
STAR STRIKER LIMITED
(TO BE RENAMED 'INTIGER GROUP LIMITED')
ACN 098 238 585
NOTICE OF GENERAL MEETING

TIME: 10:00am (WST)
DATE: 26 May 2016
PLACE: Suite 9, 330 Churchill Avenue
Subiaco WA 6008

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 6489 1600.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10:00am (WST) on 26 May 2016 at:

Suite 9, 330 Churchill Avenue
Subiaco WA 6008

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 5:00pm (WST) on 24 May 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 – CHANGE TO NATURE AND SCALE OF ACTIVITIES – ACQUISITION OF THE INTIGER GROUP

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 all Essential Resolutions, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities resulting from completion of the acquisition of the Intiger Group as described in the Explanatory Statement accompanying this Notice.”

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

2. RESOLUTION 2 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES

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

“That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of section 246B of the Corporations Act, clause 2.4 of the Constitution, and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – ISSUE OF CONSIDERATION SECURITIES AND PARTICIPATION IN EMPLOYEE INCENTIVE SCHEME – MARK FISHER

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

“That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of for the purposes of section 611 (Item 7) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to issue to Mark Fisher (or his nominees) 440,000,000 Performance Shares comprising:
 - (i) 220,000,000 Class A Performance Shares; and
 - (ii) 220,000,000 Class B Performance Shares;
- (b) the Company to issue to Mark Fisher (or his nominees) 15,000,000 Options under the Incentive Option Plan; and

- (c) the acquisition of a relevant interest in the issued voting shares of the Company by Mark Fisher otherwise prohibited by section 606(1) of the Corporations Act by virtue of the issue of Shares upon conversion of the Performance Shares (**Voting Acquisition**),

on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: No votes may be cast in favour of this Resolution by:

- (a) the person proposing to make the acquisition and their associates; or
- (b) the persons (if any) from whom the acquisition is to be made and their associates.

Accordingly, the Company will disregard any votes cast on this Resolution by Mark Fisher (and his nominees) and any of their associates.

Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared for the purpose of the Shareholder approval required under section 611 (Item 7) of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the transactions the subject of this Resolution to the non-associated Shareholders in the Company. The Independent Expert has determined the issue of the Consideration Securities to Mark Fisher (or his nominees) and the resulting Voting Acquisition is **not fair but reasonable** to the non-associated Shareholders.

4. RESOLUTION 4 – ISSUE OF CONSIDERATION SECURITIES – MINORITY SHAREHOLDERS

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to the Minority Shareholders (or their nominees) 60,000,000 Performance Shares comprising:

- (b) 30,000,000 Class A Performance Shares; and
- (c) 30,000,000 Class B Performance 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.

5. RESOLUTION 5 – CAPITAL RAISING

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

"That, subject to and conditional on the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 174,030,549 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.

6. RESOLUTION 6 – ELECTION OF DIRECTOR – MR MARK FISHER

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

“That, subject to and conditional on the passing of all Essential Resolutions and for all other purposes, Mr Mark Fisher having been nominated and given his consent to act, be elected as a director of the Company on and from Settlement of the Acquisition.”

7. RESOLUTION 7 – ELECTION OF DIRECTOR – MR PATRICK CANION

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

“That, subject to and conditional on the passing of all Essential Resolutions, and for all other purposes, Mr Patrick Canion having been nominated and give his consent to act, be elected as a director of the Company on and from Settlement of the Acquisition.”

8. RESOLUTION 8 – ELECTION OF DIRECTOR – MR MARK RANTALL

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

“That, subject to and conditional on the passing of all Essential Resolutions and for all other purposes, Mr Mark Rantall having been nominated and give his consent to act, be elected as a director of the Company on and from Settlement of the Acquisition.”

9. RESOLUTION 9 – CHANGE OF COMPANY NAME

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

“That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to ‘Intiger Group Limited’ with effect from completion of the Acquisition.”

10. RESOLUTION 10 – ISSUE OF ADVISOR OPTIONS TO MERCHANT CAPITAL MARKETS PTY LTD

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 up to 50,000,000 Adviser

Options to Merchant Capital Markets Pty Ltd (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.

11. RESOLUTION 11 – ISSUE OF OPTIONS UNDER AN EMPLOYEE INCENTIVE SCHEME

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 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to issue Options under the employee incentive scheme titled Incentive Option Plan 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 Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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:

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.

12. RESOLUTION 12 – ISSUE OF OPTIONS UNDER AN EMPLOYEE INCENTIVE SCHEME TO A RELATED PARTY – MR PATRICK CANION

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

"That, subject to and conditional on the passing of Resolution 11 and all Essential Resolutions, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 17,500,000 Incentive Options to Mr Patrick Canion (or his nominee) 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 Director, other than any Directors who are ineligible to participate in the Incentive Option Plan, and any associates of those Directors. 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:

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.

13. RESOLUTION 13 – ISSUE OF OPTIONS UNDER AN EMPLOYEE INCENTIVE SCHEME TO A RELATED PARTY – MR MARK RANTALL

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

"That, subject to and conditional on the passing of Resolution 11 and all Essential Resolutions, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 17,500,000 Incentive Options to Mr Mark Rantall (or his nominee) 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 Director, other than any Directors who are ineligible to participate in the Incentive Option Plan, and any associates of those Directors. 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:

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

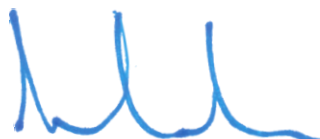
- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

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.

Dated: 26 April 2016

By order of the Board



Mathew Walker
CHAIRMAN
STAR STRIKER LIMITED

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.

Resolutions 1 to 7 and Resolution 9 are Essential Resolutions. If any one of the Essential Resolutions are not approved at the Meeting, none of them will take effect and the Agreement and other matters contemplated by those Resolutions will not be completed.

1. BACKGROUND TO THE PROPOSED ACQUISITION OF THE INTIGER GROUP

1.1 General Background

The Company was incorporated on 24 September 2001 and was admitted to the Official List of the ASX on 18 December 2001. Since February 2010 the Company has focused on exploration activities. During the December 2015 quarter the Company applied for all tenement applications and the granted tenements in which the Company had an interest be withdrawn or relinquished.

Details of the Company's most recent activities are set out in its Annual Report lodged with ASX on 21 September 2015.

On 21 January 2016, the Company announced it had entered into a binding term sheet in relation to the Acquisition (**Acquisition Agreement**). A summary of the material terms of the Acquisition Agreement are set out in Section 1.8.

1.2 Resolutions

A summary of the Resolutions is as follows:

- (a) As the Company has been an exploration company, the Acquisition, if successfully completed, will represent a significant change in the nature or scale of the Company's operations to a financial technology company, for which Shareholder approval is required under ASX Listing Rule 11.1.2 (Resolution 1).
- (b) Creation of a new class of shares, being the Performance Shares (the terms and conditions of which are set out in Schedule 1) which form part of the consideration for the Acquisition (Resolution 2);
- (c) Issue to the Intiger Shareholders:
 - (i) 250,000,000 Class A Performance Shares; and
 - (ii) 250,000,000 Class B Performance Shares,(together the **Consideration Securities**) in consideration for the acquisition of 100% of the issued capital of each entity in the Intiger Group in accordance with the Acquisition Agreement. For the Consideration Securities to be issued to Mark Fisher, together with Options to be issued under the Incentive Option Plan, the Shareholder approval also involves the potential acquisition of a relevant interest in the issued voting shares of the Company otherwise prohibited by section 606(1) of the Corporations Act (i.e. increasing above 20%) by virtue of the issue of Shares upon conversion of the Performance Shares (Resolutions 3 and 4);

- (d) As noted above, the Company will need to re-comply with Chapters 1 and 2 of the ASX Listing Rules and, to achieve this, must successfully undertake a capital raising by issuing not less than 124,030,549 Shares at 2 cents per Share to raise at least \$2,480,610.98 (**Minimum Subscription**) and up to 174,030,549 Shares at 2 cents per Share to raise up to \$3,480,610.98 (**Maximum Subscription**) via a prospectus (**Capital Raising**);
- (e) The appointment of 3 Proposed Directors to the Board, being Mr Mark Fisher, Mr Patrick Canion and Mark Rantall (Resolutions 6, 7 and 8);
- (f) The change of the Company's name to "Intiger Group Limited" with effect from Settlement (Resolution 9);
- (g) The issue of up to 50,000,000 Adviser Options to Merchant Capital Markets Pty Ltd in consideration for corporate advisory services (Resolution 10);
- (h) The adoption of an employee incentive scheme titled the 'Incentive Option Plan' (the material terms and conditions of which are set out in Schedule 2) to provide appropriate incentives for key management personnel (Resolution 11); and
- (i) Issue of Options to the Proposed Directors under the Incentive Option Plan (Resolutions 3, 12 and 13).

1.3 Directors' recommendation and voting intention

All of the Directors are of the opinion that the Acquisition is in the best interests of Shareholders and, accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Essential Resolutions. The Directors' recommendations are based on the reasons outlined in Section 1.14.

Each of the Directors intends to vote all of their Shares in favour of each of the Resolutions in which they are entitled to vote.

1.4 Overview of the Intiger Group

(a) Background

The Intiger Group was founded in 2012 by experienced investment banking and financial services executive Mark Fisher. The Intiger Group has developed financial planning digitisation and automation software in conjunction with an industry leading offshore processing platform dedicated to reducing the back office and operational costs within the Australian financial services industry.

The Intiger Group's initial focus has been within the Australian financial planning sector.

The Australian financial planning industry is undergoing a period of significant change. Escalating regulatory oversight, mandated Federal government reductions and/or elimination of commissions and rising operating costs are reducing profit margins across the industry. There is unprecedented demand for operational cost reductions, productivity improvement and margin expansion in the Australian financial planning industry.

Working with some of Australia's larger financial planning firms the Intiger Group has successfully developed and launched proprietary software platform 'LiLLY' to digitise and automate core components of the financial planning process including the production of automated statements of advice.

In conjunction with 'LiLLY', the Intiger Group has introduced the online practise management system 'KLIP' which tracks key performance indicators of a financial planning practice and delivers oversight and control to both licensees and financial planning practices nationally.

In addition, the Intiger Group is a provider of offshore processing solutions built exclusively for and dedicated to the financial planning sector. The processing is delivered out of two secure outsourcing facilities in India and the Philippines employing over 50 Australian trained staff. Both operations are overseen and managed by RG146 Certified Paraplanners and experienced Australian financial planning professionals.

When fully implemented, the Intiger Group aims to contractually guarantee to cut the back office operating costs of Australian financial planning practices implementing its software and processing solutions by up to 40%.

(b) **LiLLY**

LiLLY is proprietary software that seeks to digitise and automate each core process within the financial planning lifecycle.

LiLLY represents a paradigm shift to the financial planning industry and challenges the entrenched status quo of how practices across Australia are managed and financial advice is processed.

To date, back office processing in the Australian financial planning industry has been dominated by entrenched database and client relationship management platforms. Critically, these client relationship management platforms are designed to facilitate access to and organisation of data but not to deliver the individual processes common to Australian financial planning practices.

The high human capital cost and excessive time to complete a statement of advice by conventional industry methods represents a core barrier to practice growth and profitability. Scarcity of individuals capable of completing the process further restricts a practices' ability to scale in a cost effective manner.

LiLLY demands a new perspective, designed to replicate the core processes (currently completed manually) within a typical Australian financial planning practice and deliver the process outcome required by the practice rather than merely storage of data.

LiLLY lowers a practice's costs of production and turnaround time. Practice efficiency, capacity for scale and significantly lower headcount demand improves operating margins and allows practices to engage a larger client base at lower cost per unit of advice.

LiLLY eliminates nearly all manual paper based processing to fundamentally improve back office operational efficiency whilst

simultaneously reducing the cost per unit of financial advice. It also delivers the process standardisation the industry and their governing body seeks and resolves the significant data protection, accuracy and integrity risks long associated with the industries current antiquated manual and paper based approach.

LiLLY's standardisation improves per practice efficiency facilitating each firm's capacity for rapid, controlled, compliant and scalable growth under expanding margins.

LiLLY is not Robo-Advice. LiLLY's founder has first-hand commercial experience in the growth of the Robo-Advice market across the USA and Europe. LiLLY has been crafted to specifically address the limitations of the Robo-Advice model i.e. 'bucket based', one size fits all standardised advice, devoid of personalisation and the elimination of the high value client/advisor relationship from the financial advice process.

LiLLY retains the low cost, automated, on demand advantages of Robo-Advice but simultaneously delivers a near unlimited level of personalisation. Where Robo-Advice nearly eliminates the relationship between the client and advisor, LiLLY takes the opposite approach. LiLLY embraces the role of the advisor, recognising the unique value add (especially in respect of high net worth clients) and works for them to eliminate low/no value add tasks from their role, inclusive of automating the costly, time consuming production of Statements of Advice.

The Intiger Group believes that its partnership approach will enhance the potential for near-term customer adoption of its solution as it provides substantial savings for advisors and clients.

(c) **KLIP**

KLIP represents a significant advancement in the management of financial planning practices by CEOs or licensees. A world class process management platform that delivers unique, near real time statistical/data based control over the performance of a single or group of practices, inclusive of each individual process and the human resource within them.

Whilst the financial planning industry has access to client relationship and database management software, the majority of processing at practice level remains paper based, highly manual, labour intensive, time consuming, expensive and prone to human processing error and compliance breaches. Such paper based, manual processing drives process instability, quality variation and excessive time to complete; all factors reducing the profitability of each practice.

Existing client relationship management solutions acting as data storage platforms require significant human engagement to extract and manipulate data before being 'shoe horned' into the practices required process. This additional human engagement further reduces a practice's capacity to standardise their operation, generate scale, reduce cost per unit of advice and improve bottom line profitability.

(d) **Offshore processing solution**

Whilst offshore processing platforms are available to the accounting and legal professions, the Australian financial planning industry has low/no penetration at small-medium enterprise level. Existing offshore operators provide a generic "Desk Lease" service and attempt to recruit local individuals to deliver on all/any requirement a potential client may have and secure a per hour margin.

Desk Lease services provide operators a hands-off solution as little/no 'employee' management is provided. Australian clients can potentially face challenges of control, oversight, management and discipline when encouraging their remote staff to deliver the quality, turn around and stability of outcome they require. Further, the individuals the Australian based client engages with may or may not have the experience or training required to complete the task for which they are engaged.

The financial services industry demands a level of data protection and compliance with privacy laws that may be put at risk when engaging a Desk Lease service.

The Intiger Group's offshore processing platform represents the antithesis of the Desk Lease service. The Intiger Group provides a private, personalised, bespoke offshore processing platform with long term Australian trained and managed staff delivering professionalism, quality control, efficiency and compliance to every client.

Each client benefits from their own private, long term experienced Client Relationship Manager who is dedicated to them and reports to them directly via live video and voice communication software. Client Relationship Managers are typically experienced RG146 Certified Paraplanners who have a deep understanding of their individual practices needs, client base, culture and style. Mark Fisher and Patrick Canion (each a Proposed Director) believe this 'relationship based' engagement model drives high levels of professionalism, personal accountability, job satisfaction and practice satisfaction.

(e) **The Intiger Group's growth strategy**

For growth, the Company intends to increase Shareholder value as per the vision outlined above, by adopting the following strategies:

- (i) allocating cash and non-cash resources to rapidly expand the uptake & development of the LiLLY and KLIP technologies and the offshore processing solution and establish effective national sales networks;
- (ii) continually monitoring the global FINTECH industry and looking for opportunities to develop and bring new innovative products to address the Australian financial services industry needs; and
- (iii) evaluate suitability of other industries to increased efficiencies and cost savings from the implementation of LiLLY and KLIP technologies and the offshore processing solution and, if determined suitable, expanding into such additional industries; and

- (iv) adopting appropriate portfolio and risk management policies to achieve operating efficiencies and maximise returns for investors.

