



ABN 28 102 747 133

# Paradigm Metals

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20 June 2016

Jeremy Newman  
Senior Advisor  
ASX Listings Compliance

Dear Jeremy

## Conditional Reinstatement – Paradigm Metals Limited

I refer to the prospectus issued by Paradigm Metals Limited (which is to be renamed IODM Limited) (the **Company**) dated 1 April 2016 (**Prospectus**) and the decision letter issued by ASX to the Company on 3 June 2016 regarding the Company's reinstatement to the official list of ASX (**ASX Decision**).

All capitalised terms in this letter shall have the meaning ascribed to them in the Prospectus unless the context otherwise requires.

On behalf of the Company, I confirm the following matter:

1. in satisfaction of condition 1.13.6 of the ASX Decision, please find in Schedule 1 below the full terms and conditions of the:
  - a). Class A Performance Shares;
  - b). Class B Performance Shares;
  - c). Class C Performance Shares;
  - d). Class D Performance Shares;
  - e). Class E Performance Shares;
  - f). Class F Performance Shares; and
  - g). Class G Performance Shares.

Yours faithfully

Mark Reilly  
Chairman  
Paradigm Metals Ltd



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## Schedule 1 – Terms and Conditions of Performance Shares

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### ***Rights attaching to the Class A Performance Shares***

- (a) **(Class A Performance Shares)** Each Class A Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class A Performance Shares shall confer on the holder (Holder) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class A Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class A Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class A Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer of Class A Performance Shares)** The Class A Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event the issued capital of the Company is reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class A Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class A Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class A Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class A Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class A Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

### ***Conversion of the Class A Performance Shares***

- (l) **(Conversion of Class A Performance Shares if milestone achieved)** Each Class A Performance Share will convert into one (1) Share by:
  - IODM executing a distribution agreement with the institute of Public Accountants (“IPA”) ([www.publicaccountants.org.au](http://www.publicaccountants.org.au)) for IODM to have its product and service distributed via the IPA network of members. Commercial terms must be negotiated with a royalty stream back to the IPA; or
  - IODM satisfying the relevant Class D Performance Shares milestone.
- (m) **(Conversion of Class A Performance Shares if milestone not achieved)** If the milestones set out in paragraph (l) above is not satisfied by 31 December 2017, all of the Class A Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (n) **(Change of Control)**: Subject to the IODM business having a valuation of no less than \$60 million, upon:



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- a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
  - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - b. been declared unconditional by the bidder; or
- a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class A Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class A Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class A Performance Share and 10% of the total Shares on issue in the Company at that time. Class A Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (o) **(After Conversion)** The Shares issued on conversion of the Class A Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (p) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class A Performance Shares into the Shares.
- (q) **(Ranking of Shares)** The Shares into which the Class A Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.

## ***Rights attaching to the Class B Performance Shares***

- (a) **(Class B Performance Shares)** Each Class B Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class B Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class B Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class B Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class B Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer of Class B Performance Shares)** The Class B Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event that the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class B Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class B Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.



- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class B Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class B Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class B Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

#### **Conversion of the Class B Performance Shares**

- (l) **(Conversion of Class B Performance Shares if milestone achieved)** Each Class B Performance Share will convert into one (1) Share by:
  - IODM:
    - ✓ having an integration partner where IODM is incorporated into a third party service via an application process interface ("API") and the IODM system is distributed through this third party integration platform ("Platform"); and
    - ✓ executing one distribution agreement (of a commercial scale) ("Distribution Agreement") where its Platform is used outside of Australia ("International Market"); or
  - IODM satisfying the Class D Performance Shares milestone.
- (m) **(Conversion of Class B Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2017, all of the Class B Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (r) **(Change of Control)**: Subject to the IODM business having a valuation of no less than \$60 million, upon:
  - a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
    - b. been declared unconditional by the bidder; or
  - a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class B Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class B Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class B Performance Share and 10% of the total Shares on issue in the Company at that time. Class B Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (n) **(After Conversion)** The Shares issued on conversion of the Class B Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (o) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class B Performance Shares into the Shares.
- (p) **(Ranking of Shares)** The Shares into which the Class B Performance Shares will convert



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will rank pari passu in all respects with the Shares on issue at the date of conversion.

