# NEWZULU LIMITED ACN 078 661 444

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**TIME**: 10:00 am (AEST)

**DATE**: 8 June 2016

**PLACE**: Gleneagle Securities (Aust) Pty Limited

Level 27, 25 Bligh Street

Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9321 0715.

CONTENTS	
Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	6
Glossary	15
Schedule 1 – Terms and Conditions of the Type A Option, the Lead Manager Options the Koones Options	otions and 17
Schedule 2 – Terms and Conditions of Type B Options	19
Schedule 3 – Terms and Conditions of Milgrom Options	21
Proxy Form	Enclosed

# IMPORTANT INFORMATION

# Time and place of Meeting

Notice is given that the Meeting will be held at 10:00 am on 8 June 2016 at:

Gleneagle Securities (Aust) Pty Limited Level 27, 25 Bligh Street Sydney NSW 2000

# Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

# Voting eligibility

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 7:00 pm (AEST) on 6 June 2016.

# Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

# Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance

with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

# Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

## Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **BUSINESS OF THE MEETING**

# **AGENDA**

## 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 108,803,978 Placement Shares on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 2. RESOLUTION 2 – PLACEMENT – PLACEMENT SHARES

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

"That, subject to and conditional upon the passing of Resolutions 4 and 5, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 21,349,212 Placement Shares on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

# 3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – CHARLES KOONES

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, approval is given for the Company to issue 1,000,000 Placement Shares to Mr Charles Koones (or his nominee) pursuant to the Tranche 2 Placement on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion Statement**: The Company will disregard any votes cast on this Resolution by Charles Koones (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

# 4. RESOLUTION 4 - PLACEMENT - SHARES AND OPTIONS TO CORNERSTONE INVESTORS

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

"That, subject to and conditional upon the passing of Resolutions 2 and 5, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

- a) 368,846,610 Cornerstone Investor Shares; and
- b) 90,000,000 Cornerstone Investor Options,

to the Cornerstone Investors, on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 5. RESOLUTION 5 – ISSUE OF OPTIONS TO GLENEAGLE

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

"That, subject to and conditional upon the passing of Resolutions 2 and 4, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 12,000,000 Lead Manager Options to Gleneagle Securities (Aust) Pty Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

# 6. RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – CHARLES KOONES

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, approval is given for the Company to issue 5,000,000 Koones Options to Mr Charles Koones (or his nominee) on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion Statement**: The Company will disregard any votes cast on this Resolution by Mr Charles Koones (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who

is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Voting Prohibition Statement:**

In addition, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the 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 this Resolution.

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 this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

# 7. RESOLUTION 7 – ISSUE OF OPTIONS TO MARC MILGROM

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 7.1 and for all other purposes, approval is given for the Company to issue 12,000,000 Milgrom Options to Mr Marc Milgrom on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Dated: 6 May 2016** 

By order of the Board

Karen Logan

**Company Secretary** 

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

#### BACKGROUND TO RESOLUTIONS 1 TO 5

On 20 April 2016, the Company announced that it would issue approximately 500,000,000 new Shares at an issue price of \$0.01 per Share (**Placement Shares**) to raise \$5,000,000 pursuant to a placement to strategic and sophisticated investors (**Placement**). The Shares will be issued as follows:

- (a) General Placement
  - (i) The issue of 108,803,978 Shares to raise \$1,088,040. These Shares were issued on 27 April 2016 under the Company's 15% placement capacity (**Tranche 1 Placement**); and
  - (ii) The issue of 22,349,412 Shares at an issue price of \$0.01 to raise \$223,494, subject to Shareholder approval (**Tranche 2 Placement**).
- (b) A placement, subject to Shareholder approval, to the Cornerstone Investors (Cornerstone Investor Placement) of:
  - (i) 368,846,610 Shares (**Cornerstone Investor Shares**) at an issue price of \$0.01 to raise \$3,688,466; and
  - (ii) 90,000,000 Options for nil consideration in recognition of the support of the Cornerstone Investors, comprising of:
    - (A) 72,000,000 Options exercisable at \$0.02 per Option on or before that date which is 3 years from the date of issue of the Options (**Type A Options**); and
    - (B) 18,000,000 Options exercisable at \$0.03 per Option on or before that date which is 3 years from the date of issue of the Options (**Type B Options**),

(together the Cornerstone Investor Options).

