 Placement Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the Tranche 1 Placement Shares the subject of this Resolution 1 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 and the 10% threshold for the purposes of ASX Listing Rule 7.1A.

#### Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with, ASX Listing Rule 7.5 the following information is provided in relation to Resolution 1:

### Number of securities issued

A total of 124,444,431 Shares were issued under the Placement on 3 August 2016.

### The issue price of the securities

The Tranche 1 Placement Shares were issued at an issue price of A\$0.045 per Share.

### The terms of the securities

Each Tranche 1 Placement Share was issued on the same terms and ranked equally with the existing Shares in the Company as at the date of their issue.

### Names of allottees

The allottees of the Tranche 1 Placement Shares were institutional and sophisticated investors in Australia and certain foreign jurisdictions as determined by the Company in consultation with the lead manager of the Placement.

### Use of funds

The funds raised from the issue of the Tranche 1 Placement Shares will be used to continue the commercialisation of the Company's existing high profile re-seller agreements with Telstra Corp Ltd and Blue Tech Consulting LLC as well as extinguishing the Lind Facility.

### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 1.

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

## **2. Resolution 2 – Approval of issue of Shares under the Placement**

### **Background**

As noted in the background to Resolution 1 above, on 27 July 2016, the Company announced that it had successfully completed a placement of Shares to the Investors.

Accordingly, Shareholder approval is now being requested to approve the issue of the Tranche 2 Placement Shares, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to the Investors.

### **ASX Listing Rules**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the number of fully paid ordinary securities on issue 12 months prior to the date of issue of (or agreement to issue) such equity securities, without the prior approval of the company's shareholders.

Accordingly, Resolution 2 has been proposed to seek approval from Shareholders for the issue of the Tranche 2 Placement Shares to Investors pursuant to the terms of the Placement.

### **Technical information required by ASX Listing Rule 7.3**

Pursuant to, and in accordance with, ASX Listing Rule 7.3 the following information is provided in relation to Resolution 2:

### Maximum number of securities the entity is to issue

A total of 53,333,334 Tranche 2 Placement Shares are proposed to be issued under the Placement.



### The issue price of the securities

The issue price of the Tranche 2 Placement Shares will be A\$0.045 per Tranche 2 Placement Share.

### The terms of the securities

Each Tranche 2 Placement Share to be issued under the Placement will be issued on the same terms and rank equally with existing Shares in the Company as at the date of issue of the Tranche 2 Placement Shares under the Placement.

### Names of the allottees

The allottees of the Tranche 2 Placement Shares are to be institutional and sophisticated investors in Australia and certain foreign jurisdictions as determined by the Company in consultation with the lead manager of the Placement.

### Intended use of the funds raised

The funds raised from the issue of the Tranche 2 Placement Shares will be used to continue the commercialisation of the Company's existing high profile re-seller agreements with Telstra Corp Ltd and Blue Tech Consulting LLC as well as extinguishing the Lind Facility.

### Date of allotment

The Tranche 2 Placement Shares the subject of this Resolution 2 will be allotted within 3 months after Shareholder approval is granted under Resolution 2.

### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 2.

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

## **3. Resolution 3 – Approval for the issue of Options to Peloton Capital Pty Ltd**

### **Background**

On 5 July 2016, the Company entered into an engagement with Peloton Capital Pty Ltd pursuant to which Peloton Capital Pty Ltd agreed to provide certain advisory services to the Company in relation to the facilitation of capital raisings required to advance the Company's business as well as certain investor relations services.

Pursuant to the terms of the engagement, the Company proposes to issue to Peloton Capital Pty Ltd, subject to Shareholder approval being granted pursuant to this Resolution 3, 20,000,000 Options (which will be issued in four equal tranches of 5,000,000 Options).

Each Option will be immediately exercisable with effect from the date of grant, will be exercisable for one Share on payment of the relevant exercise price and will have a three year exercise period.

The Options will be exercisable at the following prices:

- the Tranche 1 Options will have an exercise price of A\$0.075 per Option;
- the Tranche 2 Options will have an exercise price of A\$0.010 per Option;
- the Tranche 3 Options will have an exercise price of A\$0.125 per Option; and
- the Tranche 4 Options will have an exercise price of A\$0.15 per Option.

