

MINT WIRELESS LIMITED

ACN 122 043 029

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Mint Wireless Limited (*Company*) will be held at The Press Room, Radisson Blu Hotel, 27 O'Connell Street, Sydney, New South Wales, on the 26th November, 2013 at 3.30pm.

BUSINESS:

A. Accounts and Reports:

To table the financial report and accounts of the Company and the related reports of the directors and auditors for the year ended 30 June 2013 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. Resolutions:

Resolution 1 will be proposed as a non binding resolution. Resolutions 2, 3 and 4 will be proposed as ordinary resolutions. Resolution 5 will be proposed as a special resolution.

1. Adoption of Remuneration Report

"That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2013 be adopted."

2. Re-election of Mr Terry Cuthbertson

"That Mr Terry Cuthbertson, a Director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified his candidature for the Office, be and is hereby elected as a Director of the Company."

3. Ratification of Previous Share Issue to Institutional Investors

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 31,450,000 Shares on the terms and conditions set out in the explanation of this Resolution contained in the Notice of this Meeting.”

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

4. Issue of Options to Sponsoring Broker - Canaccord Genuity (Australia) Limited

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,000,000 Options to Canaccord Genuity (Australia) Limited (or nominee) having an exercise price of \$0.14 cents and an exercise date of the 11 September, 2013 and an expiry date of 11 September, 2015 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it 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. Approval of 10% Placement Capacity

‘That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’

By Order of the Board



Gary Stewart
Company Secretary

Date: 18th October, 2013

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 18 October, 2013 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

A. Accountants and Reports:

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2013 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

B. Resolutions:

1. Resolution 1 – Adoption of the Remuneration Report

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and Executives' remuneration. Section 300A of the *Corporations Act 2001* sets out the information to be included in the Remuneration Report. A copy of the report appears in the Company's Annual Report for the year ended 30 June 2013.

Sections 249L(2) and 250R(2) of the *Corporations Act 2001* require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under Section 250SA of the *Corporations Act 2001*, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

1.1. Application of the two strikes rule

The recent amendments to the *Corporations Act* provide that if the Company's remuneration report receives a 'no' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the managing director) who were in office at the date of approval of the applicable remuneration report, must stand for re-election.

1.2. Voting Prohibition

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Key management personnel has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any director of the Company.

Closely related party of a member of the key management personnel means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependent of the member or of the member's spouse; or
- 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 dealings with the entity; or
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2011* (Cth).

1.3. Important notice regarding appointment of proxies in relation to Resolution 1

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act 2001 (Cth), a vote must not be cast (in any capacity) by or on behalf of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (KMP) or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy appointed in writing that

specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman of the Meetings is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote in respect of Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meetings to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of KMP.

The Chairman of the Meetings intends to vote undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Mr Terry Cuthbertson

The Constitution requires one third of directors (except for the Managing Director) to retire each year (by rotation). Mr Terry Cuthbertson retires this year in accordance with this rule and is permitted to seek re-election.

Mr Terry Cuthbertson has been a Director of the Company since 2007. Terry is currently Chairman of Mint Wireless, Montec International Limited, Austpac Resources N.L, My Net Fone Limited, South American Iron & Steel and Malachite Resources Limited. Terry was formerly a partner of KPMG Corporate Finance and the New South Wales Partner in charge of Mergers and Acquisitions where he Coordinated government privatization, mergers, acquisitions and divesture activities and Public Offerings on the ASX for the New South Wales practice.

The Board recommends to shareholders the re-election of Mr Terry Cuthbertson.

3. Resolution 3 – Ratification of Previous Share Issue to Institutional Investors

The Company announced to the ASX on the 13 September, 2013 that it had raised \$3,145,000.00 by way of private placement to institutional investors at an issue price of \$0.10 cents and that the Company would issue 31,450,000 ordinary shares. Those shares were allotted and issued on the 19 September, 2013.

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 fully paid ordinary securities on issue at the commencement of that 12 month period.

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

Resolution 3 therefore seeks approval of the previous issue of 31,450,000 Shares to institutional investors.

