IBOSSES CORPORATION LIMITED ACN 604 571 119

NOTICE OF ANNUAL GENERAL MEETING

Meeting to be held at Level 19, 15 William Street, Melbourne, VIC 3000 Australia on 26 August 2016 commencing at 10.30am (AEST).

This Notice and Explanatory Statement should be read in its entirety.

Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

IBOSSES CORPORATION LIMITED

ACN 604 571 119

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of iBosses Corporation Limited (ACN 604 571 119) will be held at Level 19, 15 William Street, Melbourne, VIC 3000 Australia on 26 August 2016 commencing at 10.30am (AEST).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

AGENDA

Ordinary business

1. Financial Statements

To receive the Financial Statements for the year ended 31 March 2016.

Note: There is no requirement for Shareholders to approve these statements.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"To adopt the Remuneration Report for the financial year ended 31 March 2016."

Note: This Resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

3. Resolution 2 - Re-election of Mr Lau Kay Heng as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of clause 12.3 of the Company's Constitution and for all other purposes, Mr Lau Kay Heng, having been appointed a Director on 1 May 2015 retires and, being eligible, is re-elected as a Director of the Company."

4. Resolution 3 – Re-election of Mr Rod North as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That for the purposes of clause 12.3(i) of the Company's Constitution and for all other purposes, Mr Rod North, having been appointed a Director on 20 April 2016 retires and, being eligible, is re-elected as a Director of the Company."

5. Resolution 4 – Appointment of auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

"That, for the purpose of section 327B(1)(a) of the Corporations Act and for all other purposes, Assurance Adelaide, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as an auditor of the Company."

Special business

6. Resolution 5 – Issue of Shares to Mr Lau Kay Heng

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 100,000 Shares to Mr Lau Kay Heng or his nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.13 the Company will disregard any votes cast on Resolution 5 by or on behalf of Mr Lau Kay Heng and any of his associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 5.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even

though Resolution 5 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

7. Resolution 6 - Issue of Shares to Ms Piah Buey Yeo

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 108,888 Shares to Ms Piah Buey Yeo or her nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.13 the Company will disregard any votes cast on Resolution 6 by or on behalf of Ms Piah Buey Yeo and any of her associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 6.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 6 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

8. Resolution 7 – Issue of Shares to Mr Laird Alan Varzaly

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 71,110 Shares to Mr Laird Alan Varzaly or his nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.13 the Company will disregard any votes cast on Resolution 7 by or on behalf of Mr Laird Alan Varzaly and any of his associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 7.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

9. Resolution 8 - Issue of Shares to Mr Rod North

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of 8,888 Shares to Mr Rod North or his nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.13 the Company will disregard any votes cast on Resolution 8 by or on behalf of Mr Rod North and any of his associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (c) the appointment does not specify the way the proxy is to vote on Resolution 8.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 8 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

10. Resolution 9 - Issue of Shares to Mr Rod North

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 120,000 Shares to Mr Rod North or his nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.15 the Company will disregard any votes cast on Resolution 9 by or on behalf of the Directors and any of their associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on Resolution 9.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

11. Resolution 10 – Issue of Shares to Ms Piah Buey Yeo

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of up to 120,000 Shares to Ms Piah Buey Yeo or her nominee, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement:

As required by Listing Rule 10.15 the Company will disregard any votes cast on Resolution 10 by or on behalf of the Directors and any of their associates.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 10.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 10 is connected directly or indirectly with remuneration of a member of Key Management Personnel.

12. Resolution 11 – Approval of additional placement capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company's share capital calculated in accordance with Listing Rules 7.1A, and on the terms and conditions set out in the Explanatory Statement, is approved."

Voting Exclusion Statement:

As required by Listing Rule 7.3 the Company will disregard any votes cast on Resolution 11 by or on behalf of any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, and any associate of such person.

However, the Company need not disregard a vote cast 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 Chairman of 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.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice 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 and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the 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 Meeting or handed in at the Meeting when registering as a corporate representative.

