



**My ATM Holdings Limited
ACN 141 509 426**

**Notice of Annual General Meeting
And
Explanatory Statement**

**Annual General Meeting of Shareholders to be held at
the offices of Trident Capital, Level 24, 44 St Georges
Terrace, Perth, Western Australia commencing at
11.00am (WST) on Wednesday, 27 November 2013.**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of My ATM Holdings Limited ACN 141 509 426 (**Company**) will be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia commencing at 11.00am (WST) on Wednesday, 27 November 2013.

The Explanatory Statement annexed to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

Terms and abbreviations used in this Notice and the accompanying Explanatory Statement are defined in the glossary.

ORDINARY BUSINESS

The business to be transacted at the Annual General Meeting is the consideration of Items 1 and 2 and proposal of Resolutions 1 to 5 (inclusive) as set out below.

Item 1 – 2012 Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2012 which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report.

Item 2 – 2013 Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2013 which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report – 2012 Annual Report

To consider and, if thought fit, pass the following **advisory only resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2012 be adopted.”

Resolution 2 – Adoption of Remuneration Report – 2013 Annual Report

To consider and, if thought fit, pass the following **advisory only resolution**:

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

Note: The vote on Resolutions 1 and 2 are advisory only and do not bind the Directors or the Company.

Voting exclusion – Resolutions 1 and 2

A vote in respect of Resolutions 1 and 2 must not be cast (in any capacity) by or on behalf of any 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 (the voter) described above may cast a vote on Resolutions 1 and 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on Resolutions 1 and 2; or

- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
- (i) does not specify the way the proxy is to vote on Resolutions 1 and 2; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if this Resolutions 1 and 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 3 – Re-election of Directors

To consider and, if thought fit, pass the following resolutions as **ordinary resolutions**:

- (a) *“That, for all purposes, Mr Adam Sierakowski, who was appointed as a Director by the Board pursuant to clause 58.2 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*
- (b) *“That, for all purposes, Mr KC Ong, who was appointed as a Director by the Board pursuant to clause 58.2 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*
- (c) *“That, for all purposes, Mr Richard Wolanski, who was appointed as a Director by the Board pursuant to clause 58.2 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”*

Resolution 4 – Appointment of Auditor

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd ACN 112 284 787, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect on and from the close of the Annual General Meeting.”

Resolution 5 – Approval of 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement.”

Voting Exclusion – Resolution 5

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

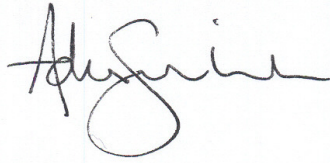
However, the Company need not disregard a vote if:

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

OTHER BUSINESS

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Adam Sierakowski', written in a cursive style.

Adam Sierakowski
Chairman
My ATM Holdings Limited
16 October 2013

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information which the Company believes to be material to a Shareholder's decision on how to vote on the Resolutions in the accompanying Notice (of which this Explanatory Statement forms a part).

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

There are 2 Items and 5 Resolutions to be put to the Annual General Meeting. Items 1 and 2 are not resolutions and merely enable the Company to lay its financial statements and reports at the Annual General Meeting, as required by the Corporations Act.

A short explanation of each Item and Resolution is set out below.

1. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of Key Management Personnel, whose details of remuneration are included in the Remuneration Report, and their Closely Related Parties (the **Voter**) will not be able to vote in any capacity on Resolutions 1 and 2. However, the voter may cast a vote on Resolutions 1 and 2 as proxy if the voter is appointed as proxy by writing that specifies the way the proxy is to vote on Resolutions 1 and 2. Alternatively, the voter may vote as proxy if the voter is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolutions 1 and 2 and expressly authorizes the Chairman to exercise the proxy even if Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel. If a Shareholder intends to appoint a member of Key Management Personnel, whose details of remuneration are included in the

Remuneration Report or their Closely Related Parties (other than the Chairman) as its proxy, the Shareholder should ensure that they direct the proxy how to vote on Resolutions 1 and 2.

If a Shareholder intends to appoint the Chairman as its proxy on Resolutions 1 and 2, Shareholders can direct the Chairman how to vote by marking one of the boxes for each of Resolutions 1 and 2. If a Shareholder does direct the Chairman how to vote then by submitting the Proxy Form the Shareholders will be expressly authorising the Chairman to exercise the proxy in respect of Resolutions 1 and 2 even though it is connected to the remuneration of members of Key Management Personnel.