On 11 April 2016, the Company and Gleneagle entered into a lead manager mandate (**Mandate**) pursuant to which Gleneagle agreed to act as lead manager and broker in connection with the Placement. In accordance with the Mandate the Company has agreed to issue 12,000,000 Options with an exercise price of \$0.02 exercisable on or before the date that is 3 years from the date of issue (**Lead Manager Options**) in consideration for the services provided.

# 2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

# 2.1 General

As set out in section 1 above, on 27 April 2016, the Company issued 108,803,978 Shares at an issue price of \$0.01 per Share to raise \$1,088,040 pursuant to the Tranche 1 Placement.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

# 2.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 108,803,978 Placement Shares were issued;
- (b) the issue price was \$0.01 per Placement Share;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to institutional and sophisticated investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to grow sales revenues from Newzulu's Technology, Content and Creative Services business units, with a particular focus on the USA market in addition to providing additional working capital after covering the costs of the Tranche 1 of the Placement.

# 2.3 Directors' Recommendation in relation to Resolution 1

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

# 3. RESOLUTION 2 – PLACEMENT – PLACEMENT SHARES

#### 3.1 General

This Resolution seeks Shareholder approval for the issue of 21,349,212 Placement Shares pursuant to the Tranche 2 Placement.

Shareholder approval is being sought pursuant to Resolution 3 for Mr Charles Koones to participate in the Tranche 2 Placement by subscribing for the remaining 1,000,000 Placement Shares.

A summary of ASX Listing Rule 7.1 is set out in section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Placement Shares pursuant to the Tranche 2 Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 2 is subject to and conditional upon the passing of Resolutions 4 and 5.

# 3.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Placement Shares to be issued is 21,349,212;
- (b) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.01 per Placement Share;
- (d) the Placement Shares will be issued to sophisticated investors. None of these subscribers are related parties of the Company;
- (e) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Tranche 2 Placement to grow sales revenues from Newzulu's Technology, Content and Creative Services business units, with a particular focus on the USA market in addition to providing additional working capital after covering the costs of Tranche 2 of the Placement.

## 3.3 Directors' Recommendation in relation to Resolution 2

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

## 4. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – CHARLES KOONES

#### 4.1 General

Pursuant to Resolution 2 the Company is seeking Shareholder approval for the issue of 21,349,212 Placement Shares at an issue price of \$0.01 per Share pursuant to the Tranche 2 Placement.

Mr Koones wishes to participate in the Tranche 2 Placement. The Shares to be issued under Resolutions 2 and 3 will equal 22,349,412 Shares and will raise \$223,494.

This Resolution seeks Shareholder approval for the in the issue of 1,000,000 Placement Shares to Mr Koones (or his nominee) arising from the participation by Mr Koones in the Tranche 2 Placement (**Participation**).

# 4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr Koones is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Koones who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Koones on the same terms as Shares issued to non-related party participants in the Tranche 2 Placement and as such the giving of the financial benefit is on arm's length terms.

# 4.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

## 4.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Placement Shares will be issued to Mr Koones (or his nominee);
- (b) the maximum number of Placement Shares to be issued is 1,000,000;
- (c) the Placement Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.01 per Placement Share, being the same as all other Shares issued under the Tranche 2 Placement;
- (e) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

(f) the funds raised will be used for the same purposes as all other funds raised under the Tranche 2 Placement as set out in section 3.2(f) of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Koones (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### 4.5 Directors' Recommendation in relation to Resolution 3

The Directors (other than Charles Koones who has a material personal interest in Resolution 3 and therefore abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 3.

# 5. RESOLUTION 4 - PLACEMENT - SHARES AND OPTIONS TO CORNERSTONE INVESTORS

#### 5.1 General

This Resolution seeks Shareholder approval for the issue of 368,846,610 Cornerstone Investor Shares at an issue price of \$0.01 to raise \$3,688,466, together with 90,000,000 Cornerstone Investor Options in recognition of the support of the Cornerstone Investors pursuant to the Cornerstone Investor Placement.

The Cornerstone Investor Options are comprised of:

- (a) 72,000,000 Type A Options; and
- (b) 18,000,000 Type B Options.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Cornerstone Investor Shares and Cornerstone Investor Options pursuant to the Cornerstone Investor Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 4 is subject to and conditional upon the passing of Resolutions 2 and 5.