Voting Entitlements

The Directors have determined pursuant to 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 at 7:00pm (AEST) on 24 August 2016.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting 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 Secretary in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

By order of the Board

Mr Steven Lau Chairman 26- July 2016

EXPLANATORY STATEMENT

1. Financial Statements

The Financial Statements are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The proposed auditor will be attending the Meeting and will be available to answer any questions relevant to the conduct of the audit and his report.

No vote will be taken on the Financial Statements. However, shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Statements.

2. Resolution 1 – Adoption of the Remuneration Report

2.1 Background

The Annual Report for the year ended 31 March 2016 contains the Remuneration Report which:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors of the Company;
- (b) sets out the remuneration details for each Director; and
- (c) sets out the details of any Share based compensation.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report and in the Annual Reports section of the website at www.ibosses.com.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

The Chairman of the Meeting will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the Meeting.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") on whether the Board should be put up for reelection. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

2.2 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Re-election of Mr Lau Kay Heng as a Director

3.1 Background

In accordance with clause 12.3 of the Company's Constitution, Mr Lau Kay Heng retires after being appointed on 1 May 2015, and being eligible, offers himself for re-election as a Director.

Mr Lau has over 20 years of corporate management and corporate advisory experience spanning in the Asia-Pacific region for various renowned multinational and Singaporean listed companies in the medical, chemical, interior floor-covering and environmental protection industries.

Mr Lau is currently the Managing Director of an independent corporate advisory firm specialising in corporate advisory, private equity, mergers and acquisitions, and initial public offerings transactions in Singapore, China, Korea and Australia. On top of being on the board of a Singapore exchange main-board listed company, being Cacola Furniture International Limited,

Mr Lau also serves as a non-executive director of an ASX listed company, being Premiere Eastern Energy Limited, and of a Catalist Board listed company, being Equation Summit Limited.

3.2 Directors' Recommendation

The Board (excluding Mr Lau) recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Mr Rod North as a Director

4.1 Background

In accordance with Clause 12.3(i) of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy may only hold office until the annual general meeting following their appointment.

The Board appointed Mr Rod North as a Director on 20 April 2016. Accordingly, Mr North is standing for election at the Meeting.

Mr North has been working in the financial services industry for over 25 years.

He is the founder and Managing Director of investor relations and public relations firm Bourse Communications and is a regular business and investment commentator, being interviewed on numerous radio and television shows.

Mr North is a quarterly contributor to the ASX Investor Newsletter and is also the author of three books, including the bestselling, 'Understanding the Investment Clock – Your Road to Recovery'.

4.2 Directors' Recommendation

The Board (excluding Mr North) recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 – Appointment of auditor

5.1 Background

Moore Stephens Assurance Adelaide Pty Ltd were appointed as auditors of the Company pursuant to section 327A(1) of the Corporations Act. An auditor appointed under this provision holds office until the first annual general meeting of Shareholders.

Mr Jim Gouskos continues to operate Moore Stephens Assurance Adelaide Pty Ltd which has now changed its name to Assurance Adelaide Pty Ltd. The Company considers that it is advantageous to have continuity of services by retaining Mr Gouskos' services via the appointment of Assurance Adelaide as auditor of the Company.

Resolution 4 seeks Shareholder approval for the appointment of Assurance Adelaide as auditor for the Company. Resolution 4 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Assurance Adelaide to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A.

In accordance with section 328B(1) of the Corporations Act, Assurance Adelaide has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 4.

If Resolution 4 is passed, the appointment of Assurance Adelaide as the Company's auditor will take effect at the close of the Meeting.

5.2 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

6. Resolutions 5, 6, 7 and 8 – Issue of Shares to Lau Kay Heng, Piah Buey Yeo, Laird Alan Varzaly and Rod North

6.1 General

The Board is seeking Shareholder approval to grant:

- (a) 100,000 Shares to Mr Lau Kay Heng, or his nominee;
- (b) 108,888 Shares to Ms Piah Buey Yeo, or her nominee;
- (c) 71,110 Shares to Mr Laird Alan Varzaly, or his nominee;
- (d) 8,888 Shares to Mr Rod North, or his nominee,

(together, the **NED Shares**).

