

# Notice of Extraordinary General Meeting and Explanatory Memorandum

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## **OtherLevels Holdings Limited ACN 603 987 266**

Date of Meeting: Friday, 5 August 2016

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: McCullough Robertson Lawyers, Level 11, 66 Eagle Street,  
Brisbane QLD 4000

# Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of Shareholders of **OtherLevels Holdings Limited ACN 603 987 266 (Company)** will be held at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane QLD 4000, on Friday, 5 August 2016 at 11.00 am (Brisbane time).

## Agenda

### ORDINARY BUSINESS

#### 1. Resolution 1 – Ratification of previous issue of placement Shares – March 2016 (P1)

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of a total of 10,000,000 Shares under a placement to institutional and sophisticated investors (**P1 Recipients**) at an issue price of \$0.08 per Share to raise \$800,000 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (**P1 Placement Shares**).”*

#### Notes

The rights and liabilities attaching to the P1 Placement Shares are identical in all respects to the existing ordinary Shares on issue in the Company.

Further details of the P1 Placement Shares and the use of funds raised from the P1 Placement Shares are contained within the Explanatory Memorandum.

#### Voting exclusion statement

The Company will disregard any votes cast on this Resolution 1 by:

- (a) the P1 Recipients; and
- (b) any associate of any of the P1 Recipients.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

#### 2. Resolution 2 – Ratification of previous issue of placement Shares – June 2016 (P2)

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of a total of 22,857,143 Shares under a placement to institutional and sophisticated investors (**P2 Recipients**) at an issue price of \$0.07 per Share to raise \$1,600,000 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting (**P2 Placement Shares**).”*

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## Notes

The rights and liabilities attaching to the P2 Placement Shares are identical in all respects to the existing ordinary Shares on issue in the Company.

Further details of the P2 Placement Shares and the use of funds raised from the P2 Placement Shares are contained within the Explanatory Memorandum.

## Voting exclusion statement

The Company will disregard any votes cast on this Resolution 2 by:

- (a) the P2 Recipients; and
- (b) any associate of any of the P2 Recipients.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### 3. Resolution 3 – Approval of allotment and issue of Shares to Richard Hannebery and his nominees

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 20,000,000 Shares at \$0.08 per Share to Richard Hannebery and his nominees (**Hannebery Recipients**), expected to be issued on 31 October 2016 (**Subscription Shares**), as detailed in the Explanatory Memorandum accompanying this Notice of Meeting.”*

## Notes

The rights and liabilities attaching to the Subscription Shares are identical in all respects to the existing ordinary Shares on issue in the Company.

Further details of the Subscription Shares and the use of funds raised from the Subscription Shares are contained within the Explanatory Memorandum.

## Voting exclusion statement

The Company will disregard any votes cast on this Resolution 3 by:

- (a) the Hannebery Recipients;
- (b) any person who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary Shares, if the Resolution is passed; and
- (c) any associate of any of the persons referred to in paragraphs (a) and (b) above.

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However, the Company need not disregard a vote if:

- (d) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (e) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**By order of the Board**

A handwritten signature in dark ink, appearing to read 'P. Harding-Smith', with a long horizontal stroke extending to the right.

Mr Peter Harding-Smith  
Company Secretary  
5 July 2016

## 1. Introduction

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This Explanatory Memorandum is provided to Shareholders of **OtherLevels Holdings Limited ACN 603 987 266 (Company)** to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane QLD 4000 on Friday, 5 August 2016 commencing at 11.00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 5.

## 2. Resolution 1 – Ratification of previous issue of placement Shares – March 2016 (P1)

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### 2.1 Background

As announced on 8 March 2016, the Company has undertaken a capital raising to raise a total of \$800,000. The Company has issued 10,000,000 Shares to clients of Lodge Partners (**P1 Recipients**) at an issue price of \$0.08 per Share (**P1 Placement Shares**). The funds raised from the capital raising will be used primarily to accelerate sales growth.

Lodge Partners Pty Ltd is a privately owned stockbroker based in Melbourne, Australia. The P1 Recipients are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act.

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the P1 Placement Shares being issues of securities made by the Company for which Shareholder approval has not already been obtained.

### 2.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the P1 Placement Shares being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rules 7.1 and 7.1A<sup>1</sup> prohibits a company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 25% of its capital in any 12 month period without the prior approval of its Shareholders (**Placement Capacity**). Equity Securities issued with Shareholder approval under Listing Rules 7.1 and 7.1A do not count towards the 15% limit.

The Company was not required to utilise its capacity under Listing Rule 7.1A for the issue of the P1 Placement Shares.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if Shareholders subsequently approve it, thereby replenishing the Company's Placement Capacity, enabling it to issue further securities.

If Resolution 1 is approved, it will have the effect of refreshing the Company's ability to raise further capital during the next 12 months if required without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 1 is not passed, the P1 Placement Shares will continue to count towards the Company's Placement Capacity for a period of 12 months from the date of issue.