# 5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Cornerstone Investor Placement:

- (a) the number of Cornerstone Investor Shares to be issued is 368,846,610 and the number of Cornerstone Investor Options to be issued is 90,000,000 as follows;
  - (i) Seven West Media Investments Pty Limited (ACN 149 356 007) will be issued 243,846,610 Shares, 36,000,000 Type A Options and 18,000,000 Type B Options; and
  - (ii) Tiga Trading Pty. Ltd. (ACN 118 961 210) or its associates will be issued 125,000,000 Shares and 36,000,000 Type A Options;

- (b) the Cornerstone Investor Shares and Cornerstone Investor Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date;
- (c) the issue price of the Cornerstone Investor Shares will be \$0.01;
- (d) the issue price of the Cornerstone Investor Options will be nil as they will be issued in recognition of the support of the Cornerstone Investors;
- (e) the Cornerstone Investor Shares and Cornerstone Investor Options will be issued to the Cornerstone Investors. None of these subscribers are related parties of the Company;
- (f) the Cornerstone Investor Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Type A Options will be issued on the terms and conditions set out in Schedule 1 and the Type B Options will be issued on the terms and conditions set out in Schedule 2; and
- (h) the Company intends to use the funds raised from the Cornerstone Investor Placement towards maintaining and enhancing the Company's technology assets and general working capital.

#### 5.3 Directors' Recommendation in relation to Resolution 4

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

# 6. RESOLUTION 5 – ISSUE OF OPTIONS TO GLENEAGLE

## 6.1 General

This Resolution seeks Shareholder approval for the issue of 12,000,000 Lead Manager Options to Gleneagle Securities (Aust) Pty Limited, or its nominees, in consideration for services provided in connection with the Mandate (**Lead Manager Placement**).

The Lead Manager Options are exercisable at \$0.02 per Option on or before 3 years from the date of issue of the Options.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of This Resolution will be to allow the Company to issue the Lead Manager Options pursuant to the Lead Manager Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

# 6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Lead Manager Placement:

(a) the number of Lead Manager Options to be issued is 12,000,000;

- (b) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (c) the issue price of the Lead Manager Options will be nil as they will be issued in consideration for services provided in connection with Mandate;
- (d) the Lead Manager Options will be issued to Gleneagle or its nominees. Gleneagle is not a related party of the Company;
- (e) the Lead Manager Options will be issued on the same terms and conditions as the Type A Options and Koones Options as set out in Schedule 1; and
- (f) no funds will be raised from the Lead Manager Placement as the Lead Manager Options are being issued in consideration for services provided by Gleneagle in connection with the Mandate.

### 6.3 Directors' Recommendation in relation to Resolution 5

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

# 7. RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – CHARLES KOONES

#### 7.1 General

As announced on 12 February 2016, the Company has agreed, subject to obtaining shareholder approval, to issue Mr Koones 5,000,000 Options in addition to his directors' fees. The Options will be exercisable at \$0.02 per Option on or before 3 years from the date of issue of the Options (**Koones Options**).

This Resolution seeks Shareholder approval for the grant of the Koones Options to Mr Koones (or his nominee).

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in sections 4.2 and 4.3 above respectively.

The grant of the Koones Options constitutes giving a financial benefit and Mr Koones is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Koones who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Koones Options because the agreement to grant the Koones Options, reached as part of the remuneration package for Mr Koones, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

As the grant of the Koones Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

# 7.2 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Koones Options will be granted to Mr Koones (or his nominee);
- (b) the number of Koones Options to be issued is 5,000,000;
- (c) the Koones Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) the Koones Options will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the Koones Options will be issued on the same terms and conditions as the Type A Options and Lead Manager Options as set out in Schedule 1.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Koones Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Koones Options to Mr Koones (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

#### 7.3 Directors' Recommendation in relation to Resolution 6

The Directors (other than Charles Koones who has a material personal interest in Resolution 6 and therefore abstains from making a recommendation) recommend that Shareholders vote in favour of Resolution 6.

#### 8. RESOLUTION 7 – ISSUE OF OPTIONS TO MARC MILGROM

## 8.1 General

This Resolution seeks Shareholder approval for the issue of 12,000,000 Options (**Milgrom Options**) to Mr Milgrom who, as announced on 21 April 2016, is currently Global Chief Operating Officer, and has agreed to accept the role of interim Chief Executive Officer with direct responsibility for the execution of the Company's business plan (**Milgrom Placement**).