1.5 Re-compliance with Chapters 1 and 2 of the Listing Rules

ASX has advised the Company that, given that the Company is proposing to make a change in its activities from a company focused on exploration activities to a software development company, it has exercised its discretion to require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules prior to the Company completing the Acquisition.

For this purpose, the Company will be required to re-comply with the conditions to listing on ASX set out in Chapters 1 and 2 of the ASX Listing Rules in order to achieve Settlement and before it can be re-instated to trading on ASX following Settlement.

ASX Listing Rule 2.1 Condition 2 provides that it is a condition of quotation of the main class of a company's securities of an entity seeking admission to ASX that the issue price of the securities for which the company seeks quotation must be at least 20 cents in cash. In addition, ASX Listing Rule 1.1 Condition 11 provides that for an entity to be admitted to the official list, the exercise price for any options on issue must be at least 20 cents in cash.

On 23 March 2016, ASX granted the Company a waiver from the requirements outlined above to enable the Company to issue securities for the purpose of satisfying ASX Listing Rule 2.1, Condition 2 at \$0.02 per Share, with all Options issued or to be issued having an exercise price of not less than \$0.02. This waiver is subject to Shareholders approving the Company undertaking the Capital Raising at \$0.02 and the exercise price of the Options proposed to be issued, being \$0.02 per Option.

1.6 Capital Raising

For the purposes of the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules, the Company intends to undertake the Capital Raising through the issue of up to 174,030,549 Shares at 2 cents per Share to raise up to \$3,480,610.98.

Cicero Advisory Services Pty Ltd (ACN 166 321 393), an authorised representative of a licensed securities dealer (AFSL: 279099) (**Cicero**) is proposed to act as lead manager to the Capital Raising. Cicero will receive a fee of 6% of the amount raised. Mathew Walker, a Director, is a director and shareholder of Cicero. The Directors, other than Mr Walker, who do not have a material personal interest in Cicero consider the engagement to be on arm's length terms as the fee charged is comparable to unrelated licensed securities dealers.

Funds raised under the Capital Raising are intended to be used in the manner set out in Section 1.7.

The Company expects to lodge a prospectus for the Capital Raising with ASIC before the date of the General Meeting. The Capital Raising is intended to be completed in accordance with the timetable set out in Section 1.11.

1.7 Use of funds

Following Settlement of the Acquisition, the Company expects to use its cash funds as follows:

Funds available	Minimum Subscription	Percentage of Funds (%)	Maximum Subscription	Percentage of Funds (%)
Cash reserves of the Company and the Intiger Group ¹	\$2,065,000	45.4%	\$2,065,000	37.2%
Funds raised from the Capital Raising	\$2,480,611	54.6%	\$3,480,611	62.8%
TOTAL	\$4,545,611	100%	\$5,545,611	100%
Software Development	\$1,100,000	24.2%	\$1,700,000	30.7%
Expansion of offshore back office resources	\$900,000	19.8%	\$1,200,000	21.6%
Sales, Advertising & Marketing	\$300,000	6.6%	\$400,000	7.2%
Protection of intellectual property	\$150,000	3.3%	\$150,000	2.7%
Financial Services Systems, Compliance and Risk Management	\$125,000	2.8%	\$125,000	2.3%
Repayment of debt	\$750,000	16.5%	\$750,000	13.5%
Expenses associated with the Acquisition and Capital Raising ²	\$440,409	9.7%	\$501,409	9.0%
Working capital ³	\$780,202	17.1%	\$719,202	13.0%
TOTAL	\$4,545,611	100%	\$5,545,611	100%

Notes

- These funds represent cash held by the Company and the Intiger Group as at 31 December 2015.

2. Refer to the table below for the itemised costs associated with the Acquisition and Capital Raising:

Estimated Costs of Acquisition and Capital Raising	Minimum Subscription	Maximum Subscription
ASIC fee	\$2,320	\$2,320
ASX Listing fees	\$77,421	\$78,421
Lead Manager Fees	\$148,837	\$208,837
Legal Fees	\$80,000	\$80,000
Adviser Fees	\$80,000	\$80,000
Accounting Fees	\$20,000	\$20,000
Independent Expert Fees	\$20,000	\$20,000
Share Registry costs	\$5,000	\$5,000
Printing and distribution	\$5,000	\$5,000
Miscellaneous	\$1,831	\$1,831
TOTAL	\$440,409	\$501,409

3. Working capital includes the general costs associated with the management and operation of the business including administration expenses, salaries, directors' fees, rent and other associated costs.

Where more than the minimum subscription but less than the full subscription is raised the additional funds, after the increase in costs of the Offer, will be allocated on a pro-rata basis to the other categories listed in the use of funds table.

The above tables are statements of current intentions as of the date of this Notice of Meeting. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Actual expenditure may differ significantly from the above estimates due to a change in market conditions, the development of new opportunities and other factors (including the risk factors outlined in Section 1.16).

1.8 Acquisition Agreement

As announced on 21 January 2016, the Company entered a conditional term sheet to acquire a 100% shareholding interest in each entity comprising the Intiger Group.

The material terms of the acquisition of the Intiger Group are as follows:

- (a) **(Conditions Precedent)** the conditions precedent remaining which must be satisfied (or waived) prior to completion of the Acquisition include:
 - (i) the Company completing a capital raising of not less than \$2,480,610.98 and not more than \$3,480,610.98 through the issue of not less than 124,030,549 Shares and not more than 174,030,549 Shares respectively at an issue price of \$0.02 each;

- (ii) the Company obtaining all necessary shareholder approvals pursuant to the ASX Listing Rules, Corporations Act 2001 (Cth) or any other law to allow the Company to lawfully complete the matters set out in this document;
- (iii) the Company obtaining all necessary third party approvals or consents to give effect to the matters set out in this document to allow the Company to lawfully complete the matters set out in this document; and
- (iv) SRT obtaining all necessary regulatory approvals pursuant to the ASX Listing Rules, Corporations Act 2001 (Cth) or any other law to allow the Company to lawfully complete the matters set out in this document, including but not limited to, approval to reinstatement to official quotation on ASX on conditions satisfactory to the parties acting reasonably,

on or before 30 June 2016 (or earlier date if stated);

- (b) **(Consideration)**: the consideration payable by SRT is a deposit of \$50,000 and the issue of 500,000,000 Performance Shares;
- (c) **(Loan)**: SRT has agreed to provide an unsecured interest free loan facility of up to \$500,000 to the Intiger Group which may be drawn down by up to \$100,000 per calendar month from the date of execution of the term sheet. The loan is fully repayable within 60 days in the event of termination of the term sheet subject to the Intiger Group having financial capacity and otherwise at such later date the Intiger Group has financial capacity; and
- (d) **(Executive Services Agreement)**: the Company is required to enter into an employment agreement with Mr Fisher for a total remuneration of \$250,000 per annum for three years.

1.9 Pro forma capital structure

The proposed capital structure of the Company following completion of the Acquisition and issues of all Shares and Options contemplated by this Notice is set out in Schedule 3.

1.10 Pro forma balance sheet

Set out in Schedule 4 is a pro-forma balance sheet of the Company assuming that all Essential Resolutions have been passed and Settlement has occurred and showing alternatively the minimum and maximum Capital Raising which is proposed to be \$2,480,610.98 and \$3,480,610.98 respectively. The historical and pro-forma information is presented in an abbreviated form, insofar as it does not include all of the disclosure required by the Australian Accounting Standards applicable to annual financial statements.

1.11 Indicative timetable

An indicative timetable for Settlement of the Acquisition and the associated transactions is set out below:

Event	Date
Dispatch of Notice of General Meeting	26 April 2016
Lodgement of Prospectus with ASIC	29 April 2016
Opening date of Capital Raising	29 April 2016
General Meeting to approve Acquisition	26 May 2016
Closing Date of Capital Raising	27 May 2016
Issue of Shares under the Capital Raising	3 June 2016
Settlement of the Acquisition	3 June 2016
Dispatch of Holding Statements	8 June 2016
Recompliance with Chapters 1 & 2 of the ASX Listing Rules	13 June 2016
Re-quotation of Shares (including Shares issued under the Offer) on ASX	Week commencing 20 June 2016

Please note this timetable is indicative only and the Directors reserve the right to amend the timetable as required.

1.12 Board Intentions upon Settlement

The funds raised from the Capital Raising, together with the Company's and the Intiger Group's existing cash reserves are intended to be used as set out in Section 1.7.

1.13 Composition of the Board of Directors

It is intended that Mr Mathew Walker will remain a Director and Mr Sonu Cheema will remain the company secretary of the Company following Settlement, but Mr Sonu Cheema and Ms Loren Jones will resign as Directors. The following persons will be appointed to the Board upon Settlement:

- (a) Mr Mark Fisher;
- (b) Mr Patrick Canion; and
- (c) Mr Mark Rantall.

(Proposed Directors).

Additional Board and management resources may be considered as appropriate as the Intiger Group business develops.

The qualifications and experience of the Proposed Directors are set out below:

(a) **Mr Mark Fisher (Managing Director elect)**

Mark is the founder and proprietor of the Intiger Group.

For the last twenty years Mark has worked globally in a range of senior executive roles for some of the world's most respected Tier 1 investment, retail and commercial banking and management consulting firms, including Lloyds of London, JP Morgan, HSBC Capital Markets, Bank of China, GE Capital, Barclays Capital Investment Bank and Barclays International Retail & Commercial.

Specialising in large scale global change programs, offshore processing, cost reduction strategies and institutional restructuring, Mark has lived and worked in a variety of global locations including the US, UK, Switzerland, Nigeria, Spain, France, Portugal, Italy, France, Ecuador, Colombia, India, Philippines, Latvia, Romania, Poland and Hungary.

In 1999 Mark was Program Director under Jack Welch at GE Capital USA at a time Mr Welch made the first attempt by any Western commercial institution to transfer white good/administrative processes offshore.

As recent Head of Strategy & Change for the Royal Bank of Scotland SS&P Mark oversaw its first foray into offshore back office processing and corporate restructuring aligned to its UK Government majority shareholders interests.

(b) **Mr Patrick Canion (Non-Executive Director elect)**

Patrick has over 30 years' experience in financial services and is nationally recognised in the media and financial services for his leadership and innovation in financial planning. He is a Certified Financial Planner and holds a Masters of Applied Finance and Investment. He is also a Fellow of the Financial Services Institute of Western Australia and a Graduate member of the Australian Institute of Company Directors.

Patrick is a member of the Financial Planning Association and was recently presented with their Distinguished Service Award. Patrick is also a former director of the Financial Planning Association Ltd and past-President of the Western Australian Club Inc. Currently his directorships include being a director/trustee of the Future 2 Foundation Ltd and director of Pajoda Investments Pty Ltd trading as ipac Western Australia.

(c) **Mr Mark Rantall (Non-Executive Chairman elect)**

Mark was the Chief Executive Officer of the Financial Planning Association of Australia (FPA), the leading body for professional financial planners and the only certification body in Australia for the global CERTIFIED FINANCIAL PLANNER(r) designation, up until February 2016. Mark continues to serve as a director on the Board of the FPA.

Mark is a passionate CFP(r) professional, with a 40 year career in financial services. Appointed as CEO by the FPA Board in 2010, he spearheaded the campaign to raise the standing of Australia's professional financial planners and build consumer trust in the profession

through lifting educational and professional standards. His drive and determination has seen the FPA achieve many milestones in this journey.

Prior to the FPA, Mark had already spent several years at the forefront of an evolving profession. He was involved in the creation of The NAB Academy and held the post of Dean of Advice after serving as Managing Director of Godfrey Pembroke from 2003 to 2008. In this role, Mark successfully facilitated more than 200 Godfrey Pembroke advisers to transition to a fee-for-service remuneration model.

Mark is a FCPA and Certified Financial Planner and is committed to excellence in advice and a lifelong commitment to education.

1.14 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) the Acquisition represents an attractive investment opportunity for the Company to change its business focus to that of a financial technology company;
- (b) the Acquisition of the Intiger Group will enable the Company to tap into the established nature of the Intiger Group business;
- (c) the Acquisition Agreement requires the Company to complete a capital raising at \$0.02 per Share to raise not less than \$2,480,610.98 which will provide the Company with significant funds for development of the Intiger Group business;
- (d) the potential increase in market capitalisation of the Company following Settlement and the associated Capital Raising may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity which are not currently present; and
- (e) the appointment of Mr Mark Fisher provides the Company with extensive experience and a proven track record within the financial technology sector; and
- (f) the consideration for the Acquisition is comprised of Performance Shares, thereby conserving the Company's existing cash reserves, and dilution of existing Shareholders interests will not occur unless the milestones for the Performance Shares are met.

1.15 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Essential Resolutions:

- (a) the Company will be changing the nature and scale of its activities to primarily be a financial technology company, which may not be consistent with the objectives of all Shareholders;
- (b) the Acquisition will result in the Capital Raising, the issue of Consideration Securities, the issue of Adviser Options and the issue of

Incentive Options, all of which will have a dilutionary effect on the holdings of Shareholders (assuming conversion or exercise of the Consideration Securities, Adviser Options and Incentive Options);

- (c) in connection with the Acquisition, the Company has been required to engage a number of advisors, lawyers and experts to facilitate and report on the Acquisition, which represent sunk, but necessary costs to the Company; and
- (d) there are additional risk factors associated with the change in nature of the Company's activities resulting from the Acquisition. Some of the key risks are summarised in Section 1.16.

1.16 Risk factors

Shareholders should be aware that if the Acquisition is approved and completed, the Company will be changing the nature and scale of its activities and will be subject to additional or increased risks arising from the Intiger Group and parties contracted or associated with the Intiger Group. The risks and uncertainties described below are not intended to be exhaustive. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company. Based on the information available, a non-exhaustive list of risk factors for the Company associated with the Company's proposal to acquire all shares in each entity comprising the Intiger Group is set out below.

(a) Risks relating to the Change in Nature and Scale of Activities

(i) Re-Quotation of Shares on ASX

The Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

(ii) Contractual Risk

Pursuant to the Acquisition Agreement, Settlement is subject to the fulfilment of certain conditions precedent, as identified in Section 1.8(a).

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Acquisition Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(b) **Risks in respect of the Intiger Group's current operations**

(i) **Competition and new technologies**

There is significant competition in the financial services, technology and offshore processing industries generally. Competitors include companies with significantly greater financial, technical, human, research and development and marketing resources than are currently available to the Intiger Group. The Intiger Group's competitors may develop technologies and products that perform better, have greater market acceptance. While the Intiger Group will undertake all reasonable due diligence in its business decisions and operations, the Intiger Group will have no influence or control over the activities or actions of its competitors, whose product developments, activities or actions may positively or negatively affect the operating and financial performance of the Intiger Group's projects and business.

Industries can change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, among other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable.

As a result, the success of the Intiger Group depends on the Intiger Group being able to keep up with the latest technological progress and to develop or acquire and integrate new technologies into its existing business.

(ii) **Licensee engagement**

The Intiger Group operates as a service provider to both Australian financial services licensee holders and their associated practise, resellers, brokers and franchisee networks. The Intiger Group's capacity to deliver its service to these entities depends upon said Australian financial services licensee holder's willingness to engage with the Intiger Group. Any investment in the Intiger Group should be based on an understanding that access to these licensees and their representative's is outside the Intiger Group's control and determinant in the Intiger Group's ability to market and distribute its service.