Mr Lau, Ms Yeo and Mr North are Non-executive Directors, and Mr Varzaly was a Non-executive Director until his resignation on 16 May 2016.

A portion of the NED Shares are proposed to be issued based at an issue price of \$0.45, being the market price at the close of trade on 21 July 2016, in accordance with the Company's discretion provided for in each Director's respective non-executive director agreements, as follows:

- (a) 8,888 of the 108,888 Shares to be issued to Ms Piah Buey Yeo, or her nominee;
- (b) 4,444 of the 71,110 Shares to be issued to Mr Laird Alan Varzaly, or his nominee; and
- (c) 8,888 Shares to be issued to Mr Rod North, or his nominee.

6.2 Reasons for grant of NED Shares

The grant of the NED Shares is considered to be a cost-effective mechanism to assist in the reward and retention of the Non-executive Directors of the Company. The grant of the NED Shares forms part of the Company's long-term incentive objectives to encourage the relevant Directors to have a greater involvement in the achievement of the Company's objectives and to provide them with the opportunity to participate in the future growth and prosperity of the Company through share ownership.

Part of the number of NED Shares to be granted to Mr Lau, Ms Yeo, Mr Varzaly and Mr North has been determined in accordance with the director engagement deeds entered into between the Company and each of Mr Lau, Ms Yeo, Mr Varzaly and Mr North.

The Board notes that although Mr Varzaly did not satisfy the requirement to complete 12 months of service for the Company in accordance with his director engagement deed, it proposes to grant Mr Varzaly 71,110 Shares on a pro-rated basis for 8 months of service completed.

The Board considers the number of NED Shares proposed to be granted will ensure that overall Director remuneration remain competitive with market standards.

6.3 Purpose of approval

Approval for the grant of the NED Shares is sought for the purposes of Listing Rule 10.11 and for all other purposes.

Listing Rule 10.11 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a related party.

Chapter 2E of the Corporations Act also requires Shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). A "related party" for the purposes of the Corporations Act is defined widely. It includes a director of a public company and specified members of the director's family. It also includes an entity over which a director maintains control. Mr Lau, Ms Yeo, Mr Varzaly and Mr North are considered to be related parties within the meaning of the Corporations Act, and the NED Shares will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act. This concept includes issuing shares to a related party.

Section 211 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is remuneration of a related party as an officer of the Company and is on terms that would be reasonable in the circumstances.

The Company considers that the proposed issues of Shares to Mr Lau, Ms Yeo, Mr Varzaly and Mr North falls within the reasonable remuneration exception set out in section 211 of the Corporations Act.

6.4 Key terms of the grant

A summary of the terms of the grant is set out below:

Securities granted

- 100,000 Shares to Mr Lau, or his nominee;
- 108,888 Shares to Ms Yeo, or her nominee;
- 71,110 Shares to Mr Varzaly, or his nominee; and
- 8.888 Shares to Mr North, or his nominee.

therefore 288,886 Shares in total.

Date of Grant

Within one month of the date of the Meeting.

Related party relationship

Mr Lau Kay Heng, Ms Piah Buey Yeo and Mr Rod North are Non-executive Directors of the Company. Mr Varzaly was a Non-executive Director until his resignation on 16 May 2016.

Price

Each NED Share will be granted for no consideration, except for:

- (a) 8,888 of the 108,888 Shares to be issued to Ms Piah Buey Yeo, or her nominee;
- (b) 4,444 of the 71,110 Shares to be issued to Mr Laird Alan Varzaly, or his nominee; and
- (c) 8,888 Shares to be issued to Mr Rod North, or his nominee,

which shall be issued for a deemed issue price of \$0.45.

Intended use of funds raised

No funds will be raised from the grant of NED Shares.

Terms

The NED Shares will be fully paid ordinary shares in the Company.

Effect on the Company

The grant of the NED Shares to Mr Lau, Ms Yeo and Mr Varzaly will have a dilutionary effect on the percentage interest of existing Shareholders' holdings. This represents a dilution of 0.25% based on the Company's current issued capital of 113,690,000 Shares.

There are no significant opportunity costs to the Company or benefits foregone by the Company in granting the NED Shares.