The Milgrom Options are comprised of 12,000,000 Options exercisable at \$0.02 per Option at any time as follows:

- (a) 6,000,000 Milgrom Options are exercisable on and from the date which is 12 months from the date of grant of the Milgrom Options; and
- (b) 6,000,000 Milgrom Options are exercisable on and from the date which is 2 years from the date of grant of the Milgrom Options,

until the date which is 3 years from the date of grant of the Milgrom Options.

A summary of ASX Listing Rule 7.1 is set out in section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Milgrom Options pursuant to the Milgrom Placement during the period of 3 months after

the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

# 8.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Milgrom Options to be issued is 12,000,000;
- (b) the Milgrom Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is likely that issue will occur progressively as each service is provided to the Company;
- (c) the Milgrom Options will be issued for nil cash consideration as they are being issued to Mr Milgrom in consideration for service provided by Mr Milgrom in connection with his employment with the Company;
- (d) The Milgrom Options will be issued to Mr Milgrom. Mr Milgrom is not a related party of the Company;
- (e) the Milgrom Options will be issued on the terms and conditions set out in Schedule 3; and
- (f) no funds will be raised from the Milgrom Placement as the Milgrom Options will be issued in consideration for service provided by Mr Milgrom in connection with his employment with the Company.

## 8.3 Directors' Recommendation in relation to Resolution 7

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

## **GLOSSARY**

\$ means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

Company means Newzulu Limited (ACN 078 661 444).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

**Cornerstone Investors** means Seven West Media Investments Pty Limited (ACN 149 356 007) and Tiga Trading Pty. Ltd. (ACN 118 961 210) or its associates.

**Cornerstone Investor Option** has the meaning given in Section 1 of the Explanatory Statement.

**Cornerstone Investor Placement** has the meaning given in Section 1 of the Explanatory Statement.

**Cornerstone Investor Shares** has the meaning given in Section 1 of the Explanatory Statement.

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

General Placement means the Tranche 1 Placement and the Tranche 2 Placement.

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

Gleneagle means Gleneagle Securities (Aust) Pty Limited (ACN 136 930 526).

**Koones Option** means an Option granted pursuant to Resolution 6 with the terms and conditions set out in Schedule 1.

**Lead Manager Option** means an Option granted pursuant to Resolution 5 with the terms and conditions set out in Schedule 1.

Mandate has the meaning given in Section 1 of the Explanatory Statement.

**Milgrom Option** means an Option granted pursuant to Resolution 8 with the terms and conditions set out in Schedule 3.

**Notice** or **Notice** of **Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means the holder of an Option.

**Participation** has the meaning given in Section 4.1 of the Explanatory Statement.

**Placement Shares** has the meaning given in Section 1 of the Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

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

**Tranche 1 Placement** has the meaning given in Section 1 of the Explanatory Statement.

**Tranche 2 Placement** has the meaning given in Section 1 of the Explanatory Statement.

**Type A Option** means an Option granted pursuant to Resolution 4 with the terms and conditions set out in Schedule 1.

**Type B Option** means an Option granted pursuant to Resolution 4 with the terms and conditions set out in Schedule 2.

# SCHEDULE 1 - TERMS AND CONDITIONS OF THE TYPE A OPTION, THE LEAD MANAGER OPTIONS AND THE KOONES OPTIONS

# (a) Entitlement

Each Type A Option entitles the holder to subscribe for one Share upon exercise of the Type A Option.

# (b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Type A Option will be \$0.02 (Exercise Price)

# (c) Expiry Date

Each Type A Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue of the Type A Options (**Expiry Date**). A Type A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

#### (d) Exercise Period

The Type A Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

## (e) Notice of Exercise

The Type A Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Type A Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Type A Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

# (f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Type A Option being exercised in cleared funds (**Exercise Date**).

# (g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- allot and issue the number of Shares required under these terms and conditions in respect of the number of Type A Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Type A Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

#### (h) Shares issued on exercise

Shares issued on exercise of the Type A Options rank equally with the then issued shares of the Company.

## (i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Type A Options.

# (j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

# (k) Participation in new issues

There are no participation rights or entitlements inherent in the Type A Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Type A Options without exercising the Type A Options.

# (I) Change in exercise price

A Type A Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Type A Option can be exercised.

## (m) Unquoted

The Company will not apply for quotation of the Type A Options on ASX.

## (n) **Transferability**

The Type A Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 2 - TERMS AND CONDITIONS OF TYPE B OPTIONS

#### (a) **Entitlement**

Each Type B Option entitles the holder to subscribe for one Share upon exercise of the Type B Option.