To vote by proxy, please complete and sign the Proxy Form enclosed and send the Proxy Form by:

- (a) post to My ATM Holdings Limited, c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia 6000; or
- (b) facsimile to the Company on (08) 9218 8875.

so that it is received by no later than 11.00am (WST) on Monday, 25 November 2013.

Proxy Forms received later than this time will be invalid.

2. Voting

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on 25 November 2013. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

3. Items 1 and 2 – Financial Statements and Reports

The 2012 Annual Report and 2013 Annual Report, comprising the respective Directors' report and auditor's report for each year, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audits;
- preparation and content of the auditor's reports;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- independence of the auditor in relation to the conduct of the audits.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports or the conduct of the audits may be submitted no later than 5 Business Days before the date of the Annual General Meeting to the Company Secretary at c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, WA 6000, or by facsimile to (08) 9218 8875.

The Company's 2012 Annual Report and 2013 Annual Report are available on the Company's website at www.myatmholdings.com.au.

4. Resolutions 1 and 2 – Approval of Remuneration Reports

The Remuneration Reports of the Company for the financial years ended 30 June 2012 and 30 June 2013 are included in the respective Directors' reports in the 2012 Annual Report and 2013 Annual Report. The Remuneration Reports set out the Company's remuneration arrangements for the Directors and executive employees of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act provides that a resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks the adoption of the Remuneration Report of the Company for the financial year ended 30 June 2012. Resolution 2 seeks the adoption of the Remuneration Report of the Company for the financial year ended 30 June 2013.

However, Shareholders should note that in accordance with Section 250R(3) of the Corporations Act, Resolutions 1 and 2 are "advisory only" Resolutions and do not bind the Directors or the Company.

Following consideration of the Remuneration Reports at the Annual General Meeting, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Reports.

Section 250V of the Corporations Act provides that if the resolution to approve a Remuneration Report receives "no" votes of 25% or more at two successive annual general meetings of the Company, the Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that an extraordinary meeting be held at which all of the Directors (except the Managing Director) must stand for re-election. If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the extraordinary meeting ("spill meeting") within 90 days of the second annual general meeting. All of the Directors who were in office when the resolution to make the relevant Director's report was passed, other than the Managing Director (who may in accordance with the Listing Rules continue to hold office indefinitely without being re-elected to office), will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as Directors is approved will be the Directors.

Section 250R of the Corporations Act restricts the Chairperson, Key Management Personnel and any Closely Related Parties of them from voting on a Remuneration Report.

Section 250R(4) of the Corporations Act prohibits any votes on Resolutions 1 and 2 being cast by Key Management Personnel or a Closely Related Party, whose remuneration details are disclosed in the Remuneration Report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you indicate on the Proxy Form that you do not wish to specify how your proxy should vote on Resolutions 1 and 2, you will be deemed to have expressly directed the Chairman to cast your votes in favour of Resolutions 1 and 2.

What this means for Shareholders: If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolutions 1 and 2, you must indicate your voting intention by marking either “against” or “abstain” on Resolutions 1 and 2 in the Proxy Form. Please see the Proxy Form for further information on such appointments.

5. Resolution 3 – Re-election of Directors

Clause 58.2 of the Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that annual general meeting of the Company. Accordingly, as Mr Adam Sierakowski, Mr KC Ong and Mr Richard Wolanski have each been appointed to fill a casual vacancy, they each now retire, but being eligible, offer themselves for re-election as Directors.

Details of the Directors are as follows:

Adam Sierakowski

Mr Sierakowski is a lawyer and director of the legal firm Price Sierakowski. He has over 18 years of experience in legal practice, much of which he spent as a corporate lawyer consulting and advising on a range of transactions to a variety of large private and listed public entities. Mr Sierakowski is a director of Trident Management Services Pty Ltd and Trident Capital Pty Ltd.

Mr Sierakowski is currently a director of ASX listed companies Kinetiko Energy Limited (Non Executive Director) and Coziron Resources Limited (Non Executive Chairman). He was previously a director of Carnavale Resources Limited (Non Executive Chairman), Triangle Energy Limited (Non Executive Director) and Stirling Biofuels International Limited. He is a member of the Australian Institute of Company Directors and the Association of Mining Exploration Companies.