## **ASX Listing Rules**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the number of fully paid ordinary securities on issue 12 months prior to the date of issue of (or agreement to issue) such equity securities, without the prior approval of the company's shareholders.

Accordingly, Resolution 3 has been proposed to seek approval of the Shareholders for the issue of the 20,000,000 Options to Peloton Capital Pty Ltd (**Peloton Options**).

### **Technical information required by ASX Listing Rule 7.3**

Pursuant to, and in accordance with, ASX Listing Rule 7.3 the following information is provided in relation to Resolution 3:

#### Maximum number of securities to be issued

A total of 20,000,000 Peloton Options are proposed to be issued to Peloton Pty Ltd.

#### The issue price of the securities

The Peloton Options will have a nil issue price and will have the exercise prices set out in the background to Resolution 3.

#### The terms of the securities

The key terms of the Peloton Options are set out in the background to Resolution 3. Further details on the terms of the Peloton Options are set out in Annexure A to this Notice of Meeting.

Shares issued on exercise of the Peloton Options will rank equally in all respects with the Company's existing Shares as at the date of their issue.

#### Names of the allottee

The Peloton Options are to be issued to Peloton Capital Pty Ltd.

#### Intended use of the funds raised from exercise of the Peloton Options

Funds raised from the exercise of Peloton Options (in the event that Peloton Capital Pty Ltd chooses to exercise the Peloton Options granted to it) will be used to accelerate the Company's growth strategy across key target markets in Australia, Europe and the US and for general working capital purposes.

#### Date of allotment

The Peloton Options the subject of this Resolution 3 will be allotted within 3 months after Shareholder approval is granted under Resolution 3.

### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 3.

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

## **4. Resolution 4 – Approval for the issue of Shares to the Lenders under the Loan Note**

### **Background**

On 28 June 2016, the Company entered into the Loan Note pursuant to which the Lenders advanced the amount of US\$500,000 to the Company on, and subject to, the terms of the Loan Note. The Loan bears interest at a rate of 20% for the duration of the term of the Loan.

Amounts advanced to the Company by the Lenders under the Loan Note are due for repayment by the Company on 17 October 2016 (unless earlier demanded by the Lenders) (**Maturity Date**).

The Loan, if not prepaid by the Company earlier, is required to be repaid on the Maturity Date in US dollars in accordance with instructions received from the Lenders. Pursuant to the terms of the Loan Note, the repayment of the Loan (together with interest owing) will comprise:

- (a) US\$200,000 in cash, which was paid by the Company to the Lenders on 12 August 2016;
- (b) US\$200,000 to be repaid to the Lenders in Shares on the Maturity Date (at an issue price of A\$0.02 per Share) (**Tranche 1**). These Shares will be escrowed for a period of 12 months from the date of issue; and
- (c) US\$200,000 to be repaid to the Lenders in Shares on the Maturity Date (at an issue price which is equal to 80% of the volume weighted average price of the Company's Shares on ASX over the last 10 days on which the Company's Shares traded on ASX immediately preceding the Maturity Date) (**Tranche 2**).

### **ASX Listing Rules**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the number of fully paid ordinary securities on issue 12 months prior to the date of issue of (or agreement to issue) such equity securities, without the prior approval of the company's shareholders.

Accordingly, Resolution 4 has been proposed to seek approval from Shareholders for the issue of the Tranche 1 Shares and the Tranche 2 Shares to the Lenders pursuant to the Loan Note.

### **Technical information required by ASX Listing Rule 7.3**

Pursuant to, and in accordance with, ASX Listing Rule 7.3 the following information is provided in relation to Resolution 4:

#### *Maximum number of securities to be issued or the formula for calculating the number of securities to be issued*

As at the date of this Notice of Meeting the maximum number of Shares to be issued to the Lenders pursuant to Tranche 1 and Tranche 2 is not yet known. Notwithstanding this, it has been agreed that the Shares to be issued to the Lenders under:

- (a) Tranche 1 will have a value of US\$200,000 and will be issued with an issue price of A\$0.02 per Share. Accordingly, the number of Shares to be issued to the Lenders pursuant to Tranche 1 will be dependent on the A\$:US\$ exchange rate in effect on the Maturity Date; and
- (b) Tranche 2 will have a value of US\$200,000 and will be issued at an issue price which is equal to 80% of the volume weighted average price of the Company's Shares on ASX over the last 10 days on which the Company's Shares traded on ASX immediately preceding the Maturity Date.