There are no taxation consequences to the Company and no material benefits foregone by the Company in granting the NED Shares.

6.5 Remuneration and securities held

As at the date of this Notice, other than as described below, Mr Lau, Ms Yeo, Mr North and Mr Varzaly do not hold any Shares.

The remuneration of Mr Lau, Ms Yeo and Mr Varzaly is summarised below:

Director	Base	Superannuation	Other benefits**	Total
Mr Lau	\$3,000	-	-	\$3,000
Ms Yeo	\$1,000	\$95	-	\$1,095
Mr Varzaly*	-	-	-	-
Mr North	\$1,000	\$95	-	\$1,095

^{*} Mr Varzaly resigned on 16 May 2016.

6.6 Other interests in the Company

Other than as set out in section 6.5 above, Mr Lau, Ms Yeo, Mr Varzaly and Mr North have no other interest in the Company.

6.7 Corporate governance

The ASX Listing Rules set out best practice recommendations for ASX listed entities. In accordance with the corporate governance guidelines there are no performance hurdles attached to the NED Shares. The periodic grant of Shares to Non-executive Directors as a component of their remuneration is considered appropriate by the Board for the Company's current stage of development.

The Board considers the grant of the NED Shares to Mr Lau, Ms Yeo, Mr Varzaly and Mr North is reasonable in the circumstances, where the preservation of the Company's cash resources is important and the retention of high quality and well-credentialed Non-executive Directors is considered paramount to the ongoing development of the Company.

^{**} Mr Varzaly and Mr Lau each hold 10,000 Shares in the Company which were subscribed for under the Company's initial public offering.

6.8 Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to grant the NED Shares to Mr Lau, Ms Yeo, Mr Varzaly and Mr North or their nominees as approval is being obtained under Listing Rule 10.11.

Accordingly, the grant of the NED Shares will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's Shares under Listing Rule 7.1.

6.9 Directors' Recommendation

Mr Khor recommends that Shareholders vote in favour of Resolutions 5, 6, 7 and 8. Mr Lau, Ms Yeo and Mr North decline to make a recommendation on Resolutions 5, 6, 7 and 8 based on their interest in the outcome of these Resolutions.

7. Resolutions 9 and 10 – Issue of Shares to Rod North and Piah Buey Yeo

7.1 General

The Board is seeking Shareholder approval to grant up to:

- (a) 120,000 Shares to Mr Rod North, or his nominee; and
- (b) 120,000 Shares to Ms Piah Buey Yeo, or her nominee,

(together, the **Director Incentive Shares**).

Mr North and Ms Yeo are Non-executive Directors.

The Director Incentive Shares are, subject to obtaining Shareholder approval, to be issued in accordance with the Employee Incentive Scheme and the non-executive director agreements entered into with Mr North and Ms Yeo respectively, under which the Company has agreed, in addition to the payment of \$1,000 per month, to issue Shares valued at \$2,000 per month to:

- (a) Mr Rod North (or his nominee); and
- (b) Mr Ms Piah Buey Yeo (or her nominee).

Therefore, the approval of the issue of the Director Incentive Shares is intended to approve the issue of Shares in accordance with the Employee Incentive Scheme and the respective non-executive director agreements up to the period ending 30 June 2017.

It is intended that the Company will exercise its discretion provided for in each of the Director's non-executive director agreements, and the Director's will be issued with Director Incentive Shares valued at \$2,000 (up to a maximum of 10,000 Shares) for each month of providing services to the Company, in accordance with the volume weighted average price of the Shares during the 30 days immediately prior to the issue and allotment of the Director Incentive Shares.

7.2 Reasons for grant of Director Incentive Shares

The grant of the Director Incentive Shares is considered to be a cost-effective mechanism to assist in the reward and retention of the Non-executive Directors of the Company. The grant of the Director Incentive Shares forms part of the Company's long-term incentive objectives to encourage the relevant Directors to have a greater involvement in the achievement of the Company's objectives and to provide them with the opportunity to participate in the future growth and prosperity of the Company through share ownership.

The number of Director Incentive Shares to be granted to Mr North and Ms Yeo has been determined in accordance with the director engagement deeds entered into between the Company and each of Mr North and Ms Yeo.