Information required by ASX Listing Rule 7.4.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the shares the subject of this Resolution:

- (a) 31,450,000 shares were allotted;
- (b) The shares were issued in consideration of institutional investors investing \$3,145,000 into the Company;
- (c) The shares issued were fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the company's existing shares;
- (d) The shares were allotted and issued to the institutional investors; and
- (e) The issue price was \$0.10 cents per share

4. Resolution 4 – Issue of Options to Brokers - Canaccord Genuity (Australia) Limited.

4.1. Reasons for Seeking Shareholder Approval

On 13 September, 2013, the Company announced a Placement to Institutional Investors to raise \$3,145,000.00. The Broker on the raising was Canaccord Genuity (Australia) Limited. It was a term of the Agreement that, in addition to paying Canaccord the brokers fee being 4% of the Placement Fees Amount which was the sum of \$125,800 and that the Company would also issue 2,000,000 Options to Canaccord Genuity (Australia) Limited (or their nominees) at an issue price of \$0.14 cents.

Accordingly, approval is sought to issue 2,000,000 Options to Canaccord Genuity (Australia) Limited (or its nominees). Resolution 4 seeks the approval of Shareholders under Listing Rule 7.1, on the basis that a company cannot issue more than 15% of its total issued securities in any twelve month period without first obtaining Shareholder approval.

On the basis that the Company does not issue any securities between the issue of the Placement Shares and the date of the General Meeting, the Company will, on the conclusion on the Placement Issue, have the capacity to issue the 2,000,000 Options to Canaccord Genuity (Australia) Limited without exceeding the 15% limited prescribed by Listing Rule 7.1 and the Company will have an obligation to make such issue in accordance with the provisions of the Agreement. Where the Company does issue securities between the issue of the Placement Shares and the date of the General Meeting, the Company may not have the capacity to issue the 2,000,000 Options without Shareholder approval.

In either scenario, if Shareholder approval is granted, the effect of Resolution 4 will be to allow the Directors to issue the Options to the Broker without using the Company's 15% annual placement capacity.

4.2. Terms of Issue

The following information is provided to Shareholders to allow them to assess the proposed issue of the Options as required by Listing Rule 7.3.

- (a) The maximum number of Options to be issued is 2,000,000.
- (b) The Options are being issued under an Agreement between the Company and Canaccord Genuity (Australia) Limited, being in consideration of a portion of the fee agreed with Canaccord Genuity (Australia) Limited.
- (c) The issue and allotment of the Options will occur no later than 3 months after the date of the General Meeting or such longer period as ASX may approve.
- (d) The Options for Canaccord Genuity (Australia) Limited will be issued for no consideration and 2,000,000 options have an exercise price of \$0.14 cents and an exercise date of 11 September, 2013 and an expiry date of 11 September, 2015.
- (e) The Options will be issued to Canaccord Genuity (Australia) Limited or its nominee.
- (f) The terms of the Options are set out as above.
- (g) As the Options will be issued pursuant to an obligation under the Brokers Agreement, there will not be any funds raised upon the issue. However, any funds raised upon exercise of the Options will be applied to the Company's working capital requirements.

4.3. Voting Exclusion

The Company will disregard any votes cast on the Resolution by:

- (a) a person who might participate in the proposed issue and a person who might receive a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (b) an associate of that person (or persons).

However, the Company will 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 a direction on the proxy form to vote as the proxy decides.

4.4. Recommendation

The Company's Directors unanimously recommend that you vote in favour of this Resolution.

5. Resolution 5 – Approval of 10% Placement Capacity

ASX Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued share capital (at the time of the issue or the agreement to issue) through placements over a 12 month period after the annual general meeting (*10% Placement Capacity*). The 10% Placement Capacity is in addition to the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Resolution 5 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$$(A \times D) - E$$

where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months;

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of holders of ordinary securities under rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A(4) and 3.10.5A:

- (a) give to the ASX a list of the allottees of the equity securities and the number of equity securities to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

5.1. Minimum Price

The issue price of each such security must be no less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or

- (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

5.2. Risk of economic and voting dilution of existing ordinary security holders

If Resolution 5 is approved and the Company issues equity securities under the 10% Placement Capacity, there is a risk that:

- 5.2.1 the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and
- 5.2.2 the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution effect of existing ordinary security holders and the funds raised where:

- (a) the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) is:

- 5.2.2.1 as at the date of this Notice;
- 5.2.2.2 assuming variable 'A' is double the figure as at the date of this Notice; and
- 5.2.2.3 assuming variable 'A' is 50% greater than the figure as at the date of this Notice.