#### *The issue price of the securities*

The Tranche 1 Shares will have an issue price of A\$0.02 per Share.

The issue price per Tranche 2 Share is not yet known (having regard to the manner in which the issue price for the Tranche 2 Shares is to be determined (see background to Resolution 4 above)), however, the Company will ensure that the issue price for the Shares which are to be issued pursuant to Tranche 2 is at least 80% of the volume weighted average price of the Shares calculated over the last 5 days on which

sales in the Shares are records on ASX before the day on which the Shares the subject of Tranche 2 are issued.

#### The terms of the securities

Each Share to be issued under Tranche 1 and Tranche 2 will be issued on the same terms and will rank equally with the existing Shares in the Company as at their date of issue.

#### Names of the allottees

The allottees of the Tranche 1 Shares and the Tranche 2 Shares are to be the Lenders or an entity nominated by the relevant Lender.

#### Intended use of the funds raised

The issue of the Shares pursuant to Tranche 1 and Tranche 2 will be used to repay amounts owing by the Company to the Lenders under the Loan Note.

#### Date of allotment

The Shares the subject of Tranche 1 and Tranche 2 will be allotted to the Lenders within 3 months after Shareholder approval is granted under Resolution 4.

#### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

## **5. Resolution 5 – Ratification of prior issue of Shares and Options under the Lind Facility**

#### **Background**

As announced on ASX on 14 March 2016, the Company entered into the Lind Facility, which comprises a US\$1,920,000 convertible security and an equity funding facility of up to US\$6,975,000. The Company has received proceeds of US\$1,875,000 under the convertible security and can, elect to receive a further US\$75,000 per month pursuant to a drawdown under the equity funding facility. As announced to the market on 22 August 2016, the Company has entered into a settlement deed with Lind pursuant to which the parties have agreed that following the Company making cash payments to Lind in the amount of US\$1,889,759.14, the Lind Facility will be terminated. Further details are set out in the Company's announcement to the market dated 22 August 2016.

The Company has also issued 10,000,000 Shares to Lind under the Lind Facility as collateral, as well as 10,000,000 Options.

The Company is now seeking shareholder approval to ratify the previous issue of the 18,469,594 Shares (**Lind Shares**) and the 10,000,000 Options (**Lind Options**) under the Lind Facility.

#### **ASX Listing Rules**

ASX Listing Rules 7.1 and 7.1A allows the Company to issue new securities up to 25% of the existing capital of the Company in any 12 month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Lind Shares and the Lind Options issued under the Lind Facility were within this limitation.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1

at the time and shareholders subsequently approve it. As the issue of the Lind Shares and the Lind Options was within the Company's ASX Listing Rule 7.1 capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue of the Lind Shares and the Lind Options pursuant to ASX Listing Rule 7.4.

If Resolution 5 is approved, the prior issue of the Lind Shares and the Lind Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Lind Shares and the Lind Options the subject of this Resolution 5 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

#### **Technical information required by ASX Listing Rule 7.4**

Pursuant to, and in accordance with, ASX Listing Rule 7.5 the following information is provided in relation to Resolution 5:

##### *Number of securities issued*

A total of 18,469,594 Shares and 10,000,000 Options have been issued under the Lind Facility.

##### *The issue price of the securities*

The Lind Shares were issued with the following issue prices:

- 3,232,106 Shares were issued with an issue price of A\$0.052 per Share;
- 2,170,150 Shares were issued with an issue price of A\$0.068 per Share;
- 1,464,601 Shares were issued with an issue price of A\$0.070; per Share
- 1,602,737 Shares were issued with an issue price of A\$0.086 per Share; and
- 10,000,000 Shares were issued with a nil issue price as collateral under the Lind Facility and are to be returned to the Company on maturity of the Lind Facility.

The Lind Options have a nil issue price and were issued with the following exercise prices:

- 8,500,000 Options were issued with an exercise price of A\$0.147 per Option (**First Grant Options**); and
- 1,500,000 Options were issued with an exercise price of A\$0.1412 per Option (**Second Grant Options**).

##### *The terms of the securities*

The Lind Shares were issued on the same terms as, and rank equally in all respects with, the Company's existing Shares.