The Board considers the number of Director Incentive Shares proposed to be granted will ensure that overall Director remuneration remains competitive with market standards.

7.3 Purpose of approval

Approval for the grant of the Director Incentive Shares is sought for the purposes of Listing Rule 10.14 and for all other purposes.

Listing Rule 10.14 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a related party.

Chapter 2E of the Corporations Act also requires Shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). A "related party" for the purposes of the Corporations Act is defined widely. It includes a director of a public company and specified members of the director's family. It also includes an entity over which a director maintains control. Mr North and Ms Yeo are considered to be related parties within the meaning of the Corporations Act, and the Director Incentive Shares will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act. This concept includes issuing shares to a related party.

Section 211 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is remuneration of a related party as an officer of the Company and is on terms that would be reasonable in the circumstances.

The Company considers that the proposed issues of Shares to Mr North and Ms Yeo fall within the reasonable remuneration exception set out in section 211 of the Corporations Act.

7.4 Key terms of the grant

A summary of the terms of the grant is set out below:

Related party relationship

Mr Rod North and Ms Piah Buey Yeo are Non-executive Directors of the Company.

Maximum number of securities that may be granted

The Company will issue Director Incentive Shares valued at \$2,000 (up to a maximum of 10,000 Shares) for each month Mr North and Ms Yeo provide services to the Company, in accordance with the volume weighted average price of the Shares during the 30 days immediately prior to the issue and allotment of the Director Incentive Shares, up to:

- 120,000 Shares to Mr North, or his nominee; and
- 120,000 Shares to Ms Yeo, or her nominee,

therefore up to 240,000 Shares in total.

Price

Each Director Incentive Share will be granted for a deemed issue price of \$0.20, and forms part of the remuneration of the Director for services provided as a director of the Company.

Names of all persons who received securities previously

The Company has not previously issued any securities under the Employee Incentive Plan.

Names of persons entitles to participate

The names of all persons referred to in rule Listing Rule 10.14 entitled to participate in the Employee Incentive Plan are:

- Mr Patrick Khor;
- Mr Lau Kay Heng;
- Mr Rod North; and
- Ms Piah Buey Yeo.

Voting exclusion statement

A voting exclusion statement is included in the Notice.

Loans

There are no loans that relate to the issue of the Director Incentive Shares.

Date of Grant

- Up to 60,000 Shares to Mr North, or his nominee on or before 14 January 2017;
- Up to 60,000 Shares to Ms Yeo, or her nominee on or before 14 January 2017;

- Up to 60,000 Shares to Mr North, or his nominee on or before 14 July 2017;
 and
- Up to 60,000 Shares to Ms Yeo, or her nominee on or before 14 July 2017.

Intended use of funds raised

No funds will be raised from the grant of Director Incentive Shares.

Terms

The Director Incentive Shares will be fully paid ordinary shares in the Company.

7.5 Corporate governance

The ASX Listing Rules set out best practice recommendations for ASX listed entities. In accordance with the corporate governance guidelines there are no performance hurdles attached to the Director Incentive Shares. The periodic grant of Shares to Non-executive Directors as a component of their remuneration is considered appropriate by the Board for the Company's current stage of development.

The Board considers the grant of the Director Incentive Shares to Mr North and Ms Yeo is reasonable in the circumstances, where the preservation of the Company's cash resources is important and the retention of high quality and well-credentialed Non-executive Directors is considered paramount to the ongoing development of the Company.

7.6 Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to grant the Director Incentive Shares to Mr North and Ms Yeo or their nominees as approval is being obtained under Listing Rule 10.14.

Accordingly, the grant of the Director Incentive Shares will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's Shares under Listing Rule 7.1.

7.7 Directors' Recommendation

Mr Patrick Khor and Mr Lau Kay Heng recommend that Shareholders vote in favour of Resolutions 9 and 10. Mr North and Ms Yeo decline to make a recommendation on Resolutions 9 and 10 based on their interest in the outcome of these Resolutions.

8. Resolution 11 – Approval of additional placement capacity

The Company is seeking shareholder approval to create an ability to issue up to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (**10% Placement**).