## ***Rights attaching to the Class C Performance Shares***

- (a) **(Class C Performance Shares)** Each Class C Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class C Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class C Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class C Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class C Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer of Class C Performance Shares)** The Class C Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event that the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class C Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class C Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class C Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class C Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class C Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## ***Conversion of the Class C Performance Shares***

- (l) **(Conversion of Class C Performance Shares if milestone achieved)** Each Class C Performance Share will convert into one (1) Share by:
  - IODM being on the Platform and executing a Distribution Agreement with either:
    - ✓ a bank where the Platform is used with the banks pre-existing platform; or
    - ✓ a major tier 1 accounting/consulting firm where the Platform is used with the accounting/consulting firms existing platform; or
  - IODM satisfying the Class D Performance Shares milestone.
- (m) **(Conversion of Class C Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2017, all of the Class C Performance Shares held by each holder will automatically convert into one (1) Share (in total).





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- (s) **(Change of Control):** Subject to the IODM business having a valuation of no less than \$60 million, upon:
- a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
    - b. been declared unconditional by the bidder; or
  - a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class C Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class C Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class C Performance Share and 10% of the total Shares on issue in the Company at that time. Class C Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (n) **(After Conversion)** The Shares issued on conversion of the Class C Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (o) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class C Performance Shares into the Shares.
- (p) **(Ranking of Shares)** The Shares into which the Class C Performance Shares will convert will rank *pari passu* in all respects with the Shares on issue at the date of conversion.

## ***Rights attaching to the Class D Performance Shares***

- (a) **(Class D Performance Shares)** Each Class D Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class D Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class D Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class D Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class D Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer of Class D Performance Shares)** The Class D Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event that the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class D Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class D Performance Shares into Shares in accordance with these terms, the



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Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.

- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class D Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class D Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class D Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## **Conversion of the Class D Performance Shares**

- (l) **(Conversion of Class D Performance Shares if milestone achieved)** Each Class D Performance Share will convert into one (1) Share by IODM attaining one of the following:
  - 6,000 paying users; or
  - quarterly revenue of \$1.5 million from subscriptions; or
  - annualised EBIT of \$1.5 million attributed to the IODM business.
- (m) **(Conversion of Class D Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2017, all of the Class D Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (t) **(Change of Control)**: Subject to the IODM business having a valuation of no less than \$60 million, upon:
  - a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
    - b. been declared unconditional by the bidder; or
  - a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class D Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class D Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class D Performance Share and 10% of the total Shares on issue in the Company at that time. Class D Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (n) **(After Conversion)** The Shares issued on conversion of the Class D Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (o) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class D Performance Shares into the Shares.
- (p) **(Ranking of Shares)** The Shares into which the Class D Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.



## ***Rights attaching to the Class E Performance Shares***

- (a) **(Class E Performance Shares)** Each Class E Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class E Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class E Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class E Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class E Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer of Class E Performance Shares)** The Class E Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class E Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class E Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class E Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class E Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class E Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## ***Conversion of the Class E Performance Shares***

- (l) **(Conversion of Class E Performance Shares if milestone achieved)** Each Class E Performance Share will convert into one (1) Share by:
  - IODM being on the Platform and executing a Distribution Agreement where its services are distributed in at least two International Markets e.g UK, USA, NZ, Asia; or
  - IODM satisfying the Class G performance Shares milestone.
- (m) **(Conversion of Class E Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2018, all of the Class E Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (n) **(Change of Control):** Subject to the IODM business having a valuation of no less than \$60 million, upon:
  - a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:





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- a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
- b. been declared unconditional by the bidder; or
- a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class E Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class E Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class E Performance Share and 10% of the total Shares on issue in the Company at that time. Class E Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (o) **(After Conversion)** The Shares issued on conversion of the Class E Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (p) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class E Performance Shares into the Shares.
- (q) **(Ranking of Shares)** The Shares into which the Class E Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.