- 5.2.3 the issue price:
- 5.2.3.1 is the same as the issue price of the Shares as at 16 October, 2013;
- 5.2.3.2 has decreased by 50% from the issue price; and
- 5.2.3.3 has increased by 50% from the issue price.

Shares		\$0.365 Price	\$0.1825 Price	\$0.5475 Price
Variable A is 403,872,395	10% Voting Dilution	40,387,240	40,387,240	40,387,240
	Funds raised	\$14,741,343	\$7,370,671	\$22,112,014

Shares		\$0.365 Price	\$0.1825 Price	\$0.5475 Price
Variable A is 807,744,790	10% Voting Dilution	80,774,479	80,774,479	80,774,479
	Funds raised	\$29,482,685	\$14,741,342	\$44,224,027
Variable A is 605,808,593	10% Voting Dilution	60,580,859	60,580,859	60,580,859
	Funds raised	\$22,112,014	\$11,056,007	\$ 33,168,020

The table has been prepared on the following assumptions:

- (b) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
- 5.2.4 No options (including any options issued under the 10% Placement Capacity) are exercised into shares before the date of the issue of equity securities.
- 5.2.5 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- 5.2.6 The table does not show examples of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.
- 5.2.7 The table shows only the effect of issue of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- 5.2.8 The issue of equity securities under the 10% Placement Capacity consists only of shares.

5.3. Timing

The Company may only issue equity securities pursuant to the 10% Placement Capacity within 12 months of the date of this Annual General Meeting. Further, the approval will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

5.4. Use of Funds

The Company may use the funds raised from the issue of equity securities pursuant to the 10% Placement Capacity for working capital and to identify and assess potential growth opportunities.

Subject to satisfaction of any other applicable regulatory requirements, the Company may also issue securities for non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

5.5. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- 5.5.1 the methods of raising funds that are available to the Company including but not limited to rights issues or other issues in which existing security holders can participate;
- 5.5.2 the effect of the issue of the equity securities on the control of the Company;
- 5.5.3 the financial situation and solvency of the Company; and
- 5.5.4 advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

5.6. Previous issues pursuant to Rule 7.1A

The Company has previously obtained Shareholder approval in relation to Listing Rule 7.1A.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of the Meeting is 167,561,764, representing 58.5% of the total number of Equity Securities on issue at the commencement of the 12 month period.

Details of all issues of equity securities by during the 12 months preceding the date of the Meeting are as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities	Recipients or basis of which recipients was determined	Issue Price and discount to market price (if applicable)	Form of Consideration
30 April 2013	70,411,764	Fully Paid Ordinary Shares ¹	Sophisticated investors as ratified at the shareholder meeting on 25 June 2013	\$0.017 per share	Cash Amount Raised:\$1,197,000 Amount Spent: \$1,197,000 For the commercialisation of Mint's mobile payment solutions, sales & marketing activities to accelerate near term opportunities and acquisition of new customers
1 June 2013	7,000,000	Unlisted Options ²	Executives of the Company	\$0.036 per option	Non-cash consideration Current value: \$2,555,000
1 June 2013	7,000,000	Unlisted Options ²	Executives of the Company	\$0.075 per option	Non-cash consideration Current value: \$2,555,000
25 June 2013	15,000,000	Unlisted Options ³	Directors of the Company as ratified at the shareholder meeting on 25 June 2013	\$0.036 per option	Non-cash consideration Current value: \$5,475,000
28 June 2013	11,825,000	Fully Paid Ordinary Shares ¹	Sophisticated investors as ratified at the shareholder meeting on 25 June 2013	\$0.017 per share	Cash Amount Raised:\$201,025 Amount Spent:\$201,025 For the commercialisation of Mint's mobile payment solutions, sales & marketing activities to accelerate near term opportunities and acquisition of new customers
28 June 2013	2,500,000	Unlisted Options ³ (Note: Converted to fully paid ordinary shares on 2 October 2013)	Canaccord Genuity (Australia) Ltd – Broker who assisted the Company with the May 2012 placement as ratified at the shareholders meeting on the 25 June 2013	\$0.034 per option	Non-cash consideration Current value: n/a Converted to ordinary shares on 2 October 2013: Amount Raised:\$85,000 Amount Spent: \$Nil To fund general working capital
28 June 2013	1,250,000	Unlisted Options ³ (Note: Converted to fully paid ordinary shares on 16 October 2013)	Canaccord Genuity (Australia) Ltd – Broker who assisted the Company with the April 2013 placement as ratified at the shareholders meeting on the 25 June 2013	\$0.036 per option	Non-cash consideration Current value: n/a Converted to ordinary shares on 15 October 2013: Amount Raised:\$45,000 Amount Spent: \$Nil To fund general working capital

