

ASX Release

19 December 2018

OTHERLEVELS HOLDINGS LIMITED - NOTICE OF GENERAL MEETING

OtherLevels Holdings Limited (ASX: OLV) (OtherLevels) today announces the Notice of General Meeting to be held on Monday, 21 January 2019 commencing at 10:00am Brisbane time.

The purpose of the meeting is to seek shareholder approval for the previous issue of securities on 26 October 2018 and 1 November 2018.

The Notice of General Meeting is attached.

Ends

Contacts

Brendan O’Kane

Managing Director and CEO

brendan.okane@otherlevels.com

Andrew Ritter

Company Secretary

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About OtherLevels

OtherLevels is a leading second-generation digital marketing platform operating in Europe, the US and Australia.

The OtherLevels platform enables clients to ***acquire sooner, engage smarter*** and ***retain longer*** across desktop, mobile web and apps audiences. The OtherLevels platform offers both ***Intelligent Messaging for Conversion***, and ***Intelligent Messaging for Marketing Clouds and CRM***, hence delivering both acquisition and engagement capabilities for digital marketers.

For more information, please visit <http://otherlevels.com>.

For media enquiries please contact media@otherlevels.com.

Notice of general meeting

OtherLevels Holdings Limited ACN 603 987 266

Notice is given that a general meeting of OtherLevels Holdings Limited (**Company**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland
Date	Monday, 21 January 2019
Time	10.00am (Brisbane time)

Special Business

Resolution 1 – Ratification of previous issue and allotment of Shares to Sophisticated Investors and Small Cap Funds

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 1 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue and allotment of 47,833,333 Shares at an issue price of \$0.03 per Share on 26 October 2018 to Sophisticated Investors and Small Cap Funds, as detailed in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, for the purposes of Listing Rule 14.11, the Company will 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 a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Ratification of previous issue and allotment of Shares to the vendors of XCOM Media Pty Ltd as consideration for the acquisition

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 2 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue and allotment of 5,232,000 Shares at an issue price of \$0.03 per Share on 1 November 2018 to the vendors of XCOM Media Pty Ltd, as detailed in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, for the purposes of Listing Rule 14.11, the Company will 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 a direction on the proxy form to vote as the proxy decides.

Resolution 3 - Ratification of previous issue and allotment of Shares to corporate adviser as consideration for advisory fees

To consider, and if in favour, pass the following resolution as an ordinary resolution:

- 3 'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue and allotment of 339,467 Shares at an issue price of \$0.03 per Share on 1 November 2018 to Olivab Pty Ltd as compensation for advisory fees associated with the acquisition of XCOM Media Pty Ltd, as detailed in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, for the purposes of Listing Rule 14.11, the Company will 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 a direction on the proxy form to vote as the proxy decides.

Dated: 19 December 2018

By order of the Board



Andrew Ritter
Company Secretary

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Brisbane time) on 19 January 2019.
- (f) If you have any queries on how to cast your votes then call Andrew Ritter on +61 7 3003 052 during business hours.

Explanatory memorandum

OtherLevels Holdings Limited ACN 603 987 266

Resolution 1 - Ratification of previous issue and allotment of shares to Sophisticated Investors and Small Cap Funds

- 1 As announced to the ASX on 22 October 2018, the Company entered into a binding agreement to acquire 100% of the business conducted by XCOM Media Pty Ltd. The acquisition was funded by a placement to Sophisticated Investors and a number of Small Cap Funds. Sequoia Corporate Finance Pty Ltd, a corporate authorised representative of Sequoia Wealth Management Pty Ltd, acted as sole lead manager to the equity raising.
- 2 \$1,435,000 was raised via the placement of 47,833,333 Shares, at an issue price of \$0.03 per Share.
- 3 The purpose of resolution 1 is for Shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the previous issue of the Shares.
- 4 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 5 Resolution 1 proposes the ratification and approval of the allotment and issue of the Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 6 Details of the issue are set out below.

Shares	
Issue date	26 October 2018
Number of securities	47,833,333 Shares
Issue price	\$0.03 per Share
Terms of issue	The Shares rank equally with all existing Shares on issue
Allottees	Sophisticated Investors and Small Cap Funds
Use of funds raised	To fund the acquisition of XCOM Media Pty Ltd and associated transaction costs

- 7 If resolution 1 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to shareholders will be reduced.