(iii) **Technology development**

LiLLY and KLIP software is subject to ongoing development and version upgrades and refinements as the product is rolled out to clients. Should these upgrade not be undertaken correctly it may affect future system performance and therefore adversely affect the Intiger Group's service levels and potentially negatively impact on the Intiger Group's financial performance.

(iv) **Interruptions to operations, including infrastructure and technology failure**

The Intiger Group is exposed to short, medium or long-term interruptions to its operations as it relies on its infrastructure and technology to provide its customers with a highly reliable service. There may be a failure to deliver this level of service as a result of numerous factors, including, human error, power loss, improper maintenance by entities not related to Intiger, physical or electronic security breaches, fire, earthquake, hurricane, flood and other natural disasters, water damage, intentional damage to the networks from vandalism; and sabotage and vandalism.

In addition, the Intiger Group's technology, in country partners and assorted suppliers may be exposed to some of the above events that could significantly impact the operations of those entities, which could, in turn, materially and adversely affect the Intiger Group's business, financial condition, results of operations and revenue.

(v) **Relationships with key intellectual property licensors and technology generators**

The Intiger Group uses technology developed in the course of its business that is owned by the Intiger Group, however, the Intiger Group also relies on relationships with key intellectual property licensors and technology partners, from whom it uses property and technology, such as COIN and IRESS which are used in the financial planning industry and Vsee and Skype which are used for communication.

The Intiger Group's ability to develop, maintain and manage its existing retail business is dependent on its ability to use particular technology, and any change in the ability to use technology the Intiger Group relies on may have an effect on the Intiger Group's future financial performance and position.

(vi) **Protection of intellectual property rights**

The Intiger Group may proceed to secure patent protection for its technology LILLY. The ability of the Intiger Group to obtain and sustain patents, maintain trade secret protection and operate without infringing proprietary rights of third parties is therefore an integral part of the Intiger Group's business. If the patent rights are not granted and the Intiger Group fails to protect its future developments and intellectual property rights, competitors may gain access to its technology which would in turn harm its business.

The granting of protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not claim an interest in the intellectual property with a view to seeking a commercial benefit from the Intiger Group or its partners.

(vii) **Regulatory changes**

The Intiger Group operates within the financial services sector in Australia which is highly regulated by both the Federal and State Governments. Whilst the Intiger Group does not purport to hold an Australian Financial Services License and understands that it does not require any such license it remains obligated to endeavour to meet said financial services regulation on a best endeavours basis. The Intiger Group completes the back office processing, administration and documentation of clients within the financial services industry and has exposure to data relevant to the operation and daily going concern of those firms. As such the Intiger Group is required to attempt to adhere to the Australian Data Protection Act relevant to its services and does so on a best endeavours basis. Any investment in the Intiger Group should be made with clear understanding of the risks inherent in exposure to the financial services industry and any services providers with direct or indirect exposure to it. In addition, investment decisions should be made with an understanding of the Australian Privacy Principles Act and how the Intiger Group attempts to meet those standards in the compliant operation and delivery of its service. Changes in government policy relating to the financial service industry may directly and indirectly affect the competitive landscape that the Intiger Group operates in which could materially affect the Intiger Group's future financial performance and position.

(viii) **Access to the Internet and other technology infrastructure**

As the Intiger Group's services are designed primarily to work over the Internet, its revenue growth depends on its customer's low cost, high-speed access to the Internet, as well as the continued maintenance and development of the Internet infrastructure, including its access to IP providers.

Additionally, the Intiger Group's ability to maintain access to the cloud technology is important in order to offer its services across the world.

(ix) **Security breaches and hacker attacks**

A malicious attack on the Intiger Group's systems process or people from external or internal sources could put the integrity and privacy of customers' data and system and associated technology at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruptions, litigation and brand damage resulting in reduced or falling revenues. Intiger follows best practise in relation to security policies, procedures, automated and manual protection, encryption systems and staff screening to minimise this risk.

(x) **Reliance on key personnel**

The Intiger Group's ability to develop and manage the growth of its business is largely dependent on the skills of the Intiger Group's management team.

Despite the Intiger Group's best efforts to attract and retain key personnel, there is no assurance that the Intiger Group's will be able to retain the services of such persons. The Intiger Group's ability or inability to retain key personnel could have a material impact on the business going forward.

(c) **Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

1.17 Plans for the Company if the Essential Resolutions are not passed

If the Essential Resolutions are not passed and Settlement does not occur, the Company will continue to focus on evaluating potential business acquisitions to take the Company forward.

1.18 Directors' interests in the Agreement

None of the Company's existing Directors have any interest in the proposed Acquisition, other than as disclosed in this Notice.

1.19 Intiger Shareholders

None of the Intiger Shareholders or their associates are related parties of the Company (other than by virtue of some of them becoming Directors upon Settlement) and they have no existing interest in the Company's securities.

1.20 Conditionality of Essential Resolutions

Each of the Essential Resolutions is conditional upon the approval by Shareholders of all Essential Resolutions. Should any of the Essential Resolutions not be approved, the Company will not proceed with the Acquisition. The Company would then immediately request that ASX remove the suspension order and allow the Company to resume trading on the ASX in its current form.

2. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks approval from Shareholders for the Acquisition.

The Acquisition will change the nature of the Company's activities from a developer and promoter of agricultural products to a software development company.

A summary of the terms and conditions of the Acquisition Agreement is set out in Section 1.8 and a detailed description of the Intiger Group and its business is outlined in Section 1.4.

2.2 ASX Listing Rule 11.1

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must

provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has indicated to the Company that the change in the nature and scale of the Company's activities as a result of Acquisition requires the Company in accordance with ASX Listing Rule 11.1.2 to obtain Shareholder approval and the Company must comply with any requirements of ASX in relation to the Notice of Meeting.

2.3 Suspension until re-compliance with Chapters 1 and 2 of the ASX Listing Rules

ASX has also indicated to the Company that the change in the nature and scale of the Company's activities is a back-door listing of the Intiger Group which consequently requires the Company to (in accordance with ASX Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (including any ASX requirement to treat the Company's securities as restricted securities). Accordingly, it is anticipated that the Company's securities will be subjected to a trading halt or suspension and thereby cease trading on ASX's Official List prior to market open on the day of the Meeting. If the Essential Resolutions are approved at the Meeting, it is expected that the Company's Securities will remain suspended from quotation until the Company has acquired the Intiger Group pursuant to the Acquisition Agreement and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

If the Essential Resolutions are not approved at the Meeting, it is expected that the Company's securities will be reinstated to quotation on ASX's Official List after the Company announces the results of the Meeting in accordance with the Listing Rules and Corporations Act.

3. RESOLUTION 2 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES

3.1 Background

Resolution 2 seeks Shareholder approval for the Company to be authorised to issue the Performance Shares.

3.2 Legal requirements

Section 246B of the Corporations Act and clause 2.4 of the Constitution provides that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution passed at a meeting of the holders of the issued shares of the affected class; or
- (b) the written consent of the holders of 75% of the votes of the affected class.

The Company must give written notice of the variation to the members of the affected class within 7 days after the variation is made.

Section 246C(5) of the Corporations Act confirms that if a company with only one class of shares issues a new class of shares, the issue of the new class of shares is taken to vary the rights attached to shares in the existing class if:

- (a) the rights attaching to the new class of shares are not the same as the rights attached to the existing class of shares; and
- (b) the rights attaching to the new class of shares are not provided for in:
 - (i) the company's constitution (if any); or
 - (ii) a notice, document or resolution that is lodged with ASIC.

3.3 Application to the Company

The Company currently has only one class of shares on issue being fully paid ordinary shares (**Shares**). The terms of the Performance Shares will not be the same as the Shares and the rights attaching to the Performance Shares are not provided for in the Constitution. Accordingly, the Company seeks Shareholder approval by special resolution at the Meeting for the creation of a new class of shares known as Performance Shares.

The Performance Shares are proposed to initially be issued in two classes with both classes having a separate milestone event triggering their conversion into a further class of Performance Share and a Share with the further classes also having a separate milestone event triggering their conversion into Shares but otherwise each class will be on the same terms. The proposed terms of each class of the Performance Shares are set out in Schedule 1.

In the event Resolution 2 is passed by the requisite majority the Company will give written notice of the variation to the rights attaching to Shares to Shareholder within 7 days.

Resolution 2 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 2 for it to be passed.

4. RESOLUTION 3 – ISSUE OF CONSIDERATION SECURITIES – MARK FISHER

4.1 General

As outlined in Section 1.8, the Company has entered into the Acquisition Agreement pursuant to which the Company will, amongst other things and subject to Shareholder approval, issue Performance Shares to Mark Fisher (or his nominees).

In addition, the Company has agreed to issue a total of 50,000,000 Incentive Options under the Incentive Option Plan to the Proposed Directors, of which 15,000,000 Incentive Options are proposed to be issued to Mr Fisher (and/or his nominees).

A summary of the Acquisition Agreement is set out in Section 1.8 and a summary of the key terms and conditions of the Incentive Option Plan is set out in Schedule 2.

Resolution 3 seeks Shareholder approval for the purposes of:

- (a) section 611 (Item 7) of the Corporations Act to allow the Company to issue the Performance Shares to Mark Fisher as well as the acquisition of a relevant interest in the issued voting shares of the Company by Mark Fisher otherwise prohibited by section 606(1) of the Corporations Act by virtue of the issue of those Performance Shares and their potential conversion into Shares (**Voting Acquisition**); and
- (b) ASX Listing Rule 10.14 in order to issue up to 15,000,000 Incentive Options to Mark Fisher under the Incentive Option Plan.

Assuming all Performance Shares are converted into Shares and only those Incentive Options issued to Mr Fisher are exercised, but no other Shares are issued other than as required to complete the Minimum Subscription under the Capital Raising (e.g. no other Options are exercised), Mark Fisher's voting power in the Company will increase from 0% up to 44.43%.

Pursuant to ASX Listing Rule 7.2 (Exception 16), shareholder approval pursuant to ASX Listing Rule 7.1 is not required where approval is being obtained pursuant to section 611 (Item 7) of the Corporations Act. Accordingly, if Resolution 3 is passed by the requisite majority, the issue of the Performance Shares and Incentive Options to Mark Fisher will be made without using the Company's 15% annual placement capacity and 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 and, if applicable, the additional 10% annual capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

The Corporations Act and ASIC Regulatory Guide 74 set out a number of regulatory requirements which must be satisfied. These are summarised below.

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 issue of the Incentive Options constitutes giving a financial benefit and Mr Fisher is a related party of the Company by virtue of there being a reasonable expectation that they will each be a director of the Company.

The Directors consider that the issue of the Incentive Options to Mr Fisher has been negotiated on arm's length terms. Accordingly, Shareholder approval is not required for the purpose of section 208 of the Corporations Act.

4.3 ASX Listing Rules 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme

to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Although Mr Fisher is not yet a director of the Company, as the issue of the Incentive Options is dependent on Settlement, the issue will occur at such time as he is a director of the Company and the issue is being made pursuant to an employee incentive scheme, Shareholder approval pursuant to ASX Listing Rule 10.14 is required.

4.4 Information required pursuant to ASX Listing Rule 10.15

The following information is provided to satisfy the requirements of ASX Listing Rule 10.15 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.14):

- (a) the related party is Mr Mark Fisher (and/or his nominees) and his is a related party by virtue of being a Proposed Director;
- (b) the maximum number of Incentive Options (being the nature of the financial benefit being provided) to be issued is 15,000,000;
- (c) the Incentive Options will be issued to Mr Fisher (and/or his nominees) for nil consideration. Accordingly, no loans will be made in relation to the issue of the Incentive Options;
- (d) the issue of Incentive Options pursuant to the Plan has not previously been approved. Accordingly, no Options have previously been issued under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained;
- (e) as at the date of this Notice, the Proposed Directors are the only people covered by ASX Listing Rule 10.14 that the Board has declared to be eligible to be issued Incentive Options under the Plan (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (f) the Incentive Options will be issued to Mr Fisher no later than 12 months after the Meeting; and
- (g) the Incentive Options will be issued on the terms and conditions set out in Schedule 6.

4.5 Section 611 (Item 7) of the Corporations Act

(a) Section 606 of the Corporations Act – Statutory Prohibition

Pursuant to section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

- (i) from 20% or below to more than 20%; or

- (ii) from a starting point that is above 20% and below 90%,

(Prohibition).

(b) Voting Power

The voting power of a person in a body corporate is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

(c) Associates

For the purposes of determining voting power under the Corporations Act, subject to specified exclusions, a person (**second person**) is an "associate" of the other person (**first person**) if:

- (i) the first person is a body corporate and the second person is:
 - (A) a body corporate the first person controls;
 - (B) a body corporate that controls the first person; or
 - (C) a body corporate that is controlled by an entity that controls the first person;
- (ii) the second person has entered or proposes to enter into a relevant agreement with the first person for the purpose of controlling or influencing the composition of the company's board or the conduct of the company's affairs; or
- (iii) the second person is a person with whom the first person is acting or proposes to act, in concert in relation to the company's affairs.

An entity controls another entity if it has the capacity to determine the outcome of decisions about that other entity's financial and operating policies.

A relevant agreement includes an agreement, arrangement or understanding, whether written or oral, formal or informal and whether or not having legal or equitable force.

There are no persons who are associates of Mark Fisher in accordance with this definition.

(d) Relevant Interests

Section 608(1) of the Corporations Act provides that a person has a relevant interest in securities if they:

- (i) are the holder of the securities;
- (ii) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or

- (iii) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

In addition, section 608(3) of the Corporations Act provides that a person is deemed to have a "relevant interest" in any securities that a body corporate has if their voting power in that body corporate is above 20% or they control that body corporate.

There are no persons who have a relevant interest in securities Mark Fisher is to be issued pursuant to the Acquisition.

4.6 Specific information required by section 611 (Item 7) of the Corporations Act and ASIC Regulatory Guide 74

The following information is required to be provided to Shareholders under the Corporations Act and ASIC Regulatory Guide 74 in respect of obtaining approval for section 611 (Item 7) of the Corporations Act.

(a) Identity of the acquirer and its associates

The acquirer is Mark Fisher.

There are no associates of Mark Fisher for the purposes of determining its voting power under the Corporations Act.

(b) Relevant interest and changes in voting power

The relevant interests of Mr Fisher in voting shares in the capital of the Company (both current, and following Settlement) are set out in the table below (each column assumes that no other Shares are issued or Options are exercised at the relevant time unless otherwise stated):

Party	Relevant interest as at the date of this Notice	Performance Shares	Shares issued on conversion of Performance Shares	Shares issued on exercise of Incentive Options	Total maximum relevant interest
Mark Fisher	Nil	440,000,000	880,000,000	15,000,000	895,000,000

The maximum extent of the increase in voting power in the Company resulting from the issue of Shares on conversion of the Performance Shares to be issued to Mark Fisher is 44.43%, being an increase from 0% up to 44.43%.

This assumes all Performance Shares are converted into Shares and only those Incentive Options issued to Mr Fisher are exercised, but no other Shares are issued other than as required to complete the Minimum Subscription under the Capital Raising (e.g. no other Options are exercised).

(c) **Reasons for the proposed acquisition**

The reason for the issue of Performance Shares to Mark Fisher and the resulting Voting Acquisition is in consideration for the Acquisition.

The Incentive Options to be issued pursuant to the Incentive Option Plan to Mark Fisher pursuant to Resolution 3 are proposed to be issued as part of the remuneration package of Mr Fisher and are in accordance with the terms of the Acquisition Agreement.

(d) **Date of proposed acquisition**

Any Shares to be issued to Mark Fisher which will result in the Voting Acquisition will be issued on conversion of the Performance Shares and exercise of the Incentive Options to be issued to Mark Fisher on completion of the Acquisition.