Resolution 11 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote. The only securities that the 10% Placement can cover are existing quoted securities, namely ordinary fully paid Shares.

As at the date of this Notice, the Company has a market capitalisation of \$51,160,500.1

8.1 Eligibility criteria

Under Listing Rule 7.1A, an eligible listed entity may, subject to shareholder approval by way of special resolution, issue Shares comprising up to 10% of its issued share capital in addition to the normal 15% new issue capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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.

8.2 Placement capacity under Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under Listing Rule 7.1. As at the date of finalisation of this Notice, the Company has 113,690,000 Shares on issue and therefore, in addition to any other Shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue:

- 17,053,500 Shares under Listing Rule 7.1; and
- 11,369,000 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in Listing Rule 7.1A.2.

8.3 Minimum issue price

In accordance with Listing Rule 7.1A, Shares issued by the Company under a 10% Placement can only be issued at a price that is not less than 75% of the VWAP (volume weighted average price) of the Shares calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the Shares is agreed; or
- the issue date (if the Shares are not issued within five trading days of the date on which the issue price is agreed).

8.4 Placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of this Meeting until the earlier to occur of:

- 12 months after the date of the Meeting; and
- the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or

¹ Based on a market price for each Share of A\$0.45 and a total of 113,690,000 Shares on issue.

Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the Meeting.

8.5 Dilution to existing shareholdings

If Resolution 11 is approved by Shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result.

Further, as the market price of the Company's Shares may be significantly lower on the issue date than on the date of Meeting approval, and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would based on current market prices.

As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios for a 10% Placement where variable "A" in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) has increased by either 50% or 100%, and the share price has decreased by 50% or increased by 100% from the approximate share price as at the date of finalisation of this Notice.

Share Capital (Variable 'A' in Listing Rule 7.1A.2)		Dilution table				
		\$0.225 (50% decrease in Issue Price)	\$0.45 Issue Price	\$0.90 (100% increase in Issue Price)		
Current Shares	Number of Shares	11,397,889	11,397,889	11,397,889		
(113,978,886 Shares)	Funds raised	\$2,564,525	\$5,129,050	\$10,258,100		
50% increase	Number of Shares	17,096,833	17,096,833	17,096,833		
(170,968,329 Shares)	Funds raised	\$3,846,787	\$7,693,575	\$15,387,150		
100% increase (227,957,772 Shares)	Number of Shares	22,795,777	22,795,777	22,795,777		
	Funds raised	\$5,129,050	\$10,258,100	\$20,516,199		

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

(a) the table assumes the approval of Resolutions 5, 6, 7 and 8, and therefore the issue of 100,000 Shares to Mr Lau Kay Heng, 108,888 Shares to Ms Piah Buey Yeo, 71,110 Shares to Mr Laird Alan Varzaly and 8,888 Shares to Mr Rod North (288,886 Shares in total);

- (b) the table does not include the issue of up to 240,000 Shares to Mr Rod North and Ms Piah Buey Yeo in accordance with Resolutions 9 and 10;
- (c) the Company issues the maximum number of Shares available under the 10% Placement;
- (d) any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of Shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue;
- (e) the table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (f) the table does not show the dilution that may be caused to any particular Shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting; and
- (g) the Issue Price is assumed to be \$0.45, being the approximate Share price on 21 July 2016 prior to finalising this Notice.

8.6 Purpose of the 10% Placement

The Company may seek to issue Shares under the 10% Placement for either:

- a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- non-cash consideration, such as for the acquisition of new assets or investments (in such circumstances the Company will provide a valuation of non-cash consideration, as required by Listing Rule 7.1A.3).

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

8.7 Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement. The identity of the allottees under the 10% Placement will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the Shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement have not been determined as at the date of finalisation of this Notice and may include existing substantial Shareholders and/or new Shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

8.8 Voting exclusion

A voting exclusion statement is included in the Notice. At the date of finalisation of the Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of the Shares. No existing Shareholder's vote will therefore be excluded under the voting exclusion in the Notice.