Directors' recommendation

- 8 The Directors unanimously recommend you vote in favour of this resolution.

Resolution 2 - Ratification of previous issue and allotment of shares to the vendors of XCOM Media Pty Ltd as consideration for the acquisition

- 9 On 1 November 2018, being the completion date of the acquisition of XCOM Media Pty Ltd, in satisfaction of the initial consideration, the Company paid \$789,000 cash to XCOM Media Pty Ltd and issued to the vendors of XCOM Media Pty Ltd such number of Shares, at a deemed issue price of \$0.03, amounting to \$156,960 (being 5,232,000 Shares).
- 10 The purpose of resolution 2 is for shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the previous issue of the Shares.
- 11 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 12 Resolution 2 proposes the ratification and approval of the allotment and issue of the Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 13 Details of the issue are set out below.

Shares	
Issue date	1 November 2018
Number of securities	5,232,000
Issue price	\$0.03 per Share
Terms of issue	The Shares rank equally with all existing Shares on issue
Allottees	Vendors of XCOM Media Pty Ltd
Use of funds raised	Equity consideration for the acquisition of XCOM Media Pty Ltd

- 14 If resolution 2 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to shareholders will be reduced.

Directors' recommendation

- 15 The Directors unanimously recommend you vote in favour of this resolution.

Resolutions 3 - Ratification of previous issue and allotment of Shares to corporate adviser as consideration for advisory fees

- 16 Millers Point Company Pty Ltd provided corporate advisory services to the Company in connection with the acquisition of XCOM Media Pty Ltd. A proportion of the fees payable for such services were agreed to be paid by way of equity. On 1 November 2018, being the completion date of the acquisition of XCOM Media Pty Ltd, 339,467 Shares were issued to Olivab Pty Ltd (as nominated by Millers Point Company Pty Ltd) at a deemed issue price of \$0.03 per Share.
- 17 The purpose of resolution 3 is for shareholders to ratify, under ASX Listing Rule 7.4 and for all other purposes, the previous issue of the Shares.

- 18 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 19 Resolution 3 proposes the ratification and approval of the allotment and issue of the Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 20 Details of the issue are set out below.

Shares	
Issue date	1 November 2018
Number of securities	339,467
Issue price	\$0.03 per Share
Terms of issue	The Shares rank equally with all existing Shares on issue
Allottees	Olivab Pty Ltd
Use of funds raised	Equity consideration for transaction costs relating to the acquisition of XCOM Media Pty Ltd.

- 21 If resolution 3 is not approved, the Company's capacity to raise additional equity funds over the next 12 months without reference to shareholders will be reduced.

Directors' recommendation

- 22 The Directors unanimously recommend you vote in favour of this resolution.

Glossary

OtherLevels Holdings Limited ACN 603 987 266

ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means OtherLevels Holdings Limited ACN 603 987 266.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
General Meeting	means the Company's general meeting the subject of this Notice of Meeting.
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
Small Cap Fund	means a specialist fund investing predominantly in small market capitalisation companies.
Sophisticated Investors	means sophisticated and professional investors as those terms are defined in the Corporations Act.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

OtherLevels Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

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 General Meeting of the Company to be held at **10:00am (Brisbane time) on Monday, 21 January 2019 at McCullough Robertson Lawyers, Level 11, 66 Eagle St, 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

- 1 Ratification of previous issue and allotment of Shares to Sophisticated Investors and Small Cap Funds
- 2 Ratification of previous issue and allotment of Shares to the vendors of XCOM Media Pty Ltd as consideration for the acquisition
- 3 Ratification of previous issue and allotment of Shares to corporate adviser as consideration for advisory fees

For Against Abstain*

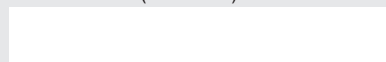
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



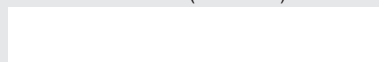
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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" must 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.

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 **10:00am (Brisbane time) on Saturday, 19 January 2019**, 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

OtherLevels Holdings 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*
Level 12
680 George Street
Sydney NSW 2000

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

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