(e) **Material terms of proposed acquisition**

The material terms of the Acquisition Agreement, which, on completion, will result in the issue of Performance Shares and Incentive Options to Mark Fisher and if converted will result in the Voting Acquisition, are summarised in Section 1.8.

(f) **Acquirer's intentions**

Other than as disclosed elsewhere in this Explanatory Statement, as at the date of this Notice the Company understands that Mark Fisher:

- (i) has no present intention of making any significant changes to the business of the Company;
- (ii) intends to participate in further capital raisings of the Company to maintain his then shareholding interest subject to any necessary Shareholder or regulatory approvals;
- (iii) has no present intention of making changes regarding the future employment of the present employees of the Company;
- (iv) does not intend to redeploy any fixed assets of the Company;
- (v) does not intend to transfer any property between the Company and himself; and
- (vi) has no intention to change the Company's existing policies in relation to financial matters or dividends.

These intentions are based on information concerning the Company, its business and the business environment which is known to Mark Fisher at the date of this Notice. These present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time.

(g) **Proposed change of directors of the Company**

The proposed changes to the Board as a result of completion of the Acquisition Agreement are set out in Section 1.13.

(h) **Other information**

The Directors are not aware of any information other than as set out in this Notice that is material to the decision on how to vote on Resolution 3.

4.7 Recommendations of Directors

The Directors do not have any material personal interests in the outcome of Resolution 3 and unanimously recommend that Shareholders vote in favour of Resolution 3 as they consider the proposed issue of the Performance Shares to be in the best interests of Shareholders for the following reasons:

- (a) after assessment of the advantages and disadvantages referred to in Sections 1.14 and 1.15 the Directors are of the view that the advantages outweigh the disadvantages; and
- (b) the Independent Expert has determined the issue of the Performance Shares to Mark Fisher to be **not fair but reasonable** to the non-associated Shareholders.

4.8 Independent Expert's Report

The Independent Expert's Report (a copy of which is attached as Annexure A to this Explanatory Statement) sets out a detailed examination of the issue of the Performance Shares to Mark Fisher to enable non-associated Shareholders to assess the merits and decide whether to approve Resolution 3.

The Independent Expert's Report concludes that the transactions contemplated by Resolution 3 are **not fair but reasonable** to the non-associated Shareholders.

Shareholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

The Independent Expert's Report is available on the Company's website at <http://www.starstriker.com.au/>. The Company will provide a hard copy of the Independent Expert's Report free of charge if requested.

5. RESOLUTION 4 – ISSUE OF CONSIDERATION SECURITIES – MINORITY SHAREHOLDERS

5.1 General

As outlined in Section 4, the Company has entered into the Acquisition Agreement to acquire 100% of the shares in the various entities comprising the Intiger Group, pursuant to which the Company has agreed, subject to satisfaction (or waiver) of the conditions precedent, to issue the Consideration Securities to the Intiger Shareholders.

Resolution 4 seeks Shareholder approval for the issue of the Consideration Securities to all Intiger Shareholders other than Mark Fisher which is the subject of Resolution 3.

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.

The effect of Resolution 4 will be to allow the Company to issue the Consideration Securities 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.

5.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities:

- (a) the maximum number of Consideration Securities to be issued at Settlement is 60,000,000 Performance Shares apportioned equally between Classes A and B;
- (b) the Consideration Securities 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 all those Securities will occur on the same date;
- (c) the Consideration Securities will be issued to the Minority Shareholders (or their nominees), who are not related parties of the Company in the following amounts:
 - (i) Red Apple Superannuation Pty Ltd <Red Apple Super Fund A/C> (or its nominees) – 12,500,000 Class A Performance Shares and 12,500,000 Class B Performance Shares;
 - (ii) Station Nominees Pty Ltd <Station Super Fund A/C> – 12,500,000 Class A Performance Shares and 12,500,000 Class B Performance Shares; and
 - (iii) Mr John Andrew Rogers <John Rodgers Family A/C> – 5,000,000 Class A Performance Shares and 5,000,000 Class B Performance Shares;
- (d) the Performance Shares to be issued will be issued on the terms and conditions set out in Schedule 1; and
- (e) no funds will be raised from the proposed issue as the Consideration Securities are proposed to be issued in consideration for the acquisition by the Company of 100% of the shares in each entity comprising the Intiger Group held by the Minority Shareholders in accordance with the terms of the Acquisition Agreement.

6. RESOLUTION 5 – CAPITAL RAISING

6.1 General

Resolution 5 seeks Shareholder approval for the issue of up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise up to \$3,480,610.98 under the Capital Raising.

On 23 March 2016, ASX granted the Company a waiver to enable the Company to undertake the Capital Raising at no less than 2 cents per Share and to have Options on issue with an exercise price less than 20 cents. The waiver is conditional upon Shareholders approving the issue price of Shares under the Capital Raising at a price of \$0.02 per Share and the exercise price of the Options proposed to be issued being \$0.02 per Option.

The Capital Raising will be undertaken via the issue of a prospectus (**Prospectus**) to assist in complying with Chapters 1 and 2 of the ASX Listing Rules which is required to obtain re-instatement of its Shares to trading on the Official List of ASX on completion of the Acquisition.

As noted in Section 1.8(a)(i), the Acquisition is conditional upon the Company completing a capital raising of not less than \$2,480,610.98 and not more than \$3,480,610.98 through the issue of not less than 124,030,549 Shares and not more than 174,030,549 Shares respectively at an issue price of \$0.02 each.

It is noted the Shares the subject of the Capital Raising will only be issued if:

- (a) the Minimum Subscription is raised;
- (b) the Company has received conditional approval for re-quotation of the Company's securities on ASX on terms acceptable to the Company;
- (c) Shareholders pass all of the Essential Resolutions; and
- (d) the issue occurs contemporaneously with Settlement.

A summary of ASX Listing Rule 7.1 is set out in Section 5.1.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Capital Raising 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 7.3

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

- (a) the maximum number of Shares to be issued is 174,030,549;
- (b) the 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 \$0.02 per Share;
- (d) the Shares will be issued to the public at the Board's discretion pursuant to a public offer by Prospectus. No related party of the Company will participate in the Capital Raising;
- (e) the 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 Shares issued under the Capital Raising as set out in Section 1.7.

7. RESOLUTIONS 6 TO 8 – ELECTION OF DIRECTORS

7.1 General

In accordance with the Acquisition Agreement, the Company has agreed to appoint Mr Mark Fisher and Mr Patrick Canion as directors of the Company. Their appointments will take effect on and from Settlement.

In addition, the Company has agreed to appoint Mr Mark Rantall as a director of the Company on and from Settlement.

Mr Fisher, Mr Canion and Mr Rantall are together referred to as the **Proposed Directors**.

Pursuant to Resolutions 6, 7 and 8, Mr Mark Fisher, Mr Patrick Canion and Mr Mark Rantall seek election from Shareholders to be appointed as directors of the Company upon Settlement.

7.2 Qualifications

The qualifications and experience of the Proposed Directors are set out in Section 1.13.

7.3 Independence

If elected, the Board does not consider that Mr Mark Fisher will be an independent director.

The Board notes that Mr Canion is CEO of ipac WA, a customer of the Intiger Group. Notwithstanding the existence of this relationship the Board considers Mr Canion will be an independent director as this potential conflict will be managed by removing him from pricing and business negotiations at the Company level and delegating those tasks at ipac WA to their Head of Financial Planning.

If elected, the Board considers that Mr Rantall will be an independent director.

7.4 Proposed remuneration

For each of the Proposed Directors, the remuneration (inclusive of superannuation) proposed to be paid on an annual basis following completion of the Acquisition is set out in the table below.

Proposed Director	Proposed remuneration on an annualised basis
Mr Mark Fisher	\$250,000
Mr Patrick Canion	\$60,000
Mr Mark Rantall	\$100,000

7.5 Board Recommendation

The Board supports the election of each of the Proposed Directors and recommends that Shareholders vote in favour of Resolutions 6, 7 and 8.

Resolutions 6, 7 and 8 are each subject to the passing of all other Essential Resolutions.

8. RESOLUTION 9 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 9 seeks the approval of Shareholders for the Company to change its name to “**Intiger Group Limited**”. The Board proposes this change of name on the basis that it more accurately reflects the proposed operations of the Company upon Settlement.

If Resolution 9 is passed the change of name will take effect after ASIC alters the details of the Company’s registration. It is noted the change of name is conditional on completion of the Acquisition occurring.

If Resolution 9 is passed, the Company will lodge a copy of the special resolution with ASIC following Settlement in order to effect the change.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

9. RESOLUTION 10 – ISSUE OF ADVISER OPTIONS TO MERCHANT CAPITAL MARKETS PTY LTD

9.1 General

Resolution 10 seeks Shareholder approval for the issue of up to 50,000,000 Adviser Option to Merchant Capital Markets Pty Ltd (**Merchant**) in consideration for corporate advisory services.

The Company has agreed, subject to obtaining Shareholder approval, to issue the Adviser Options to Merchant (or its nominees) on the terms and conditions set out below.

Resolution 10 seeks Shareholder approval for the issue of the Adviser Options to Merchant (or its nominees).

A summary of ASX Listing Rule 7.1 is set out in Section 5.1.

The effect of Resolution 10 will be to allow the Company to issue the Options to Merchant (or its nominee/s) 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.

9.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the maximum number of Options to be issued is 50,000,000;
- (b) the 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 Options will occur on the same date;
- (c) the Options will be issued for nil cash consideration;
- (d) the Options will be issued to Merchant (or its nominees);
- (e) the Options will be issued on the terms and conditions set out in Schedule 5; and
- (f) no funds will be raised from the issue of Options under Resolution 10.

10. RESOLUTION 11 – APPROVAL TO ISSUE OPTIONS UNDER EMPLOYEE INCENTIVE SCHEME

10.1 General

Resolution 11 seeks Shareholders approval for the Company to issue Options under the employee incentive scheme titled 'Incentive Option Plan' (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of ASX Listing Rule 7.1 is set out in Section 5.1.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to issue Options under the Plan to eligible employees over a period of 3 years from the date of approval without impacting on the Company's ability to issue up to 15% of its total ordinary securities without prior Shareholder approval in any 12 month period.

Any issues of Options under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

10.2 Previous issues

Shareholders should note that no Options have previously been issued under the Plan.

As at the date of this Notice, the Company proposes to issue up to 100,000,000 Incentive Options under the Plan to key personnel and employees of the Intiger Group subject to Settlement of the Acquisition. Of these Incentive Options, the Company has agreed to issue the following to the Proposed Directors:

- (a) 15,000,000 to Mr Mark Fisher (or his nominees);
- (b) 17,500,000 to Mr Patrick Canion (or his nominees); and
- (c) 17,500,000 to Mr Mark Rantall (or his nominees).

For the purposes of ASX Listing Rule 10.14, the Company is seeking approval under Resolutions 3, 12 and 13 for the issue of Incentive Options to those Proposed Directors pursuant to the Plan.

10.3 Other employee incentive schemes

Other than the Plan the Company does not operate any other employee incentive schemes.

10.4 Key terms and conditions of the Plan

A summary of the key terms and conditions of the Plan is set out in Schedule 2.

11. RESOLUTIONS 12 AND 13 – ISSUE OF INCENTIVE OPTIONS TO RELATED PARTIES UNDER THE EMPLOYEE OPTION PLAN

11.1 General

The Company has agreed, subject to obtaining Shareholder approval, that the Proposed Directors (and/or their respective nominees), be issued a total of 50,000,000 Incentive Options pursuant to the Plan following Settlement.

The purpose of the issue of the Incentive Options to the Proposed Directors is to further motivate and reward their respective performances in their roles as directors of the Company following Settlement.

The issue of Incentive Options to Mr Mark Fisher (and/or his nominees) pursuant to the Plan is the subject of Resolution 3. The Incentive Options to be issued to Mr Patrick Canion and Mr Mark Rantall (and/or their respective nominees) is the subject of Resolutions 12 and 13.

It is noted that if completion of the Acquisition does not occur then the Incentive Options proposed by Resolutions 3, 12 and 13 will not be issued.

A summary of the key terms and conditions of the Plan is set out in Schedule 2.

11.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2.

The issue of the Incentive Options constitutes giving a financial benefit and Mr Canion and Mr Rantall are each a related party of the Company by virtue of there being a reasonable expectation that they will each be a director of the Company.

The Directors consider that the issue of the Incentive Options to Mr Canion and Mr Rantall has been negotiated on arm's length terms. Accordingly, Shareholder approval is not required for the purpose of section 208 of the Corporations Act.

11.3 ASX Listing Rule 10.14

A summary of ASX Listing Rule 10.14 is set out in Section 4.3.

Although Mr Canion and Mr Rantall are not yet directors of the Company, as the issue of the Incentive Options is dependent on Settlement, the issue will occur at such time as they are directors of the Company and the issue is being made

pursuant to an employee incentive scheme Shareholder approval pursuant to ASX Listing Rule 10.14 is required.

11.4 Information required pursuant to ASX Listing Rule 10.15

The following information is provided to satisfy the requirements of ASX Listing Rule 10.15 (being the information required to be disclosed for the purposes of ASX Listing Rule 10.14):

- (a) the related parties are Mr Patrick Canion and Mr Mark Rantall (and/or their respective nominees) and they are related parties by virtue of being Proposed Directors;
- (b) the maximum number of Incentive Options (being the nature of the financial benefit being provided) to be issued is Mr Canion and Mr Rantall is:
 - (i) 17,500,000 Incentive Options to Mr Patrick Canion (and/or his nominees); and
 - (ii) 17,500,000 Incentive Options to Mr Mark Rantall (and/or his nominees);
- (c) the Incentive Options will be issued to Mr Patrick Canion and Mr Mark Rantall (and/or their respective nominees) for nil consideration. Accordingly, no loans will be made in relation to the issue of the Incentive Options;
- (d) the issue of Incentive Options pursuant to the Plan has not previously been approved. Accordingly, no Options have previously been issued under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained;
- (e) as at the date of this Notice, the Proposed Directors are the only people covered by ASX Listing Rule 10.14 that the Board has declared to be eligible to be issued Incentive Options under the Plan (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (f) the Incentive Options will be issued to Mr Patrick Canion and Mr Mark Rantall no later than 12 months after the Meeting; and
- (g) the Incentive Options will be issued on the terms and conditions set out in Schedule 6.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Incentive Options to Mr Patrick Canion and Mr Mark Rantall as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Incentive Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

11.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 12 and 13.

GLOSSARY

\$ means Australian dollars.

Acquisition means the Company's acquisition of 100% of the issued capital of each of the entities comprising the Intiger Group on the terms and condition set out in the Acquisition Agreement.

Acquisition Agreement means the terms sheet entered into between the Company, the Intiger Group and Mark Fisher dated on or about 18 January 2016.

Adviser Option means an Option with the terms and conditions set out in Schedule 5.

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.

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.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **SRT** means Star Striker Limited (ACN 098 238 585).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Essential Resolutions means the inter-conditional Resolutions in this Notice, being Resolutions 1 to 7 (inclusive) and Resolution 9.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Incentive Option means an Option with the terms and conditions set out in Schedule 6.

Intiger Group means each of:

- (a) Intiger Asset Management Pty Ltd (ACN 606 729 328);
- (b) Integra Asset Management Australia Pty Ltd (ACN 162 734 376);
- (c) Intiger Process Enhancement Pty Ltd (ACN 610 159 209);
- (d) Intiger Asset Management Limited (a Hong Kong Company), HKCN 2254952;
- (e) Tiger 1 Limited (a Hong Kong Company), HKCN: 2258742;
- (f) Tiger 2 Limited (a Hong Kong Company), HKCN: 2258743; and
- (g) Lion 2 Business Process Inc (a Philippines Company), PIN: CS201522320.