## ***Rights attaching to the Class F Performance Shares***

- (a) **(Class F Performance Shares)** Each Class F Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class F Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class F Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class F Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class F Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer to Class F Performance Shares)** The Class F Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class F Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class F Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class F Performance Shares will not be entitled to participate in new issues of capital offered to holders of



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- the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class F Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class F Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## **Conversion of the Class F Performance Shares**

- (l) **(Conversion of Class F Performance Shares if milestone achieved)** Each Class F Performance Share will convert into one (1) Share by:
- IODM being on the Platform and executing a Distribution Agreement with:
    - ✓ a bank where the Platform is used with the banks pre-existing platform; and
    - ✓ a major tier 1 accounting/consulting firm where the Platform is used with the accounting/consulting firms existing platform; or
  - IODM satisfying the Class G Performance Share milestone.
- (m) **(Conversion of Class F Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2018, all of the Class F Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (u) **(Change of Control)**: Subject to the IODM business having a valuation of no less than \$60 million, upon:
- a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and
    - b. been declared unconditional by the bidder; or
  - a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class F Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class F Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class F Performance Share and 10% of the total Shares on issue in the Company at that time. Class F Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (n) **(After Conversion)** The Shares issued on conversion of the Class F Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (o) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class F Performance Shares into the Shares.
- (p) **(Ranking of Shares)** The Shares into which the Class F Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.



## ***Rights attaching to the Class G Performance Shares***

- (a) **(Class G Performance Shares)** Each Class G Performance Share is a share in the capital of the Company.
- (b) **(General Meetings)** The Class G Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders have the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Class G Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company, subject to any voting rights under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights)** The Class G Performance Shares do not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up)** Upon winding up of the Company, the Class G Performance Shares may not participate in the surplus profits or assets of the Company, unless and only to the extent that each Performance Share has converted into a Share.
- (f) **(Transfer to Class G Performance Shares)** The Class G Performance Shares are not transferrable.
- (g) **(Reorganisation of Capital)** In the event the issued capital of the Company is subsequently reorganised or reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation or reconstructions (as the case may be).
- (h) **(Application to ASX)** The Class G Performance Shares will not be quoted on ASX. In the event that the Company is admitted to the official list of the ASX, upon conversion of the Class G Performance Shares into Shares in accordance with these terms, the Company must within seven (7) days after the conversion, apply for the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Class G Performance Shares will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX)** The terms of the Class G Performance Shares may be amended as necessary by the directors of the Company in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
- (k) **(No Other Rights)** The Class G Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## ***Conversion of the Class G Performance Shares***

- (l) **(Conversion of Class G Performance Shares if milestone achieved)** Each Class G Performance Share will convert into one (1) Share by IODM attaining of the following:
  - 12,000 paying users; or
  - quarterly revenue of \$3 million from subscriptions; or
  - annualised EBIT of \$6 million attributed to the IODM business.
- (m) **(Conversion of Class G Performance Shares if milestone not achieved)** If the milestone set out in paragraph (l) above is not satisfied by 31 December 2018, all of the Class G Performance Shares held by each holder will automatically convert into one (1) Share (in total).
- (n) **(Change of Control)**: Subject to the IODM business having a valuation of no less than \$60 million, upon:
  - a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
    - a. having received acceptances for not less than 50.1% of the Company's Shares on issue; and



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- b. been declared unconditional by the bidder; or
- a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the Class G Performance Shares have not vested due to satisfaction of the milestones set out in (l) above, the Class G Performance Shares automatically vest to that number of Shares which when issued together with all Shares issued under any other class of Performance Shares then on issue, is equal to the lesser of one Share per Class G Performance Share and 10% of the total Shares on issue in the Company at that time. Class G Performance Shares that are not vested and converted into Shares will continue to be held by the holder on the same terms and conditions.

- (o) **(After Conversion)** The Shares issued on conversion of the Class G Performance Shares will, as and from 5.00pm (WST) on the date of allotment, rank equally with and confer rights identical with all other Shares then on issue and application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (p) **(Conversion Procedure)** The Company will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Class G Performance Shares into the Shares.
- (q) **(Ranking of Shares)** The Shares into which the Class G Performance Shares will convert will rank pari passu in all respects with the Shares on issue at the date of conversion.