The Lind Options were issued on the following terms:

	<b>Exercise price</b>	<b>Expiry date</b>	<b>Vesting conditions</b>
<b>First Grant Options</b>	A\$0.147 per Option	14 March 2019	Nil – The Options are immediately exercisable
<b>Second Grant Options</b>	A\$0.1412 per Option	8 March 2019	Nil – The Options are immediately exercisable

Shares issued on exercise of the Lind Options will be issued on the same terms as, and will rank equally in all respects with, the Company's existing Shares as at their date of issue. Further details on the terms of the Lind Options are set out in Annexure A to this Notice of Meeting.

#### Names of allottees

The Lind Shares and the Lind Options were issued to Lind pursuant to the terms of the Lind Facility.

#### Use of funds

Funds received under the Lind Facility were, and are to be, used to accelerate the Company's growth strategy across key target markets in Australia, Europe and the US, to refinance the Company's existing loan facilities and for general working capital purposes.

#### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 5.

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

## **6. Resolution 6 – Ratification of prior issue of Options to the Financiers under the Debt Facility**

#### **Background**

As announced on ASX on 16 October 2015, the Company entered into the Debt Facility, which comprised an upfront loan of A\$1 million with an ability for this amount to be extended by another A\$1 million by mutual consent of the parties. Further details relating to the Debt Facility are contained in the Company's announcement of 16 October 2015.

Pursuant to the terms of the Debt Facility, the Company issued 2,139,036 Options to the Financiers (**Debt Options**).

The Company is now seeking shareholder approval to ratify the previous issue of the Debt Options under the Debt Facility.

#### **ASX Listing Rules**

ASX Listing Rules 7.1 and 7.1A allows the Company to issue new securities up to 25% of the existing capital of the Company in any 12 month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Debt Options issued under the Debt Facility were within this limitation.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of the Debt Options was within the Company's ASX Listing Rule 7.1 capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

If Resolution 6 is approved, the prior issue of Debt Options may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Debt Options the subject of this Resolution 6 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

#### **Technical information required by ASX Listing Rule 7.4**

Pursuant to, and in accordance with, ASX Listing Rule 7.5 the following information is provided in relation to Resolution 6:

#### Number of securities issued

A total of 2,139,036 Options have been issued under the Debt Facility.

### Issue price of the Securities

The Debt Options have a nil issue price and were issued with an exercise price of A\$0.187 per Debt Option.

### The terms of the securities

The Debt Options were issued on the following terms:

Exercise price	Expiry date	Vesting conditions
A\$0.187 per Option	4 November 2020	Nil – The Options are immediately exercisable

Shares issued on exercise of the Debt Options will be issued on the same terms as, and will rank equally in all respects with, the Company's existing Shares as at their date of issue. Further details on the terms of the Debt Options are set out in Annexure A to this Notice of Meeting.

### Names of allottees

The Debt Options were issued to the Financiers.

### Use of funds

Funds received under the Debt Facility were, and are to be, used to accelerate the Company's growth strategy across key target markets in Australia, Europe and the US and for general working capital purposes.

### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 6.

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

## **7. Resolution 7 – Change of Company name from iWebGate Limited to NetLinkz Limited**

### **Background**

Since its ASX listing in December 2014, the Company has changed considerably in terms of its technology focus and commercialization strategy and has recently announced significant restructuring and other changes within the Company. Accordingly, the Company believes that the change of its name from iWebGate Limited to NetLinkz Limited reflects the transformation and evolution of the Company and its business.

Section 157(1)(a) of the Corporations Act provides that if a company wants to change its name, it must pass a special resolution adopting the new name.

Changing the Company's name will also require amendments to the Company's Constitution to reflect the change of name. The proposed amendments are to amend all references in the Constitution from iWebGate Limited to NetLinkz Limited.

Accordingly, Resolution 7 has been proposed to seek approval from Shareholders for the change of the Company's name from iWebGate Limited to NetLinkz Limited and to amend the Company's Constitution to reflect the change of name. If Resolution 7 is passed, the change of name will take effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration.

The proposed new name for the Company has been reserved with the Australian Securities and Investments Commission and, if Resolution 7 is passed, the Company will lodge a copy of the special resolution with ASIC on completion of the Meeting in order to effect the change of the Company's name.