Intiger Shareholder means a holder of one or more shares in the capital of an entity in the Intiger Group.

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

Minority Shareholder means an Intiger Shareholder other than Mark Fisher and as listed in Section 5.2(c).

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 a holder of an Option.

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.

Section means a section of the Explanatory Statement.

Settlement means settlement of the Acquisition in accordance with the terms of the Acquisition Agreement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE SHARES

The terms and conditions of the Performance Shares are as follows:

Rights attaching to the Performance Shares

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of Star Striker Limited (ACN 098 238 585) (**Company**).
- (b) **(No voting rights)** A Performance Share does not entitle the holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (c) **(No dividend rights)** A Performance Share does not entitle the holder to any dividends.
- (d) **(No rights to return of capital)** A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (e) **(Rights on winding up)** A Performance Share does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (f) **(Not transferable)** A Performance Share is not transferable.
- (g) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into fully paid ordinary shares (**Shares**), the Company must within 10 Business Days apply for the official quotation on the ASX of the Shares arising from the conversion.
- (i) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Performance Share gives 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 Performance Shares

- (a) **(Conversion on achievement of milestone)** Subject to paragraph (c), a Performance Share in the relevant class will, upon achievement of the relevant milestone, convert into:
 - (i) Class A: one Class C Performance Share and one Share.
 - (ii) Class B: one Class D Performance Share and one Share.
 - (iii) Class C: one Share.
 - (iv) Class D: one Share.

- (b) **(Milestones)** Subject to paragraph (c), a Performance Share in the relevant class will convert upon achievement of:
- (i) Class A: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (ii) Class B: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,000 between the date of issue of the Performance Shares and 30 June 2019. **(Milestone)**.
 - (iii) Class C: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (iv) Class D: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
- (b) **(Conversion on change of control)** Subject to paragraph (c) and notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of either:
- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company of not less than 8.5 cents per Share with the Bidder having received acceptances for more than 50% of the Company's shares on issue and having declared the bid unconditional ; or
 - (ii) 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,

that number of Performance Shares that is equal to 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Shares then on issue as well as on a pro rata basis for each Holder. Performance Shares that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.

- (c) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Share under paragraph (a) or (b) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) **(General Prohibition)** then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
- (i) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.

- (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (c)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (d) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the required date, then each Performance Share in that class will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of non satisfaction of the Milestone.
- (e) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Share within 10 Business Days following the conversion.
- (f) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank pari passu in all respects with existing Shares.

SCHEDULE 2 – INCENTIVE OPTION PLAN TERMS AND CONDITIONS

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
- who is declared by the Board to be eligible to receive grants of Options under the Plan (**Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to
- (i) the Participant ceasing to be a Participant due to death or total and permanent disability; or
 - (ii) a Change of Control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

- (g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Option;
 - (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (eg due to death, total and permanent disability);
 - (iii) in respect of unvested Option only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Right (eg due to death, total and permanent disability) or allow the unvested Options to remain unvested after the relevant person ceases to be a Participant;
 - (iv) in respect of vested Options only, a relevant person ceases to be a Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be a Participant;
 - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option;
 - (vii) the expiry date of the Option; and
 - (viii) the 7 year anniversary of the date of grant of the Option.
- (h) **Not transferrable:** Options are only transferrable with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (k) **Share Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.
- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (m) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option granted under the Plan including giving any amendment retrospective effect.

Definitions: Capitalised terms used in the above summary are as defined in the Plan, including:

Change of Control means:

- a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

SCHEDULE 3 – PRO FORMA CAPITAL STRUCTURE

On completion of the Acquisition the capital structure of the Company is expected to be as set out below.

Shares

	Number
Shares on issue as at the date of this Notice	875,587,815
Proposed issue of Shares pursuant to Capital Raising ¹	174,030,549
Proposed issue of Shares pursuant to the Acquisition	Nil
Total Shares on issue after completion of the Acquisition	1,049,618,364

Options

	Number
Options on issue as at the date of this Notice: (Quoted exercisable at \$0.008 on or before 31 December 2017)	302,682,093
Proposed issue of Options to advisers ² (Unquoted exercisable at \$0.02 on or before 30 June 2020)	50,000,000
Proposed issue of Options to Proposed Directors, key management personnel and employees of the Intiger Group ³ (Unquoted exercisable at \$0.02 on or before 30 June 2020)	100,000,000
Proposed issue of Options under the Acquisition	Nil
Total Options on issue after completion of the Acquisition	452,682,093

Performance Shares

	Number
Performance Shares on issue as at the date of this Notice	NIL
Proposed issue of Performance Shares under the Acquisition ⁴	500,000,000
Total Performance Shares on issue after completion of the Acquisition	500,000,000

Notes:

1. In the event only the minimum amount is raised under the Capital Raising (\$2,480,610.98) only 124,030,549 Shares would be issued resulting in the total Shares on issue after completion of the Acquisition being 999,618,364.
2. The full terms and conditions are set out in Schedule 5.
3. To be issued pursuant to an employee incentive scheme. The full terms and conditions are set out in Schedule 6. The summary of the key terms of the employee incentive scheme are set out in Schedule 2.
4. To be issued equally across two classes. The full terms and conditions are set out in Schedule 1.

SCHEDULE 4 – PRO FORMA BALANCE SHEET

	Star Striker Consolidated Group						
	REVIEWED 31 Dec 2015	Impact of the Acquisition	Capital Raising (Min)	Capital Raising (Max)	Advisor Options	Pro Forma Post Acquisition (Min)	Pro Forma Post Acquisition (Max)
	\$	\$	\$	\$	\$	\$	\$
Current Assets							
Cash and cash equivalents	1,903,295	111,770	2,040,202	2,979,202	-	4,055,267	4,994,267
Trade and other receivables	25,396	31,902	-	-	-	57,298	57,298
Other	-	40,515	-	-	-	40,515	40,515
Total Current Assets	1,928,691	184,187	2,040,202	2,979,202	-	4,153,080	5,092,080
Non-Current Assets							
Available for Sale Assets	120,164	-	-	-	-	120,164	120,164
Property, Plant and Equipment	-	4,200	-	-	-	4,200	4,200
Goodwill	-	1,662,458	-	-	-	1,662,458	1,662,458
Total Non-current Assets	120,164	1,666,658	-	-	-	1,786,822	1,786,822
TOTAL ASSETS	2,048,855	1,850,845	2,040,202	2,979,202	-	5,939,902	6,878,902
Current Liabilities							
Trade and other payables	(116,773)	(237,541)	-	-	-	(354,314)	(354,314)
Total Current Liabilities	(116,773)	(237,541)	-	-	-	(354,314)	(354,314)
Non-Current Liabilities							
Borrowings	-	(902,563)	-	-	-	(902,563)	(902,563)
Total Non-current Liabilities	-	(902,563)	-	-	-	(902,563)	(902,563)
TOTAL LIABILITIES	(116,773)	(1,140,104)	-	-	-	(1,256,877)	(1,256,877)
NET ASSETS	1,932,082	710,741	2,040,202	2,979,202	-	4,683,025	5,622,025
Shareholders' Equity							
Contributed equity	36,149,682	-	2,172,325	3,129,625	-	38,322,007	39,279,307
Reserves	1,011,671	710,741	-	-	355,371	2,077,783	2,077,783
Accumulated losses	(35,229,271)	-	(132,123)	(150,423)	(355,371)	(35,716,765)	(35,735,065)
Total Shareholders' Equity	1,932,082	710,741	2,040,202	2,979,202	-	4,683,025	5,622,025

Notes:

The reviewed balance sheet as at 31 December 2015 and the unaudited pro-forma balance sheet as at 31 December 2015 shown above assume that the Acquisition has been completed and the Company has completed the Capital Raising (before capital raising costs) on both a minimum and maximum basis. The accounts have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. The pro-forma adjustments include assets acquired and liabilities assumed as reflected in the Company reviewed consolidated balance sheet as at 31 December 2015.

The Directors have considered the application of AASB 3 Business Combinations to the transaction and the associated impact this has on the presentation and measurement of this transaction.

For accounting purposes, pursuant to AASB3 'Business Combinations', this transaction constitutes an acquisition with the result that the Company was identified as the acquirer of Intiger Asset Management Pty Ltd and its associated entities (the "acquiree" and "legal parent"). From date of acquisition the consolidated financial statements reflect the consolidated liabilities and results of the operations of the Company and the Intiger Group subsequent to the acquisition.

SCHEDULE 5 – TERMS AND CONDITIONS OF ADVISER OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

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

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each 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 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 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 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 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 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 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

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

(m) **Transferability**

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

SCHEDULE 6 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

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

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each 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 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 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 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 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 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 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

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

(m) **Transferability**

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

(n) **Interaction with Incentive Option Plan**

These terms also incorporate the Rules of the Incentive Option Plan (**Rules**). In the event of any inconsistency between these terms and the Rules adopted by the Company as at the date of issue of the Options, the Rules shall prevail, unless such an inconsistency arises only as a result of a variation to the Rules made subsequent to the date of issue of the Options.

ANNEXURE A – INDEPENDENT EXPERT'S REPORT



Mann Judd Corporate (WA) Pty Ltd

ACN 008 878 555

Licensed Investment Adviser

Star Striker Limited

Independent Expert's Report

Opinion: Not fair, but reasonable



Mann Judd Corporate (WA) Pty Ltd

ACN 008 878 555

Licensed Investment Adviser

FINANCIAL SERVICES GUIDE

Dated 1 July 2015

1. HLB Mann Judd Corporate (WA) Pty Ltd

HLB Mann Judd Corporate (WA) Pty Ltd ABN 69 008 878 555 ("HLB Mann Judd Corporate" or "we" or "us" or "ours" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

2. Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as a financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our **Australian Financial Services Licence, Licence No. 250903**;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

3. Financial services we are licensed to provide

We hold an Australian Financial Services Licence which authorises us to provide financial product advice in relation to:

- securities;
- interests in managed investment schemes excluding investor directed portfolio services;
- superannuation; and
- debentures, stocks or bonds issued or proposed to be issued by a government.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

4. General financial product advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product and there is no statutory exemption relating to the matter, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

5. Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither HLB Mann Judd Corporate, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

6. Remuneration or other benefits received by us

HLB Mann Judd Corporate has no employees. All personnel who complete reports for HLB Mann Judd Corporate are partners of HLB Mann Judd (WA Partnership). None of those partners are eligible for bonuses directly in connection with any engagement for the provision of a report.

7. Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

8. Associations and relationships

HLB Mann Judd Corporate is wholly owned by HLB Mann Judd (WA Partnership). Also, our directors are partners in HLB Mann Judd (WA Partnership). Ultimately the partners of HLB Mann Judd (WA Partnership) own and control HLB Mann Judd Corporate.

From time to time HLB Mann Judd Corporate or HLB Mann Judd (WA Partnership) may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

9. Complaints resolution

9.1. Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. Complaints must be in writing, addressed to The Complaints Officer, HLB Mann Judd Corporate (WA) Pty Ltd, Level 4, 130 Stirling Street, Perth WA 6000.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within **7 days** and investigate the issues raised. As soon as practical, and not more than **one month** after receiving the written complaint, we will advise the complainant in writing of the determination.

9.2 Referral to external disputes resolution scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service Limited (“FOS”). FOS independently and impartially resolves disputes between consumers, including some small business, and participating financial services providers.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly via the details set out below.

Financial Ombudsman Service Limited
GPO Box 3
Melbourne VIC 3001
Toll free: 1300 78 08 08
Facsimile: (03) 9613 6399

10. Contact details

You may contact us using the details at the foot of page 1 of this FSG.



Mann Judd Corporate (WA) Pty Ltd
ACN 008 878 555

Licensed Investment Adviser

7 April 2016

The Directors
Star Striker Limited
Suite 9
330 Churchill Avenue
SUBIACO WA 6008

Dear Sirs

INDEPENDENT EXPERT'S REPORT

INTRODUCTION

On 21 January 2016 ("Announcement Date"), Star Striker Limited ("SRT" or the "Company") announced that it had executed a conditional binding Terms Sheet ("Agreement") with Intiger Asset Management Pty Ltd ("Intiger") to acquire all of the issued capital of Intiger and its associated entities ("Acquisition").

Under the terms of the Agreement, SRT will acquire a 100% interest in each of Intiger Asset Management Pty Ltd, Intiger Process Enhancement Pty Ltd, Intiger Asset Management Limited (a Hong Kong Company) and Lion 2 Business Process Inc. (a Philippines Company) as well as indirectly acquiring 100% of Integra Asset Management Australia Pty Ltd, a wholly owned subsidiary of Intiger (together the Intiger Group).

Under the terms of the Agreement, consideration will consist of the payment of \$50,000, the issue of 500,000,000 Performance Shares (split equally in 2 classes) and the issue of up to 100,000,000 options to key personnel of the Intiger Group and proposed directors of SRT that may result in certain of the Vendors potentially increasing their voting power above 20% of the issued capital of SRT. This will be achieved by the approval of Resolution 3 at a Meeting of shareholders of the Company proposed to be held on or about 11 May 2016 ("General Meeting"), namely the issue to Mark Fisher of 440,000,000 Performance Shares (split equally in 2 classes) and 15,000,000 options on the terms and conditions set out in the Explanatory Statement forming part of the Notice of Meeting ("the Proposed Transaction"). A summary of the key components of the Agreement are set out in Section 3 of this Report.

For the purposes of this Report we have defined the combined SRT and the Intiger Group after the Proposed Transaction as the "Proposed Merged Entity".

STRUCTURE OF REPORT

This Report has been divided into the following sections:

1. Summary and opinion
2. Purpose of the Report
3. Key components of the Heads of Agreement
4. Economic analysis
5. Overview of Intiger
6. Adopted basis of evaluation
7. Profile of SRT

8. Valuation of SRT prior to the Proposed Transaction
9. Valuation of SRT subsequent to the Proposed Transaction
10. Assessment of whether the Proposed Transaction is fair
11. Assessment of whether the Proposed Transaction is reasonable
12. Sources of information
13. Qualifications, Declarations and Consents

Appendices

1. SUMMARY AND OPINION

In order to assess whether the Proposed Transaction is fair and reasonable we have:

- assessed whether the Proposed Transaction is fair by comparing the value of a SRT share before the Proposed Transaction to the value of a share in SRT after the Proposed Transaction; and
- assessed whether the Proposed Transaction is reasonable if it is fair, or despite not being fair the advantages to SRT's shareholders outweigh the disadvantages.

Further details of the basis of evaluation are provided in Sections 10 and 11 of our Report.

1.1 Fairness

Set out in the table below is a comparison of our assessment of the fair market value of a SRT share prior to the Proposed Transaction on a control basis with the value of a SRT share subsequent to the Proposed Transaction on a minority basis.

	Report Reference	Low cents	Preferred cents	High cents
Value of a SRT share pre-transaction	8.3.1	1.26	1.95	2.38
Value of a SRT share post-transaction	9	0.98	1.51	1.90

As the preferred value of a SRT share on a pre-transaction basis is greater than the preferred value post transaction on a minority basis, it is our opinion that the Proposed Transaction is **not fair**.

1.2 Reasonableness

We have considered the analysis in Section 11 of this Report, in terms of both the advantages and disadvantages of the Proposed Transaction and the position of the non-associated shareholders of SRT if the Proposed Transaction was to proceed.

In our opinion the position of the non-associated shareholders of SRT if the Proposed Transaction was to proceed is more advantageous than if the Proposed Transaction was not approved by the shareholders.