KC Dennis Ong

Mr Ong is a director of Trident Management Services. He is an alumni from Deakin University, Victoria, holding a Bachelor of Commerce degree and is Certified Practising Accountant. Mr Ong has over 25 years of diverse experience in financial management and business advisory to corporations in Australia and South-East Asia.

Richard Wolanski

Mr Wolanski is a Chartered Accountant and his qualifications include a Bachelor of Commerce from the University of Western Australia. Mr Wolanski has extensive professional experience in both Australia and international finance industries. He has provided corporate, strategic and financial advisory assistance to public companies in Australia, Singapore and the United Kingdom.

Mr Wolanski has significant corporate experience during his career serving in a range of Executive Director, Chief Financial Officer and Company Secretary roles. He most recently served as Executive Director and Company Secretary of Speewah Metals Limited from May 2007 to August 2012. He also served as an Executive Director of Equator Resources Limited (previously known as NT Resources Limited) from September 2008 to September 2011.

6. **Resolution 4 – Appointment of Auditors**

Resolution 4 is conditional on ASIC's consent to the resignation of Grant Thornton Audit Pty Ltd (Adelaide), and the Company anticipates that this consent will be forthcoming. Upon receipt of ASIC's consent to the resignation, Grant Thornton Audit Pty Ltd (Adelaide) is expected to submit its resignation as auditor to the Company in accordance with section 329(5) of the Corporations Act.

A Shareholder has given to the Company notice in writing nominating BDO Audit (WA) Pty Ltd to be appointed as the Company's auditor in accordance with section 328B(1) of the Corporations Act. A copy of this nomination is attached to this Explanatory Statement as Annexure A. If Resolution 4 is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect from the close of Annual General Meeting. If Grant Thornton Audit Pty Ltd (Adelaide) does not obtain ASIC approval and resign on the date of the Annual General Meeting, the proposed Resolution 4 will lapse and the Company will not put Resolution 4 to Shareholders but intends to appoint BDO Audit (WA) Pty Ltd as its auditor under section 327C(1) of the Corporations Act once ASIC approval is obtained and Grant Thornton Audit Pty Ltd (Adelaide) has resigned. The Company will then seek Shareholder approval for the reappointment of BDO Audit (WA) Pty Ltd as its auditor at its next annual general meeting.

Subject to receipt of ASIC's consent and approval by Shareholders, the appointment of BDO Audit (WA) Pty Ltd will be effective for the 2014 financial year. Grant Thornton Audit Pty Ltd (Adelaide) remained responsible for the audit for the 2013 financial year.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

7. **Resolution 5 – Approval of 10% Placement Facility**

7.1 **General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to 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 is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.1(c) below).

The Board believes that Resolution 5 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

7.2 **Description of Listing Rule 7.1A**

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the only Equity Securities that the Company has on issue are its 301,441,424 Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 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 in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

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

Note that "A" has the same meaning as 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 Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (“10% Placement Period”).

7.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) 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

- (ii) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.0025 50% decrease in Market Price	\$0.005 Current Market Price	\$0.01 100% increase in Market Price
Current Variable A 301,441,424	10% Voting Dilution	30,144,142 Shares	30,144,142 Shares	30,144,142 Shares
	Funds raised	\$75,360.35	\$150,720.71	\$301,441.42
50% increase in current Variable A 452,162,136	10% Voting Dilution	45,216,214 Shares	45,216,214 Shares	45,216,214 Shares
	Funds raised	\$113,040.53	\$226,081.07	\$452,162.14
100% increase in current Variable A 602,882,848	10% Voting Dilution	60,288,284 Shares	60,288,284 Shares	60,288,284 Shares
	Funds raised	\$150,720.71	\$301,441.42	\$602,882.84

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

6. The issue price is \$0.005, being the closing price of the Shares on ASX on 10 October 2013.

- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new resource 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; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards implementing the Company's existing operations and expenditure plans, general working capital and for the identification, investigation and development of investment opportunities.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. 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:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but are likely to be investors which are sophisticated or professional investors (or both) for the purposes of section 708 of the Corporations Act.

- (e) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing

Shareholder or security holder or an identifiable class of 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 the Notice.