#### **Directors' recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 7.

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

## Glossary

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In this Notice and Explanatory Statement:

**AEDT** means Eastern Daylight Time.

**ASX** means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

**Board** means the board of directors of the Company.

**Company** means iWebGate Limited ACN 141 509 426.

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

**Debt Facility** means the debt facility dated 16 October 2015 entered into between the Company and the Financiers the details of which were announced to the market on 16 October 2015.

**Director** means a director of the Company.

**Explanatory Statement** means this explanatory statement.

**Financiers** means L1 Capital Global Opportunities Master Fund, The Australian Special Opportunity Fund LP and Pinz Capital International LP.

**Lenders** means Leeds Capital Investments Pty Ltd and Bricklane Asset Management.

**Lind** means Lind Asset Management V, LLC.

**Lind Facility** means the share purchase and convertible security agreement between the Company and Lind, as described in the announcement released to ASX on 14 March 2016.

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

**Loan Note** means the loan note entered into by the Company with Leeds Capital Investments Pty Ltd and Bricklane Asset Management, as described in the Company's prospectus dated 28 June 2016 and released to ASX on 28 June 2016.

**Meeting** means the meeting convened by this Notice (as adjourned from time to time).

**Notice** means this notice of meeting.

**Option** means an unlisted option to be issued one Share on exercise of the relevant option.

**Placement** means the placement to raise \$8 million the details of which were announced to the market on 27 July 2016.

**Proxy Form** means the proxy form attached to this Notice.

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

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



# Annexure A

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## TERMS OF PELOTON OPTIONS, LIND OPTIONS AND DEBT OPTIONS

### 1.1 Nature of Options

Each Option shall grant the holder of that Option the right but not the obligation to be issued by the Company one Share on payment of the exercise price for the relevant Option (details of which are set out in the Explanatory Statement).

### 1.2 Exercise of Options

- (a) An Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
  - (i) a copy, whether facsimile or otherwise, of a duly executed Option exercise form, to the Company during normal business hours on any business day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and
  - (ii) payment of an amount equal to the exercise price for the Option multiplied by the number of Shares in respect of which the Options are being exercised at the time, by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any business day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) As soon as reasonably practicable, but in any event no later than one (1) business day after receipt of a duly completed exercise form and payment of the exercise price for the Options being exercised, the Company must:
  - (i) issue and electronically deliver the Shares in respect of which the Options are so exercised by the Option holder; and
  - (ii) cause its security registrar to provide to the Option holder with a statement evidencing that such Shares have been recorded in the Company's share register.

### 1.3 Bonus Issues

If prior to an exercise of an Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan) pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable shall be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

### 1.4 Rights Issues

If prior to an exercise of an Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders'

shareholding at the time of the offer, the Option exercise price shall be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

### **1.5 Reconstruction of Capital**

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Shares to which each Option holder is entitled on exercise of their outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Shares shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the consolidation, subdivision or reconstruction); and
- (b) an appropriate adjustment shall be made to the Option exercise price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

### **1.6 Cumulative Adjustments**

Full effect shall be given to the provisions of clauses 1.3 to 1.5 above, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to securities already on issue.

### **1.7 Notice of Adjustments**

Whenever the number of Shares over which an Option is exercisable, or the Option exercise price, is adjusted pursuant to these terms, the Company must give notice of the adjustment to all the Option holders, within one (1) Business Day.

### **1.8 Rights Prior to Exercise**

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

### **1.9 Redemption**

The Options shall not be redeemable by the Company.

### **1.10 Assignability and Transferability**

The Options shall be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law.



iWebGate Limited  
ACN 141 509 426

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

IWG

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

## Proxy Form

XX



### Vote online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 9999999**

**SRN/HIN: I9999999999 PIN: 99999**

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



**For your vote to be effective it must be received by 9:00am (AEDT) Sunday, 9 October 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 for Postal Forms

**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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

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

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I/We being a member/s of iWebGate 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 General Meeting of iWebGate Limited to be held at the AMP Building, Level 31, 50 Bridge Street, Sydney, New South Wales on Tuesday, 11 October 2016 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

### 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
Resolution 1	Ratification of prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for the issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the issue of Options to Peloton Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the issue of Shares to the Lenders under the Loan Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Shares and Options under the Lind Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Options to the Financiers under the Debt Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Change of Company name from iWebGate Limited to NetLinkz Limited	<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 / /

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Computershare +