Date of Issue	Number of Equity Securities	Class of Equity Securities	Recipients or basis of which recipients was determined	Issue Price and discount to market price (if applicable)	Form of Consideration
28 June 2013	1,625,000	Unlisted Options ³	RBSM Sydney Pty Ltd – Broker who assisted the Company with the April 2013 placement as ratified at the shareholders meeting on the 25 June 2013	\$0.036 per option	Non-cash consideration Current value: \$593,125
1 August 2013	8,500,000	Unlisted Options ²	Executives of the Company	\$0.036 per option	Non-cash consideration Current value: \$3,102,500
1 August 2013	9,000,000	Unlisted Options ²	Executives of the Company	\$0.075 per option	Non-cash consideration Current value: \$3,285,000
19 September 2013	31,450,000	Fully Paid Ordinary Shares ¹	Institutional investors pursuant to the placement announcement to ASX on 13 September 2013 and to be ratified by shareholders as per resolution 3 of this shareholding meeting notice	\$0.10 per share	Cash Amount Raised:\$3,145,000 Amount Spent:\$Nil To accelerate the growth of Mint's mobile payments platform in Australia & New Zealand, to support the implementation of the material distribution contract with Bank of New Zealand (which followed the recent MYOB contract) and to accelerate growth in Mint's EMV-compliant UK/European mobile payments platform
19 September 2013	2,000,000	Unlisted Options ⁴	Canaccord Genuity (Australia) Ltd – Broker who assisted the Company with the September 2013 placement and to be ratified as per resolution 4 of this shareholder meeting notice	\$0.14 per option	Non-cash consideration Current value: \$730,000

Notes:

1. Fully paid ordinary shares: pursuant to the terms set out in the constitution
2. Unlisted Options: pursuant to the terms of the executive contract of employment
3. Unlisted Options: pursuant to the terms set out in the shareholder meeting notice and ratified at the shareholding meeting on 25 June 2013.
4. Unlisted Options: pursuant to the terms set out in resolution 4 of this shareholder meeting notice

5.7. Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 5 by a person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- 5.7.1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- 5.7.2 it is cast by the Chairman 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.

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm Australian Eastern Daylight Time on 24th November, 2013.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act*.

Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

In person: Link Market Services
Level 12 680 George Street,
Sydney NSW 2000

**By mail
(reply paid envelope enclosed);** Link Market Services
Locked Bag A 14
Sydney South NSW 1235

By fax: Link Market Services
02.9287.0309

By no later than 3.30 pm Australian Eastern Daylight Time on 24th November, 2013.

You may submit your proxy form online at www.investorvote.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the attached proxy form.

Shareholders and their proxies should note that new sections 250BB and 250BC of the Corporations Act apply to voting by proxy. In particular:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- (b) 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
- (c) 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 as directed; and
- (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member, this subsection does not affect the way that the person can cast any votes they hold as a member.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution and

- (a) the appointed proxy is not the chair of the meeting;
- (b) at the meeting, a poll is duly demanded on the resolution and either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) 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.



Mint Wireless Limited
ABN 51 122 043 029

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Mint Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



X99999999999

SHAREHOLDER PROXY FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3:30pm on Tuesday, 26 November 2013, at The Press Room, Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4

Issue of Options to Sponsoring Broker-Canaccord Genuity (Australia) Limited

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Re-election of Mr Terry Cuthbertson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5

Approval of 10% Placement Capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Ratification of Previous Share Issue to Institutional Investors

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * 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.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Items 3,4 and 5 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of these Items and that votes cast by him/her for these Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 3,4 and 5 and your votes will not be counted in calculating the required majority if a poll is called on these Items.

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 3,4 and 5.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

MNW PRX302R



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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.

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 **3:30pm on Sunday, 24 November 2013**, 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:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Mint Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**