Glossary

In the Notice and Explanatory Statement, the following terms have the following meaning:

10% Placement Facility	has the meaning given in section 7.1, the section of the Explanatory Statement that relates to Resolution 5.
10% Placement Period	has the meaning given in section 7.2(f), the section of the Explanatory Statement that relates to Resolution 5.
2012 Annual Report	the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2012.
2013 Annual Report	the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2013.
Annual General Meeting	the annual general meeting convened by this Notice.
ASX	ASX Limited (ACN 008 624 691), trading as Australian Securities Exchange.
Board	the board of Directors.
Business Days	a day on which banks in Perth, Western Australia are generally open for business, except a Saturday, Sunday and gazetted public holiday.
Chairman	Mr Adam Sierakowski.
Closely Related Party	a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependant of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the regulations.
Company	My ATM Holdings Limited (ACN 141 509 426).
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Statement	the explanatory statement accompanying the Notice.
Key Management Personnel	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, which broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	the official listing rules of the ASX.
Notice	the notice of annual general meeting accompanying the Explanatory Statement.
professional investor	has the meaning given in section 708(11) of the Corporations Act.

Proxy Form	the proxy form attached to the Notice.
Remuneration Report	the section of the Directors' report of each annual report of the Company entitled "Remuneration Report".
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of Shares.
sophisticated investor	has the meaning given in section 708(8) of the Corporations Act.
Trading Days	has the meaning given in the Listing Rules.
VWAP	volume weighted average price.
WST	Western Standard Time in Australia.

ANNEXURE A

Nomination for the appointment of BDO (Audit) Pty Ltd ACN 112 284 787 as Auditor

8 October 2013

The Board of Directors
My ATM Holdings Limited
Level 24, 44 St Georges Terrace
PERTH WA 6000

Dear Sirs

Nomination of BDO Audit (WA) Pty Ltd as auditor of My ATM Holdings Limited

I, Sean McCormick, being a shareholder of My ATM Holdings Limited, hereby nominate BDO Audit (WA) Pty Ltd ACN 112 284 787 of 128 Hay Street, Subiaco, Western Australia 6008 for the appointment as auditor of My ATM Holdings Limited ACN 141 509 426 at its Annual General Meeting to be held on 27 November 2013.

I consent to the distribution of a copy of this nomination as an annexure to the Notice of Annual General Meeting of My ATM Holdings Limited as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully



Sean McCormick

MY ATM HOLDINGS LIMITED
ANNUAL GENERAL MEETING – APPOINTMENT OF PROXY

I/We

of

being a member of My ATM Holdings Limited ACN 141 509 426 entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of Proxy

OR

the Chairman of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman'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 Annual General Meeting to be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia on 27 November 2013 commencing 11:00 am (WST) and at any adjournment thereof.

Important for Resolutions 1 and 2 if the Chairman is your proxy or is appointed as your proxy by default

By marking this box, you are expressly authorising the Chairman to exercise your proxy on Resolutions 1 and 2. If you do not mark this box, and you have not directed your proxy how to vote on Resolutions 1 and 2, the Chairman will not cast your votes on Resolutions 1 and 2 and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions. If you appoint the Chairman as your proxy you can direct the Chairman how to vote by either marking the boxes in the section below (for example, if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman will vote in favour of Resolutions 1 and 2).

The Chairman intends to vote all available proxies in favour of all Resolutions

I/We acknowledge that the Chairman may exercise my/our proxy even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of Key Management Personnel or their Closely Related Parties and/or even if the Chairman has an interest in the outcome of those Resolutions and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

OR

Voting on Business of the Annual General Meeting

		For	Against	Abstain
Resolution 1.	Adoption of Remuneration Report – 2012 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Adoption of Remuneration Report – 2013 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-election of Directors			
	(a) Mr Adam Sierakowski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(b) Mr KC Ong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	(c) Mr Richard Wolanski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 to be counted in computing the required majority.

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

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Phone (daytime):** _____

Email Address: _____ **Consent for contact by email:** YES NO

Instructions for Proxy Form

1 Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2 Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3 Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4 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, all of the shareholders should sign.
- **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5 Return of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company by:

- (a) post at My ATM Holdings Limited, PO Box Z5183, Perth WA 6831; or
- (b) facsimile at (+61 8) 9218 8875

by not later 48 hours before the commencement of the Meeting (i.e. no later than 11:00 am (WST) on 25 November 2013). Any Proxy Form received after that time will not be valid for the Meeting.