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<sup>1</sup> Listing Rule 7.1A applies to the Company as an eligible entity that obtained Shareholder approval at its last annual general meeting.  
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For the purposes of Listing Rule 7.5, the Company advises as follows:

- (a) 10,000,000 P1 Placement Shares were issued on 8 March 2016;
- (b) the P1 Placement Shares were issued at a price of \$0.08 per Share to raise \$800,000;
- (c) the P1 Placement Shares rank pari passu with the existing Shares on issue;
- (d) the P1 Placement Shares were issued to the clients of Lodge Partners Pty Ltd who are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act;
- (e) the funds raised from the issue of the P1 Placement Shares will be used primarily to :
  - (1) expand the direct sales team from 6 to 8 (4 UK, 3 USA, 1 Australia), along with associated sales support;
  - (2) add commercial and contractual expertise to further support the final stages of enterprise licence negotiations and accelerate deal closure;
  - (3) grow the partner ecosystem resulting in increased lead generation and deal flow;
  - (4) continue to expand Intelligent Messaging and introduce further add-on Modules, creating upsell revenue opportunities; and
  - (5) provide working capital to meet operational needs;
- (f) a voting exclusion statement is included for Resolution 1 in the accompanying Notice of Meeting.

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

### **3. Resolution 2 – Ratification of previous issue of placement Shares – June 2016 (P2)**

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#### **3.1 Background**

As announced on 22 June 2016, the Company has undertaken a capital raising to raise a total of \$1,600,000. The Company has issued 22,857,143 Shares to clients of Lodge Partners (**P2 Recipients**) at an issue price of \$0.07 per Share (**P2 Placement Shares**). The funds raised from the capital raising will be used primarily to accelerate sales growth.

Lodge Partners Pty Ltd is a privately owned stockbroker based in Melbourne, Australia. The P2 Recipients are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act.

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the P2 Placement Shares being an issue of securities made by the Company for which Shareholder approval has not already been obtained.

#### **3.2 Listing Rule 7.4**

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the P2 Placement Shares being an issue of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rules 7.1 and 7.1A<sup>2</sup> prohibits a company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 25% of its capital in any 12 month period without the prior approval of its Shareholders. Equity Securities issued with Shareholder

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<sup>2</sup> Listing Rule 7.1A applies to the Company as an eligible entity that obtained Shareholder approval at its last annual general meeting.

approval under Listing Rules 7.1 and 7.1A do not count towards the Placement Capacity. The allotment and issue of Shares under the Placement did exceed the 15% threshold and required the Company to utilise its additional 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 and 7.1A can be treated as having been made with that approval if Shareholders subsequently approve it, thereby replenishing the Company's Placement Capacity, and enabling it to issue further securities.

If Resolution 2 is approved, it will have the effect of refreshing the Company's ability to raise further capital within its Placement Capacity during the next 12 months if required without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 1 is not passed, the P2 Placement Shares will be counted towards the Company's Placement Capacity for a period of 12 months from the date of issue.

For the purposes of Listing Rule 7.5, the Company advises as follows:

- (a) 22,857,143 P2 Placement Shares were issued on 28 June 2016;
- (b) the P2 Placement Shares were issued at a price of \$0.07 per Share to raise \$1,600,000;
- (c) the P2 Placement Shares rank pari passu with the existing Shares on issue;
- (d) the P2 Placement Shares were issued to the clients of Lodge Partners Pty Ltd who are unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act;
- (e) the funds raised from the issue of the P2 Placement Shares will be used primarily to:
  - (1) fund the expansion and growth of the Company's sales activities;
  - (2) further strengthen commercial and contract capabilities to support and accelerate deal closure;
  - (3) continue to grow the Company's Partner Program;
  - (4) further develop the Company's digital messaging platform in order to continue to create upsell opportunities;
  - (5) provide additional working capital to meet the Company's operating needs; and
  - (6) fund costs associated with the capital raising;
- (f) a voting exclusion statement is included for Resolution 2 in the accompanying Notice of Meeting.

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

#### **4. Resolution 3 – Approval of allotment and issue of Shares to Richard Hannebery and his nominees**

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##### **4.1 Background**

As announced on 22 June 2016, the Company is seeking Shareholder approval to undertake a capital raising to raise a total of \$1,600,000. The Company is seeking to issue 20,000,000 Shares to Richard Hannebery and his nominees (**Hannebery Recipients**) at an issue price of \$0.08 per Share (**Subscription Shares**), expected to complete on 31 October 2016. The funds raised from the capital raising will be used to continue to support OtherLevels' growth and expansion.

Richard Hannebery has 20 years' experience in providing commercial and financial advisory services with firms including Merrill Lynch, Credit Suisse, JT Campbell & Co and has advised numerous high growth technology and medtech companies. Richard works in an advisory capacity with Lodge Partners Pty Ltd, a boutique broking firm focusing on healthcare and technology companies.

A maximum break fee of \$320,000 will be payable by the Company to Richard Hannebery in the event that this Resolution 3 is not approved.

The Company may also, pursuant to performing customary due diligence, offer Mr Patrick Hannebery a position as non-executive director following Shareholder approval of the Subscription Shares.