1.3 Opinion

We are of the opinion that the Proposed Transaction is not fair but reasonable to the non-associated shareholders of SRT.

2. PURPOSE OF THE REPORT

2.1 General

The Directors of SRT have requested that HLB Mann Judd Corporate (WA) Pty Ltd ("HLB") provide an independent expert's report ("Report") advising whether, in our opinion, the Proposed Transaction is fair and reasonable to holders of the Company's ordinary shares whose votes are not to be regarded ("non-associated shareholders").

This Report has been prepared to assist shareholders in their decision whether to vote for or against the resolution giving effect to the Proposed Transaction. SRT is seeking the approval of its shareholders, under Item 7 of section 611 of the Corporations Act 2001, for the Proposed Transaction, as it involves the certain of the Vendors (specifically Mark Fisher) acquiring greater than 20% of the issued capital of SRT. At the date of this Report, Mark Fisher does not hold any shares in SRT. The potential issue of Performance Shares and Options to Mark Fisher pursuant to the Proposed Transaction could result in him acquiring a relevant interest in SRT greater than 20%.

2.2 Regulatory Guidance

This Report is to be included in the Notice of General Meeting and Explanatory Statement ("Notice of General Meeting") for the meeting to be held on or about 11 May 2016 to consider the resolution giving effect to the Proposed Transaction, for the purpose of assisting shareholders in their consideration of that resolution. This Report should not be used for any other purpose.

We have prepared this Report having regard to the relevant Australian Securities and Investments Commission ("ASIC") releases. ASIC Regulatory Guide 74 "*Acquisitions approved by members*" suggests that the obligation to supply shareholders with all information that is material to the decision on how to vote on the resolution giving effect to the Proposed Transaction can be satisfied by the directors of SRT, by either:

- (a) undertaking a detailed examination of the Proposed Transaction themselves, if they consider that they have sufficient expertise; or
- (b) by commissioning an independent expert's report.

The directors of SRT have commissioned this Report to satisfy this obligation.

In determining the fairness and reasonableness of the Proposed Transaction, we have had regard to ASIC Regulatory Guide 111 "*Content of expert reports*" ("RG 111"), which states that an opinion as to whether an offer is fair and/or reasonable shall entail a comparison between the offer price (in this case, the position of a non-associated shareholder of SRT subsequent to the Proposed Transaction) and the value that may be attributed to the securities under offer (in this case, the value of the SRT shares prior to the Proposed Transaction) (*fairness*) and an examination to determine whether there are sufficient reasons for security holders to accept the offer despite an offer not being fair (*reasonableness*).

The concept of *fairness* is taken to be the value of the offer price, or the consideration, being equal to or greater than the value of the securities in this offer (in this case, the value of the SRT shares). Furthermore, this comparison should be made assuming 100% ownership of the "target" (in this case, 100% of SRT) and irrespective of whether the consideration is scrip or cash.

RG 111 states that an offer is reasonable if it is fair. An offer may also be reasonable, if despite it not being fair, there are significant factors which in the expert's opinion shareholders should consider in accepting the offer.

RG 111 also suggests that where the Proposed Transaction is a control transaction the expert should focus on the substance of the control transaction, rather than the legal mechanism used to effect it. RG 111 suggests that where a transaction is a control transaction it should be analysed on a basis that is consistent with a takeover bid.

In our opinion, the Proposed Transaction is a control transaction as defined by RG 111 and we have therefore assessed the Proposed Transaction to consider whether, in our opinion, it is fair and reasonable to the non-associated shareholders of SRT.

We have also had regard to ASIC Regulatory Guide 112 *"Independence of experts"*.

2.3 Compliance with APES 225 Valuation Services

This Report has been prepared in accordance with the requirements of the professional standard APES 225 *Valuation Services* ("APES 225") as issued by the Accounting Professional & Ethical Standards Board.

In accordance with the requirements of APES 225, we advise that this assignment is a Valuation Engagement as defined by that standard as follows:

"an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time."

3. KEY COMPONENTS OF THE HEADS OF AGREEMENT

On 21 January 2016, SRT announced that it had entered into a conditional binding Terms Sheet ("Agreement") to acquire 100% of the issued capital of Intiger Asset Management Pty Ltd and its associated entities, (the Intiger Group).

Intiger is an unlisted private company and is the first combined Software Development House and Offshore Processing Platform dedicated to the Australian Financial Services Industry. Intiger's initial focus has been within the Financial Planning Sector. Intiger has created software to digitise and automate core components of the Financial Planning process including the production of Automated Statements of Advice. Additionally, Intiger operates two secure outsourcing facilities in India and the Philippines.

Under the terms of the Agreement, the current shareholders of the Intiger Group ("the Vendors") will be issued with Performance Shares. In addition, SRT has agreed to issue up to 150,000,000 options, of which 100,000,000 options are proposed to be issued to key personnel of the Intiger Group and proposed directors of SRT. These issues may result in certain of the Vendors (specifically Mark Fisher) potentially increasing his voting power above 20% of the issued capital of SRT (up to 44.4%)

In accordance with the Agreement, SRT will pay a deposit of \$50,000, issue 500,000,000 Performance Shares and up to 150,000,000 options. SRT has also agreed to provide an unsecured interest free loan facility of up to \$500,000.

The Proposed Transaction is subject to a number of conditions being satisfied as follows, certain of which were varied as announced on 24 February 2016:

- i) The minority shareholders (of the Intiger Group) agreeing to sell to SRT all shares they hold in the Intiger Group of companies free from encumbrances on or before 11 March 2016 or earlier;
- ii) Completion of financial, legal and technical due diligence by SRT on the Intiger Group's business and operations to the absolute satisfaction of SRT on or before 11 March 2016, unless otherwise mutually agreed by the parties in writing;
- iii) Completion of financial, legal and technical due diligence by Intiger on SRT's business and operations to the absolute satisfaction of the Intiger Group on or before 11 March 2016, unless otherwise mutually agreed by the parties in writing;
- iv) The purchaser (SRT) completing a capital raising of not less than \$2,480,611 and not more than \$3,480,611 through the issue of not less than 124,030,549 fully paid ordinary shares and not more than 174,030,549 ordinary fully paid shares in the capital of SRT at an issue price of \$0.02 each;
- v) SRT obtaining all necessary third party and shareholder approvals pursuant to the ASX listing Rules, the Corporations Act 2001 or any other law to allow SRT to lawfully complete the Agreement, including but not limited to, approval to reinstatement to official quotation on ASX conditions satisfactory to the parties acting reasonably.

At completion of the Proposed Transaction, existing SRT directors, Mr. Sonu Cheema and Miss Loren Jones will resign and two Intiger directors Mr. Mark Fisher and Mr. Patrick Canion will join the board. Mr. Cheema will remain as Company Secretary.

The Company will also change its name to Intiger Group Limited.

3.1 Terms and conditions of Performance Shares

Performance Shares issue as consideration for the Acquisition will convert to ordinary shares subject and additional classes of Performance shares on the achievement of the following milestones:

<i>Class</i>	<i>Total Number of securities to be issued to all Vendors</i>	<i>Converting into</i>	<i>Milestone</i>
Class A	250,000,000	250,000,000 ordinary shares and 250,000,00 Class C Performance Shares	The aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,00 between the date of issue of the Performance Shares and 30 June 2019
Class B	250,000,000	250,000,000 ordinary shares and 250,000,00 Class D Performance Shares	The aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,00 between the date of issue of the Performance Shares and 30 June 2019

Class C	250,000,000 (on conversion of Class A Performance Shares)	250,000,000 ordinary shares	The aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,00 between the date of issue of the Performance Shares and 30 June 2019
Class D	250,000,000 (on conversion of Class B Performance Shares)	250,000,000 ordinary shares	The aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,00 between the date of issue of the Performance Shares and 30 June 2019

4. ECONOMIC ANALYSIS

At its meeting on 5 April 2016, the Reserve Bank of Australia Board ("Board") decided to leave the cash rate unchanged at 2.0 per cent. In support of this decision, the Board provided the following commentary:

Recent information suggests that the global economy is continuing to grow, though at a slightly lower pace than earlier expected. While several advanced economies have recorded improved growth over the past year, conditions have become more difficult for a number of emerging market economies. China's growth rate has continued to moderate.

Commodity prices have generally increased a little recently, but this follows very substantial declines over the past couple of years. Australia's terms of trade remain much lower than they had been in recent years.

Sentiment in financial markets has improved recently after a period of heightened volatility. However, uncertainty about the global economic outlook and policy settings among the major jurisdictions continues. Funding costs for high-quality borrowers remain very low and, globally, monetary policy remains remarkably accommodative.

In Australia, the available information suggests that the economy is continuing to rebalance following the mining investment boom. Consistent with developments in the labour market, overall GDP growth picked up over 2015, despite the contraction in mining investment. The pace of lending to businesses has also picked up.

Inflation is quite low. Recent information has confirmed that growth in labour costs remains quite subdued. Given this, and with inflation also restrained elsewhere in the world, inflation in Australia is likely to remain low over the next year or two.

Given these conditions, it is appropriate for monetary policy to be accommodative. Low interest rates are supporting demand, while supervisory measures are working to emphasise prudent lending standards and so to contain risks in the housing market. Credit growth to households continues at a moderate pace, albeit with a changed composition between investors and owner-occupiers. The pace of growth in dwelling prices has moderated in Melbourne and Sydney and has remained mostly subdued in other cities.

The Australian dollar has appreciated somewhat recently. In part, this reflects some increase in commodity prices, but monetary developments elsewhere in the world have also played a role.

Under present circumstances, an appreciating exchange rate could complicate the adjustment under way in the economy.

At today's meeting, the Board judged that there were reasonable prospects for continued growth in the economy, with inflation close to target. The Board therefore decided that the current setting of monetary policy remained appropriate.

Over the period ahead, new information should allow the Board to assess the outlook for inflation and whether the improvement in labour market conditions evident last year is continuing. Continued low inflation would provide scope for easier policy, should that be appropriate to lend support to demand.

Source: www.rba.gov.au Statement by Glenn Stevens, Governor: Monetary Policy Decision 5 April 2016

5. OVERVIEW OF INTIGER

The following is a general overview of the Intiger Group and its operations:

Intiger is the first combined Software Development House and Offshore Processing Platform dedicated to the \$182bn Australian Financial Services industry. Intiger's initial focus has been within the Financial Planning sector, which consists of approximately 18,000 Financial Planning Practices in Australia and has experienced an annualised growth rate of 2.5% over the last 5 years. Intiger has successfully created the first software to digitise & automate core components of the Financial Planning process including the production of automated Statements of Advice. The production of a Statement of Advice by conventional industry methodologies is costly, time consuming & has a high risk of human processing error.

In addition, Intiger has secured first mover advantage providing Offshore Processing Solutions exclusively to the Financial Planning sector. Intiger operates two secure outsourcing facilities in India and the Philippines employing over 53 Australian trained staff. Both operations are overseen and managed by RG146 Certified Paraplanners and experienced Australian Financial Planning professionals.

Intiger and 'The Deming Suite'

After three years of industry consultation, global research, software development and a successful national soft rollout, Intiger formally announced the release of 'The Deming Suite' solution to the Australian Financial Services industry in 2015.

The Deming Suite consists of two cloud based software platforms and the industry's first cross licensee Offshore Processing facility based in Manila and India.

Software 1 (LiLLY)

'LiLLY' is industry first proprietary software that seeks to simultaneously digitise and automate each core process within the Financial Planning lifecycle.

Digitisation:

LiLLY's digitisation eliminates nearly all manual paper based processing to fundamentally improve back office operational efficiency whilst simultaneously reducing the cost per unit of financial advice. It also delivers the process standardisation the industry and their governing body seeks and resolves the significant data

protection, accuracy and integrity risks long associated with the industries current antiquated manual and paper based approach.

LiLLY's standardisation improves per practice efficiency facilitating each firm's capacity for rapid, controlled, compliant and scalable growth under expanding margins.

Automation:

Leveraging industry first proprietary algorithms, LiLLY delivers a potential industry first personalised automated Statement of Advice.

LiLLY is not Robo-Advice

LiLLY's founders have first-hand commercial experience in the growth of the Robo-Advice market across the USA & Europe. LiLLY has been crafted to specifically address the limitations of the Robo-Advice model i.e. 'bucket based', one size fits all standardised advice, devoid of personalisation and the elimination of the high value client/advisor relationship from the financial advice process.

LiLLY retains the low cost, automated, on demand advantages of Robo-Advice but simultaneously delivers an exceptional, unlimited level of personalisation. Where Robo-Advice devalues/seeks to eliminate the relationship between the client and advisor, LiLLY takes the opposite approach. LiLLY embraces the role of the advisor, recognising the unique value add (especially in respect of high net worth clients) and works for them to eliminate all low/no value add tasks from their role, inclusive of automating the costly, time consuming production of Statements of Advice. Intiger believes that its partnership approach will significantly enhance the potential for rapid, near-term customer adoption of its solution as it provides substantial savings for advisors and superannuates.

Software 2 (KLIP)

'KLIP' arguably represents the most significant advancement in the management of Financial Planning practices by CEOs or Licensees the industry has seen since deregulation. A world class, cloud based Business Process Management Platform that delivers unique, real time statistical/data based control over the performance of a single or group of practices, inclusive of each individual process and the human resource within them.

Source:SRT ASX announcement 21 January 2016

6. ADOPTED BASIS OF EVALUATION

6.1 Fairness

We have assessed whether the Proposed Transaction is fair by comparing our assessment of the fair market value of a SRT share on a control basis prior to incorporating the effects of the Proposed Transaction with our assessment of the fair market value of a SRT share on a minority basis subsequent to incorporating the effects of the Proposed Transaction.

The SRT shares have been valued at fair market value, which we have defined as the amount at which the shares would be expected to change hands between a knowledgeable willing buyer and a knowledgeable willing seller, neither of whom is

under any compulsion to buy or sell. Special purchasers may be willing to pay higher prices to gain control, to reduce or eliminate competition, to secure a source of material supply or sales, or to achieve cost savings or other synergies arising on business combinations, which could only be enjoyed by the special purchaser. As the Proposed Transaction is a control transaction (as defined in RG 111), we have considered this factor in forming our opinion.

6.2 Reasonableness

We have assessed the reasonableness of the Proposed Transaction by considering other advantages and disadvantages of the Proposed Transaction to the non-associated shareholders of SRT.

6.3 Individual circumstances

We have evaluated the Proposed Transaction for SRT shareholders as a whole. We have not considered the effect of the Proposed Transaction on the particular circumstances of individual shareholders. Due to their particular circumstances, individual shareholders may place a different emphasis on various aspects of the Proposed Transaction from those adopted in this Report. Accordingly, individual shareholders may reach different conclusions to ours on whether the Proposed Transaction is fair and reasonable. If in doubt, shareholders should consult an independent adviser.

6.4 Limitations and Reliance on Information

HLB's opinion is based on economic, share market, business trading and other conditions and expectations prevailing at the date of this Report. These conditions can change significantly over relatively short periods of time. If these conditions did change materially the valuations and opinions could be different in these changed circumstances.

This Report is also based upon financial information and other information provided by SRT. HLB has considered and relied upon this information. HLB has no reason to believe that any material facts have been withheld. The information provided to HLB has been evaluated through analysis, enquiry and review for the purposes of forming an opinion as to whether the Proposed Transaction is fair and reasonable. However, in preparing reports such as this, time is limited and HLB does not warrant that its enquiries have identified or verified all of the matters that an audit, extensive examination or "due diligence" investigation might disclose. In any event, an opinion as to fairness and reasonableness is more in the nature of an overall review rather than a detailed audit or investigation.