# (b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Type B Option will be \$0.03 (**Exercise Price**)

# (c) Expiry Date

Each Type B Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue of the Type B Options (**Expiry Date**). A Type B Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

#### (d) Exercise Period

The Type B Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

# (e) Notice of Exercise

The Type B Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Type B Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Type B Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

# (f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Type B Option being exercised in cleared funds (**Exercise Date**).

## (g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- allot and issue the number of Shares required under these terms and conditions in respect of the number of Type B Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Type B Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

#### (h) Shares issued on exercise

Shares issued on exercise of the Type B Options rank equally with the then issued shares of the Company.

# (i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Type B Options.

# (j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

# (k) Participation in new issues

There are no participation rights or entitlements inherent in the Type B Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Type B Options without exercising the Type B Options.

# (I) Change in exercise price

A Type B Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Type B Option can be exercised.

## (m) Unquoted

The Company will not apply for quotation of the Type B Options on ASX.

## (n) **Transferability**

The Type B Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## SCHEDULE 3 - TERMS AND CONDITIONS OF MILGROM OPTIONS

#### (a) **Entitlement**

Each Milgrom Option entitles the holder to subscribe for one Share upon exercise of the Milgrom Option.

## (b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Milgrom Option will be \$0.02 (Exercise Price).

# (c) Expiry Date

Each Milgrom Option will expire at 5:00 pm (AWST) on the date which is three years from the date of grant of the Options (**Expiry Date**). A Milgrom Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

#### (d) Exercise Period

The Milgrom Options are exercisable at any time as follows:

- (i) 6,000,000 Milgrom Options are exercisable on and from the date which is 12 months from the date of grant of the Milgrom Options; and
- (ii) 6,000,000 Milgrom Options are exercisable on and from the date which is 2 years from the date of grant of the Milgrom Options

until the Expiry Date (Exercise Period).

### (e) Notice of Exercise

The Milgrom Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Milgrom Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Milgrom Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

# (f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Milgrom Option being exercised in cleared funds (**Exercise Date**).

# (g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Milgrom Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Milgrom Options.

If a notice delivered under (g)(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

## (h) Shares issued on exercise

Shares issued on exercise of the Milgrom Options rank equally with the then issued shares of the Company.

#### (i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Milgrom Options.

# (j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

# (k) Participation in new issues

There are no participation rights or entitlements inherent in the Milgrom Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Milgrom Options without exercising the Milgrom Options.

# (I) Change in exercise price

A Milgrom Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Milgrom Option can be exercised.

#### (m) Unquoted

The Company will not apply for quotation of the Milgrom Options on ASX.

## (n) **Transferability**

The Milgrom Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.





NW7

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

# Lodge your vote:



By Mail:

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

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

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

# For all enquiries call:

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

**Proxy Form** XX

★☆ For your vote to be effective it must be received by 10:00am (AEST) Monday, 6 June 2016

#### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

## **Appointment of Proxy**

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1

A proxy need not be a securityholder of the Company.

# Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

# Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form





View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding



✓ Update your securityholding

Your secure access information is:

SRN/HIN: 19999999999



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

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

Change of address. If incorrect,
mark this box and make the
correction in the space to the left.
Securityholders sponsored by a
broker (reference number
commences with 'X') should advise
your broker of any changes



I 999999999

IND

<b>Proxy</b>	<b>Form</b>
--------------	-------------

LEASE NOTE: Leave this box bla but have selected the Chairman of leeting. Do not insert your own nar on of the Meeting, as my/our pr no directions have been giver d to be held at Gleneagle Sec and at any adjournment or have appointed the Chairman of chairman to exercise my/our p note for or against or abstain fr cting your proxy not to vote on you in computing the required majority  Cot Roginest  Apple
leeting. Do not insert your own nar in of the Meeting, as my/our pr no directions have been giver d to be held at Gleneagle Sec ) and at any adjournment or have appointed the Chairman of chairman to exercise my/our p n 6 is connected directly or ind yote for or against or abstain fr cting your proxy not to vote on you in computing the required majorith
no directions have been giver d to be held at Gleneagle Sec and at any adjournment or have appointed the Chairman to exercise my/our p of 6 is connected directly or inducte for or against or abstain fracting your proxy not to vote on you in computing the required majority
chairman to exercise my/our p n 6 is connected directly or ind vote for or against or abstain fr
cting your proxy not to vote on you
in computing the required majority
FOI AGGIRES ANS

\_\_\_\_\_/ / \_\_ Date \_\_\_\_



Contact

Name

Contact

Daytime

Telephone