8.9 Previous approval

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

8.10 Recommendation

As at the date of finalisation of this Notice, the Company has no plans to raise additional capital. However, many eligible companies seek this form of available shareholder approval to enable a capital raising to be implemented if appropriate during the following year. Accordingly, shareholder approval of Resolution 11 is considered to be a prudent approach. The Directors believe that Resolution 11 will provide the Company with flexibility to raise capital quickly if advantageous terms are available, and is in the best interests of the Company. The Directors recommend that Shareholders vote in favour of this Resolution.

9. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

10. Glossary

AEST means Australian Eastern Standard Time, being the time in Melbourne, Victoria.

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

Assurance Adelaide means Assurance Adelaide Pty Ltd (ACN 139 429 691).

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is on the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of this definition.

Company means iBosses Corporation Limited ACN 604 571 119.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Employee Incentive Plan means the employee incentive plan adopted by the Company on 18 May 2015.

Explanatory Statement means the explanatory statement attached to the Notice.

Financial Statements means the financial reports, directors' declaration and reports, and the auditor's report for the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Non-executive Director means a non-executive Director of the Company.

Notice means this notice of meeting.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

Annexure A Auditor Nomination

20 July 2016

The Company Secretary iBosses Corporation Limited Suite 104, 22 St Kilda Road St Kilda VIC 3182 Australia

Dear Sir,

NOTICE OF NOMINATION OF AUDITOR

I, Chan Lai Sze Beatrice, being a shareholder of iBosses Corporation Limited, nominate Assurance Adelaide Pty Ltd for appointment as auditor of iBosses Corporation Limited at the next Annual General Meeting to be held on 26 August 2016 or at any adjournment thereof.

Your faithfully

Chan Lai Sze Beatrice Passport: E4850712A



Lodge your vote:



By Mail:

Advanced Share Registry Limited PO Box 1156 Nedlands WA 6909

Alternatively you can fax your form to Facsimile: +61 (0) 8 9262 3723

For all enquiries call:

Telephone: +61 (0) 8 9389 8033 Email: admin@advancedshare.com.au

Proxy Form

≥⊖€ Instructions

- 1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- This proxy should be signed in the exact manner as the name that appears on the proxy.
- If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
- Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.

- 6. To be effective, proxies must be delivered by shareholders as follows:
 - Shareholders must deliver their proxies prior to 10.30am (AEST) on 24 August 2016 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
- For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEST) on 24 August 2016 will be entitled to attend and vote at the Meeting.
- The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
- This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
- 10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company
- 11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online



				make the Securityho	of address. If ince correction in olders sponsored mmences with 'x nges.	the space I by a broke	to the left. r (reference
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I/We be	eing a member/s of iBosses Corpor	ation Limited hereby appoint					
	the Chairman of the meeting OR					E NOTE: If you lene Chairman of the xy.	
	the individual(s) or body corporate(s) named, ng on my/our behalf and to vote in accordance					my/our proxy to a	ct generally at
If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent							
If yo	u wish to indicate how your proxy is	to vote, please tick the appropriat	te place	es below.	FOR	AGAINST	ABSTAIN
Resc	lution 1 – Adoption of the Remunerati	on Report					
Resc	lution 2 – Re-election of Mr Lau Kay Ho	eng as a Director					
Resc	lution 3 – Re-election of Mr Rod North	as a Director					
Resc	lution 4 – Appointment of auditor						
Resc	lution 5 – Issue of Shares to Mr Lau Ka	y Heng					
Resc	lution 6 – Issue of Shares to Ms Piah B	uey Yeo					
Resc	lution 7 – Issue of Shares to Mr Laird A	slan Varzaly					
Resc	lution 8 – Issue of Shares to Mr Rod No	orth					
Resc	lution 9 – Issue of Shares to Mr Rod No	orth					

Resolution 10 – Issue of Shares to Ms Piah Buey Yeo								
Resolution 11 – Approval of additional placement capacity								
f no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends o vote FOR each of the resolutions.								
SIGN Signing by member								
This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.								
Individual or Member 1	Member 2 (if joint holding)	Member 3 (if joint holding)]	1	1			
Sole Director and Sole Secretary	Director/Company Secretary	Director	Date					