An important part of the information used in forming an opinion of the kind expressed in this Report is comprised of the opinions and judgment of management. This type of information was also evaluated through analysis, enquiry and review to the extent practical. However, such information is often not capable of external verification or valuation.

Preparation of this Report does not imply that HLB has audited in any way the records of SRT for the purposes of this Report. It is understood that the accounting information that was provided was prepared in accordance with generally accepted accounting principles and in a manner consistent with the method of accounting in previous years except as otherwise noted.

The information provided to HLB included historical financial information for SRT. SRT is responsible for this information. HLB has used and relied on this information for the purpose of analysis.

7. PROFILE OF SRT

7.1 Company History

SRT was established as an explorer for base metals with projects in Australia and Malawi.

During the year ended 30 June 2015, the Company's main focus was building its cash position and strengthening its balance sheet and, in this process, increasing its shareholder base as new shareholders came in to support the future growth of the business. The company pursued new opportunities within the information technology and confectionery industries with a renewed focus on disciplined, restrained and effective cost cutting measures pending identification of a suitable transaction.

Source: Review of Operations in the Company's 2015 Annual Report

7.2 Assets

The Company's assets comprise predominantly of Cash and Available for Sale Assets. Extracts of the Company's audited financial report for the years ended 30 June 2014 and 30 June 2015 are shown at Sections 7.7 and 7.8 of this Report.

7.3 Legal Structure

SRT is a public company incorporated and domiciled in Australia. SRT has the following subsidiaries:

Name of subsidiary	Country of incorporation	Principal Activity	% interest held by SRT
Orion Exploration Pty Ltd	Australia	Dormant	100
Eastbourne Exploration Pty Ltd	Australia	Dormant	100

7.4 Management and Personnel

The Company's current directors are:

Mathew Walker	Non-Executive Chairman
Sonu Cheema	Non-Executive Director and Company Secretary
Loren Jones	Non-Executive Director

7.5 Capital Structure and Shareholders

At the date of this Report, SRT had the following listed securities on issue:

Shares:	Number
Fully paid ordinary shares	875,587,815

Options:

Expiry date	Exercise Price	Number
31 December 2017	\$0.008	<u>302,682,093</u>
At the date of this Report, no shares are held in escrow.		

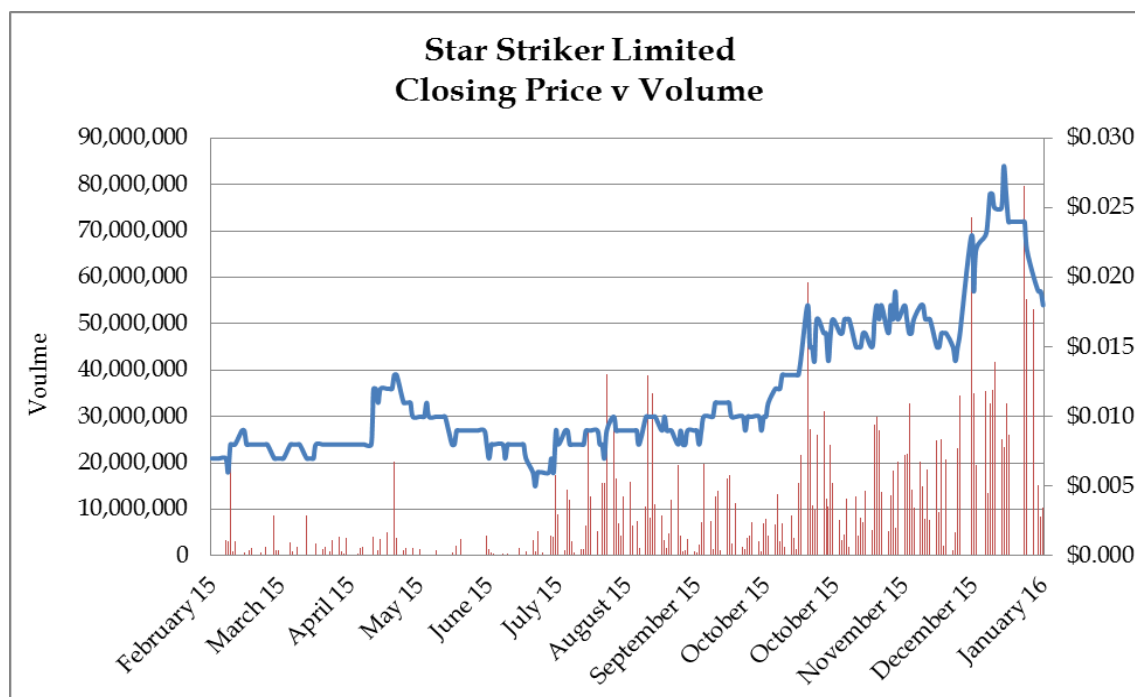
Top 20 shareholders

The top 20 shareholders as at 15 March 2016 are set out below.

Shareholder	Number of Shares	% of total shares on issue
WALKER MATHEW DONALD	100,000,000	11.67%
CITICORP NOM PL	23,744,390	2.77%
ECOMETRIX PL	16,211,838	1.89%
MALCORA PL	12,000,000	1.40%
CHIN SUSAN	10,000,000	1.17%
COMSEC NOM PL	8,995,288	1.05%
HALL LUKE ANDREW	8,500,000	0.99%
SHIELDS MICHAEL	7,640,817	0.89%
GAPES DANIEL WILLIAM	7,500,000	0.88%
M S SUPER PL	7,132,695	0.83%
KUBA JOHN FRANCIS	7,000,000	0.82%
CONSTANTINO C A	6,955,273	0.81%
THUNDELARRA LTD	5,000,000	0.58%
BAGIARTAKIS KONSTANTINOS	4,600,000	0.54%
POLLACK ANDREW + LYNDALL	4,500,000	0.53%
ROSS DUNCAN MCKENZIE	4,467,237	0.52%
COST SIMIDA	4,000,000	0.47%
MALLOS ATHAN	4,000,000	0.47%
ATKINSON JASON PAUL	4,000,000	0.47%
YOUNG PATRICK T + M R	4,000,000	0.47%
Total top 20	<u>250,247,538</u>	<u>29.22%</u>

7.6 Share Price Performance

SRT's share price movements in the 12 months to 31 January 2016, together with volumes traded are presented in the graph below:



The SRT closing share price has steadily increased since July 2015 before increasing sharply in late December 2015, which corresponded to the announcement of the potential of a transaction with a third party.

The following key announcements were made by the Company to the market during the above period up to and including the announcement of the Proposed Transaction with Intiger:

Date	Announcement	Closing share price after announcement \$ (movement)	Closing share price three days after announcement \$ (movement)
21/01/16	Reinstatement to Official Quotation	0.024 -	0.019 -21%
21/01/16	Star Striker to acquire leading Fintech provider Intiger	0.024 -	0.019 -21%
19/01/16	Suspension	0.024 -	0.022 -8%
15/01/16	Trading Halt	0.024 -	0.024 -
24/12/15	Potential Transaction with a Third Party	0.016 6.7%	0.022 38%
29/10/15	Share Placement to raise up to \$812,427	0.016 14.3%	0.016 -
26/10/15	Quarterly Activities Report and Appendix 5B September 15	0.016 -5.9%	0.016 -
19/10/15	Response to ASX Query - Price and Volume Query	0.018 28.6%	0.014 -22%
01/10/15	Share Placement to raise up to \$780,000	0.010 -	0.012 20%
28/07/15	Quarterly Activities Report and Appendix 5B June 2015	0.009 -10.0%	0.009 -
24/07/15	Share Placement to raise up to \$298,667	0.009 28.6%	0.009 -
30/06/15	Update on proposed investment in Sugar Dragon Ltd	0.007 16.7%	0.008 14%

22/05/15	Candy Crush Confectionery Sales gain solid momentum	0.009	-	0.009	-
20/05/15	Update - Sugar Dragon Acquisition	0.009	12.5%	0.009	-
23/04/15	Acquisition of Interest in Sugar Dragon Ltd	0.013	8.3%	0.011	-15%
21/04/15	Trading Halt	0.012	-	0.013	8%
16/04/15	Quarterly Activities Report and Appendix 5B March 2015	0.011	-8.3%	0.012	9%
11/02/15	Share Placement to raise up to \$636,000	0.008	33.3%	0.009	13%
09/02/15	Termination of Agreement to Acquire Cloud Services Provider	0.007	-	0.008	14%

Source: ASX company announcements

7.7 Financial Performance

Extracts of the Company's audited financial results for the years ended 30 June 2014 and 30 June 2015 are set out below:

	Audited Year to 30 June 2015	Audited Year to 30 June 2014
	\$	\$
Other revenue	4,849	21,662
Impairment write down	(596,196)	(263,446)
Depreciation expense	-	(469)
Other expenses	(569,105)	(372,094)
Loss before income tax	(1,160,452)	(614,347)
Income tax benefit	-	-
(Loss)/Profit for the period	(1,160,452)	(614,347)

7.8 Financial Position

Extracts of the Company's audited financial position as at 30 June 2014 and 30 June 2015 are set out below:

	Audited 30 June 2015	Audited 30 June 2014
	\$	\$
Current Assets		
Cash and cash equivalents	322,138	460,485
Trade and other receivables	20,071	13,240
Other current assets	4,539	7,454
Total Current Assets	346,748	481,179
Non Current Assets		
Available for sale assets	120,164	-
Total Non Current Assets	120,164	-
Total Assets	466,912	481,179
Liabilities		
Current Liabilities		
Trade and other payables	124,228	525,228
Borrowings	-	50,000
Total Current Liabilities	124,228	575,228
Total Liabilities	124,228	575,228
Net Assets	342,684	(94,049)

7.9 Tax Losses

At 30 June 2015, the Company had a net unrecognised deferred tax asset. This asset is not included in the statement of financial position in Section 7.8 of this Report as there is no certainty that these losses will be available to the Proposed Merged Entity post transaction and there is not currently taxable income to utilise these losses.

8. VALUATION OF SRT PRIOR TO THE PROPOSED TRANSACTION

8.1 Valuation Summary

HLB has assessed (at Section 8.3) the fair market value of SRT to be 1.95 cents per share. This is based on our assessment of the fair market value on a control basis prior to incorporating the effects of the Proposed Transaction.

For the purpose of our opinion, fair market value is defined as the amount at which the shares would change hands between a knowledgeable willing buyer and a knowledgeable willing seller, neither being under a compulsion to buy or sell. We have considered the aspect of a premium for control in forming our opinion.

In determining this amount, we assessed the fair market value of SRT after considering the various valuation methods, which are discussed in further detail at Section 8.2 of this Report.

8.2 Valuation Methodology

Methodologies commonly used for valuing assets and businesses are as follows:

8.2.1 Capitalisation of future maintainable earnings ("FME")

This method places a value on a business by estimating the likely future maintainable earnings, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax ("EBIT") or earnings before interest, tax, depreciation and amortisation ("EBITDA"). The capitalisation rate or "earnings multiple" is adjusted to reflect which base is being used for FME.

This method is not appropriate for use as SRT does a history of earnings.

8.2.2 Discounted future cash flows ("DCF")

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present values at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

The DCF methodology is not considered appropriate to use in the valuation of SRT as the Company does not have reliable cash flow forecast information.

8.2.3 Net asset value

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The *orderly realisation of assets method* estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The *liquidation method* is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Where wind up or liquidation of the entity is not being contemplated, these methods in their strictest form are generally not appropriate. The *net assets on a going concern method* estimates the market values of the net assets of an entity but does not take into account any realisation costs.

The *net assets on a going concern method* is usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall net assets on a going concern basis.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when entities are not profitable, a significant proportion of the entity's assets are liquid or for asset holding companies.

8.2.4 Quoted Market Price Basis

Another valuation approach that can be used in conjunction with (or as a replacement for) any of the above methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a "deep" market in that security.

8.2.5 Methodology Adopted

We consider that the most appropriate methods for the valuation of SRT shares are the net assets on a going concern method and the quoted market price basis.

8.3 Valuation

8.3.1 Net assets on a going concern method of valuation of SRT (prior to incorporating the effects of the Proposed Transaction)

Our valuation of SRT on a going concern method of valuation is set out in our valuation calculations below. We have considered the valuation of SRT prior to incorporating the effects of the Proposed Transaction:

We have made the following adjustments to the net assets of SRT as at 31 December 2015 in determining our valuation. These adjustments relate to matters which have effect prior to the effects of the Proposed Transaction.

1. The cash balances have been adjusted for the exercise of 62,587,815 options at \$0.004 since 1 January 2016;
2. The investment in Sugar Dragon Limited has been revalued based on the likely outcome of capital raising currently being undertaken by Sugar Dragon Limited. The low value reflects the current impaired value of the investment as noted in the 30 June 2015 audited accounts and the high value assumes a successful capital raising and listing price of \$0.20. The preferred value noted is the cost of the initial investment.
3. The number of shares has been increased as a result of the exercise of options noted at point 1 above.

Statement of Financial Position	Note	Reviewed 31 December 2015 \$	Exercise of Options \$	Proforma \$	Valuation Low \$	Valuation Preferred \$	Valuation High \$
Current Assets							
Cash and cash equivalents	1	1,903,295	250,351	2,153,646	2,153,646	2,153,616	2,153,616
Other receivables		25,103	-	25,103	25,103	25,103	25,103
Total Current Assets		1,928,398	250,351	2,178,749	2,178,749	2,178,749	2,178,749
Non Current Assets							
Available for Sale assets	2	120,164	-	120,164	120,164	500,000	1,538,462
Total Non Current Assets		120,164	-	120,164	120,164	500,000	1,538,462
Total Assets		2,048,562	250,351	2,298,913	2,298,913	2,678,749	3,717,211
Liabilities							
Current Liabilities							
Trade and other payables		113,554	-	113,554	113,554	113,554	113,554
Total Current Liabilities		113,554	-	113,554	113,554	113,554	113,554
Non-Current Liabilities							
Trade and other payables		-	-	-	-	-	-
Total Non-Current Liabilities		-	-	-	-	-	-
Total Liabilities		113,554	-	113,554	113,554	113,554	113,554
Net Assets		1,935,008	250,351	2,185,359	2,185,359	2,565,195	3,603,657
		Number		Number	Number	Number	Number
Shares on issue	3	813,000,000	59,447,385	875,587,815	875,587,815	875,587,815	875,587,815
Value per share (cents)		0.24	0.40	0.25	0.25	0.29	0.41

8.3.2 Quoted Market Price Basis - Shares

To provide a comparison to our assessed valuation of SRT in Section 8.3.1, we have also assessed the value of SRT on the quoted market price basis.

The quoted market value of a company's shares is reflective of its value on a minority interest basis. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

RG 111.25 suggests that when considering the value of a company's shares for the purposes of approval under Item 7 of section 611 of the Corporations Act 2001, the expert should consider a premium for control. An acquirer could be expected to pay a premium for control due to the advantages they will receive should they obtain control of another company. These advantages include the following:

- control over policy, decision making and strategic direction;
- access to cash flows;
- control over dividend policies; and
- potentially, access to tax losses.

Whilst the Vendors (collectively or individually) will not be obtaining 100% of SRT, RG 111 states that the expert should calculate the value of a "target's" (ie SRT) shares as if 100% control was being obtained. RG 111.3 states that the expert can then consider an acquirer's practical level of control when considering reasonableness. We have considered reasonableness in Section 11 of this Report.

Our valuation calculation has been prepared in two parts. First, we have calculated the quoted market price on a minority interest basis. Secondly, we have added a premium for control to the minority interest value to arrive at a quoted market price value that includes a premium for control.