Mr Patrick Hannebery has 13 years' experience in advanced digital marketing and business intelligence. Patrick's expertise lies in software business intelligence and analytics, primarily as applied within the gaming industry where he worked with Compudigm International (acquired by Bally Technologies Inc.) and also in the global beverages sector. Most recently, Patrick held the position of Global Marketing Technology and Innovation Lead for SAB Miller. He brings broad and unique insight into next generation digital marketing in the gaming, hospitality and consumer retail sectors.

Resolution 3 seeks Shareholder approval under Listing Rule 7.1, and for all other purposes, for the issue of the Subscription Shares to the Hannebery Recipients.

As outlined above, Listing Rule 7.1 and 7.1A prevent the Company from issuing more than 25% of its issued capital without Shareholder approval. The allotment and issue of the Subscription Shares, if made without Shareholder approval, would exceed the Company's Placement Capacity. Resolution 3 therefore proposes the approval of the allotment and issue of the Subscription Shares for the purpose of satisfying the requirements of Listing Rule 7.1 and 7.1A.

Further details regarding the proposed issue of Subscription Shares are set out below:

- (a) 20,000,000 Subscription Shares expected to be issued on 31 October 2016;
- (b) the Subscription Shares will be issued at a price of \$0.08 per Share to raise \$1,600,000;
- (c) the Subscription Shares will rank pari passu with the existing Shares on issue;
- (d) the Subscription Shares are expected to be issued to Richard Hannebery and/or his nominees, those being:
  - (1) Domain Capital Technology Investments (DCTI) Pty Limited ACN 119 647 915; and
  - (2) his spouse, Ms Robyn Gould.
- (e) the funds raised from the issue of the Subscription Shares will be used primarily to:
  - (1) fund the expansion and growth of the Company's sales activities;
  - (2) further strengthen commercial and contract capabilities to support and accelerate deal closure;
  - (3) continue to grow the Company's Partner Program;
  - (4) further develop the Company's digital messaging platform in order to continue to create upsell opportunities;
  - (5) provide additional working capital to meet the Company's operating needs; and
  - (6) fund costs associated with the capital raising;



- (f) a voting exclusion statement is included for Resolution 3 in the accompanying Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

## 5. Interpretation

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**ASX** means ASX Limited ACN 008 624 691 or Australian Securities Exchange (as applicable).

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

**Company** means OtherLevels Holdings Limited ACN 603 987 266.

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

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

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Extraordinary General Meeting** or **Meeting** means the extraordinary general meeting of the Company to be held on Friday, 5 August 2016.

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

**Notice of Meeting** or **Notice** means the notice of Extraordinary General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

**Resolutions** means the resolutions proposed to be put to Shareholders at the Extraordinary General Meeting, and **Resolution** shall have a corresponding meaning.

**Shareholder** means a holder of Shares.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Peter Harding-Smith (Company Secretary):

**OtherLevels Holdings Limited**

Level 1

235 Edward Street

Brisbane QLD 4000

Tel: +61 7 33003 0652

Email: [peter.harding-smith@otherlevels.com](mailto:peter.harding-smith@otherlevels.com)

## NOTES

### Proxy, representative and voting entitlement instructions

#### Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile or email which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

#### **OtherLevels Holdings Limited**

Level 1

235 Edward Street

Brisbane QLD 4000

Tel: +61 7 33003 0652

Fax: +61 7 3228 4999

Email: peter.harding-smith@otherlevels.com

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

#### **Voting entitlement**

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 11.00am Brisbane time on Wednesday, 3 August 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

#### **Signing instructions**

You must sign the proxy form as follows in the spaces provided:

- |                    |  |
|--------------------|--|
| Individual:        | Where the holding is in one name, the holder must sign.  |
| Joint Holding:     | Where the holding is in more than one name, all of the security holders should sign.   |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.   |
| Companies:         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone.<br><br>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary |

## LODGE YOUR VOTE



### BY MAIL

OtherLevels Holdings Limited  
Level 1  
235 Edward Street  
Brisbane QLD 4000



### BY FAX

07 3228 4999



### BY HAND

OtherLevels Holdings Limited, Level 1, 235 Edward Street  
Brisbane QLD 4000



### ALL ENQUIRIES TO

Telephone: 07 3003 0652

## PROXY FORM

I/We being a member(s) of OtherLevels Holdings Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting *(mark box)*

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am on Friday, 5 August 2016 at McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

	For	Against	Abstain*
1 Ratification of previous issue of placement shares – March 2016 (P1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of previous issue of placement shares – June 2016 (P2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of allotment and issue of shares to Richard Hannebery and his nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Wednesday, 3 August 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### BY MAIL

OtherLevels Holdings Limited  
Level 1  
235 Edward Street  
Brisbane QLD 4000



#### BY FAX

07 3228 4999



#### BY HAND

delivering it to OtherLevels Holdings Limited\*  
Level 1  
235 Edward Street  
Brisbane QLD 4000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**