Minority interest value

A chart of the share price movement of SRT over the 12 month period prior to the date of the preparation of this Report is included in Section 7.6 of this Report.

To provide further analysis of the market prices for a SRT share, we have also calculated the volume weighted average market price for 10, 30, 60 and 90 day periods of recent trading prior to the announcement a potential transaction on 24 December 2015, as follows:

	24 December 2015 cents	10 Days cents	30 Days cents	60 Days cents	90 Days cents
Closing price	1.6				
Volume weighted average		1.56	1.67	1.62	1.50

For the quoted market price basis to be reliable there needs to be an adequately liquid and active market for the securities. We consider the following characteristics to be representative of a liquid and active or "deep" market:

- Regular trading in a company's securities;
- At least 50% of a company's securities are traded on an annual basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant and unexplained movements in the company's share price.

A company's shares should meet all of the above criteria to be considered as trading in a "deep" market, however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares determined on this basis cannot be considered relevant.

An analysis of the volume of trading in SRT shares for the six months to the date of the announcement (21 January 2015) is set out below:

	Low cents	High cents	Cumulative Volume Traded No	As a % of issued capital as at 24 December 2015
10 days	1.4	1.7	153,953,916	18.9%
30 days	1.4	1.9	498,341,954	61.3%
60 days	1.1	1.9	874,965,640	107.6%
90 days	0.8	1.9	1,075,603,028	132.3%
180 days	0.5	1.9	1,555,625,286	191.3%

This table indicates that the Company's shares display a reasonable level of liquidity, with 191.3% of the Company's issued capital at 24 December 2015 being traded in the 6 month period to 24 December and 132.3% over the last 3 months. We consider the level of trading in the Company's shares to be sufficiently adequate and therefore meet the criteria in order for the trading in the Company's shares to be considered as "deep".

We also note that the most recent capital raising by the Company was undertaken at 1.25 cents per share in November 2015.

In our opinion a range of values for SRT shares based on market pricing, after disregarding post-announcement pricing, is between 1.1 cents and 1.9 cents per share, with a preferred pricing of 1.62 cents.

Control Premium

Share prices from share market trading do not reflect the market value for control of a company as they are in respect of minority interest holdings. Traditionally, the premiums required to obtain control of companies range between 15% and 25% of the minority interest values.

Quoted market price including control premium

Applying these control premiums to SRT's quoted market share price results in the following quoted market price values including a premium for control:

	Low cents	Preferred cents	High cents
Quoted market price value	1.1	1.62	1.9
Control premium	15%	20%	25%
Quoted market price value inclusive of a control premium	1.26	1.95	2.38

Therefore, our valuation of a SRT share based on the quoted market price method and including a premium for control is between 1.26 cents and 2.38 cents with a preferred value of 1.95 cents.

8.4 Assessment on the Fair Market Value of a SRT Share

The results of the net asset and quoted market price valuations performed are summarised in the table below:

	Low cents	Preferred cents	High cents
Net assets (Section 8.3.1)	0.24	0.29	0.41
Quoted market price (Section 8.3.2)	1.26	1.95	2.38

As it is our opinion that the trading in SRT shares displays a reasonable level of liquidity, we believe the most appropriate method of valuation of SRT shares in accordance with RG 111 is the Quoted market price method.

It is noted that the Company has traded above its Net Tangible Asset backing over the past 12 months.

Based on the results above we consider the value of a SRT share to be 1.95 cents per share.

9. VALUATION OF SRT SUBSEQUENT TO THE PROPOSED TRANSACTION

This section sets out our view on an appropriate value to adopt having regard to the market based valuation methodology. As outlined in Section 8.3.2, SRT shares exhibit a reasonable level of liquidity, with 191.3% of the Company's issued capital at 24 December 2015 being traded in the 6 month period to 24 December and 132.3% over the last 3 months.

Following is our assessment of the fair market value of a SRT share on a minority basis subsequent to incorporating the effects of the Proposed Transaction.

	Report Reference	Valuation Low	Valuation Preferred	Valuation High
Assessed market value of a SRT share	8.3	1.26 cents	1.95 cents	2.38 cents
Shares on issue – pre-transaction		875,587,815	875,587,815	875,587,815
Indicative Value of SRT - pre- transaction, based on Market values		11,032,406	17,073,962	20,838,990
Add: assessed value of the net liabilities to be acquired under the Proposed Transaction (Note 1)		(901,718)	(901,718)	(901,718)

	Report Reference	Valuation Low	Valuation Preferred	Valuation High
Add: capital raising (net of costs) as a condition precedent to the Acquisition (Note2)		2,040,202	2,979,202	2,979,202
Adjusted Value (\$)		12,170,890	19,151,446	22,916,474
Shares on issue – pre-transaction		875,587,815	875,587,815	875,587,815
Add: Issue of shares under the Proposed Transaction and associated capital raising (Note 2)		124,030,549	174,030,549	174,030,549
Total shares on issue (Number)		999,618,364	1,049,618,364	1,049,618,364
Value per share (cents)		1.22	1.82	2.18
Minority interest discount (Note 3)		20%	17%	13%
Value post transaction (cents)		0.98	1.51	1.90

1. The following net liabilities have been extracted from the unaudited management accounts of the Intiger Group as at 31 December 2015.

Under the proposed transaction, SRT would acquire 100% of the capital of each entity within the Intiger Group. Given the early development stage of the Group's processes and software assets, it is difficult to have reasonable grounds to attribute a value to the processes and software assets. For this reason, we have used the book value of the net liabilities of the Intiger Group as the most reasonable basis to value the Group.

	\$
Current Assets	
Cash and cash equivalents	161,770
Other receivables	31,902
Other current assets	40,515
Total Current Assets	<u>234,187</u>
Non Current Assets	
Property, plant and equipment	4,200
Total Non Current Assets	<u>4,200</u>
Total Assets	<u>238,387</u>
Liabilities	
Current Liabilities	
Trade and other payables	(237,542)
Total Current Liabilities	<u>(236,970)</u>
Non Current Liabilities	
Borrowings	(902,563)
Total Non Current Liabilities	<u>(902,563)</u>
Total Liabilities	<u>(902,563)</u>
Net Liabilities	<u>(901,718)</u>

2. Under the terms of the Agreement, SRT is required to complete a minimum capital raising of \$2,480,611 (less expected costs of \$404,409) through the issue of 124,030,549 ordinary shares at an issue price of \$0.02 each. SRT is in the process of finalising a prospectus to raise up to \$3,480,611 (less expected costs of \$501,409) through the issue of 174,030,549 ordinary shares at an issue price of \$0.02 each. Both the High and Preferred valuations take into account this expected raising ;

3. The above net value per share of a SRT share has been determined on a controlling interest basis. If the Proposed Transaction is approved, certain of the Vendors (Mark Fisher) have the potential to gain control of the Company and conversely the non-associated shareholders would potentially become minority interest shareholders, if the performance shares are exercised. It is also noted that there will be a change in Directors following the Acquisition.

We have therefore adjusted our valuation of a SRT share to reflect a minority interest holding. As noted in Section 8.3.2 of this Report, we assessed an appropriate premium for control to range from 15% to 25%. We have therefore assessed a range for an appropriate minority interest discount (which is the inverse of a premium for control) of 13% to 20%.

	Valuation Low	Valuation Preferred	Valuation High
Net assets per share (cents)	1.22	1.82	2.18
Minority interest discount	20%	17%	13%
Value post transaction (cents)	0.98	1.51	1.90

4. We have not undertaken an analysis of the Performance Shares as these are contingent on future events for which no reasonable basis as to the likelihood of them converting is present. We note that should they convert there is likely to be an increase in the value of the company which will benefit all shareholders. Full details of the terms and conditions of the Performance Shares are set out in the Notice of General Meeting and accompanying Explanatory Statement.

10. ASSESSMENT OF WHETHER THE PROPOSED TRANSACTION IS FAIR

RG 111 defines an offer as being fair if the value of the offer price is equal to or greater than the value of the securities being the subject of the offer.

Set out in the table below is a comparison of our assessment of the fair market value of a SRT share prior to the Proposed Transaction on a control basis with the value of a SRT share subsequent to the Proposed Transaction on a minority basis.

	Report Reference	Low cents	Preferred cents	High cents
Value of a SRT share pre-transaction	8.3	1.26	1.95	2.38
Value of a SRT share post-transaction:	9	0.98	1.51	1.90

As the preferred value of a SRT share on a pre-transaction basis is greater than the preferred value post transaction on a minority basis, it is our opinion that the Proposed Transaction is **not fair**.

11. ASSESSMENT OF WHETHER THE PROPOSED TRANSACTION IS REASONABLE

Advantages

The following are considered to be the significant advantages for the Proposed Transaction:

- the Acquisition of the Intiger Group will enable the Company to tap into the established nature of the Intiger business;
- the Agreement requires the Company to complete a capital raising at \$0.02 per Share to raise not less than \$2,4480,611 which will provide the Company with significant funds for development of the Intiger Group business;
- the potential increase in market capitalisation of the Company following Settlement and the associated Capital Raising may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity which are not currently present;
- the appointment of Mr Mark Fisher provides the Company with extensive experience and a proven track record within the financial services technology sector; and
- the consideration for the Acquisition is comprised of Performance Shares, thereby conserving the Company's existing cash reserves, and dilution of existing Shareholders interests will not occur unless the milestones for the Performance Shares are met. Should the milestone be met there is likely to be an increase in the value of the company which will benefit all shareholders.

Disadvantages

The following are considered to be the significant disadvantages for the proposed transaction:

- The transaction is not considered to be fair;
- the Company will be changing the nature and scale of its activities to primarily be a financial technology company, which may not be consistent with the objectives of all Shareholders and will expose the Company to additional risk factors;
- The Acquisition will result in a possible change of control of the Company; and
- the Acquisition will result in the Capital Raising, the issue of Consideration Securities, the issue of Adviser Options and the issue of Incentive Options, all of which will have a dilutionary effect on the holdings of Shareholders (assuming conversion or exercise of the Consideration Securities, Adviser Options and Incentive Options).

We have considered the above factors. We note that the assessed fair market value of a SRT share post the Proposed Transaction is lower than the assessed current fair market value.

However, we consider that, on balance the position of the non-associated shareholders of SRT if the Proposed Transaction was to proceed is more advantageous than if the Proposed Transaction was not approved by the shareholders.

Accordingly, we are of the opinion that the Proposed Transaction is **reasonable** to the non-associated shareholders of SRT.

12. SOURCES OF INFORMATION

In preparing this report we have had access to the following principal sources of information:

- Draft Notice of General Meeting and Explanatory Statement concerning the Proposed Transaction;
- SRT's Annual audited financial report for the years for the years ended 30 June 2014 and 30 June 2015;
- Discussions with officers of SRT;
- Management accounts for the Intiger Group for the period ended 31 December 2015;
- Management accounts for SRT for the period ended 31 December 2015;
- Publicly available information;
- Share registry information;
- ASX Announcements (including those concerning the Proposed Transaction);

13. QUALIFICATIONS, DECLARATIONS AND CONSENTS

HLB, which is a wholly owned entity of HLB Mann Judd Chartered Accountants, is a Licensed Investment Adviser and holder of an Australian Financial Services Licence under the Act and its authorised representatives are qualified to provide this Report. The authorised representative of HLB responsible for this Report has not provided financial advice to SRT.

The author of this Report is Norman Neill. He is a member of Chartered Accountants Australia and New Zealand, holds a Bachelor of Business, and has considerable experience in the preparation of independent expert reports and valuations of business entities in a wide range of industry sectors.

Prior to accepting this engagement, HLB considered its independence with respect to SRT with reference to ASIC Regulatory Guide 112 and APES 225. In HLB's opinion, it is independent of SRT.

This Report has been prepared specifically for the shareholders of SRT. It is not intended that this Report be used for any other purpose other than to accompany the Notice of Meeting to be sent to the SRT shareholders. In particular, it is not intended that this Report should be used for any purpose other than as an expression of the opinion as to whether or not the Proposed Transaction is fair and reasonable to the non-associated shareholders of SRT. HLB disclaims any assumption of responsibility for any reliance on this Report to any person other than those for whom it was intended, or for any purpose other than that for which it was prepared.

The statements and opinions given in this Report are given in good faith and in the belief that such statements and opinions are not false or misleading. In the preparation of this Report, HLB has relied on and considered information believed, after due inquiry, to be reliable and accurate. HLB has no reason to believe that any information supplied to it was false or that any material information has been withheld.

HLB has evaluated the information provided to it by SRT and other parties, through inquiry, analysis and review, and nothing has come to its attention to indicate the information provided was materially misstated or would not provide a reasonable basis for this Report. HLB has not, nor does it imply that it has, audited or in any way

verified any of the information provided to it for the purposes of the preparation of this Report.

In accordance with the Act, HLB provides the following information and disclosures:

- HLB will be paid its usual professional fee based on time involvement at normal professional rates, for the preparation of this Report. This fee, estimated to be in the range of \$15,000 to \$20,000 excluding GST, is not contingent on the conclusion, content or future use of the Report.
- Apart from the aforementioned fee, neither HLB, nor any of its associates will receive any other benefits, either directly or indirectly, for or in connection with the preparation of this Report.
- HLB and its directors and associates do not have any interest in SRT.

HLB and its directors and associates do not have any relationship with SRT or any associate of SRT.

Yours faithfully

HLB MANN JUDD CORPORATE (WA) PTY LTD

Licensed Investment Advisor (AFSL Licence number 250903)



N G NEILL

Authorised Representative

APPENDIX 1

Appendix 1 – Glossary of Terms

TERM	DEFINITION
Agreement	Heads of Agreement between SRT and Intiger dated 23 October 2015
Announcement Date	Date the event giving rise to the Proposed Transaction was announced to ASX being 21 January 2016
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange Limited
DCF	Discounted cash flows
Directors	Directors of SRT
EBIT	Earnings before Interest and Tax
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
FME	Future maintainable earnings
HLB	HLB Mann Judd Corporate (WA) Pty Ltd
SRT or the Company	Star Striker Limited
Minor Shareholders	Minority shareholders of the Intiger Group
Notice of General Meeting	The Notice of General Meeting and Explanatory Statement for the meeting to be held on or about 5 May 2016
Performance Shares	250,000,000 Class “A” Performance Shares, 250,000,000 and Class “B” Performance Shares, full details of which are set out in the Notice of General Meeting and accompanying Explanatory Statement.
Proposed Transaction	The acquisition of all of the issued capital of the Intiger Group the terms and conditions set out in the Explanatory Statement
Report	Independent expert's report prepared by HLB
Non-associated shareholders	Existing shareholders in SRT who are not associated with Intiger

PROXY FORM

STAR STRIKER LIMITED
ACN 098 238 585

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (WST), on 26 May 2016 at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 3, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Change to nature and scale of activities – Acquisition of the Intiger Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Creation of a new class of securities – Performance Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Consideration Securities – Mark Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Consideration Securities – Minority Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Director – Mr Mark Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Election of Director – Mr Patrick Canion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Election of Director – Mr Mark Rantall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Advisor Options to Merchant Capital Markets Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of options under an employee incentive scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Issue of Options under an Employee Incentive Scheme to a Related Party – Mr Patrick Canion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Issue of Options under an Employee Incentive Scheme to a Related Party – Mr Mark Rantall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):**Individual or Shareholder 1**

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____**Contact name:** _____**Contact ph (daytime):** _____**E-mail address:** _____**Consent for contact by e-mail
in relation to this Proxy Form:**YES ☐ NO ☐**Instructions for completing Proxy Form**

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Star Striker Limited, Po Box 866, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 6489 1601; or
 - (c) email to the Company at reception@cicerocorporate.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.