



(ABN 91 157 710 846)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of iCar Asia Limited (iCar or the Company) will be held as follows:

Date: **Friday 25 May 2018**

Time: **2:00 pm (AEST)**

Venue: **Computershare Investor Services Pty Limited
Level 4
60 Carrington Street
Sydney, NSW 2000**

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the directors' report and the auditor's report for the year ended 31 December 2017.

1. Adoption of Remuneration report

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

"That the Company adopt the remuneration report for the year ended 31 December 2017 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 31 December 2017 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

2. Re-election of Mr Lucas Elliott as a Director

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

"That Mr Lucas Elliott, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

3. Election of Mr Richard Kuo as a Director

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

“That Mr Richard Kuo, who was appointed a Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

4. Election of Mr Peter Everingham as a Director

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

“That Mr Peter Everingham, who was appointed a Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

5. Approval to issue ordinary shares to Mr Mark Britt

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Mark Britt or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Mark Britt, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 5.

6. Approval to issue ordinary shares to Mr Georg Chmiel

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Georg Chmiel or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Georg Chmiel, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 6.

7. Approval to issue ordinary shares to Mr Lucas Elliott

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Lucas Elliott, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 7.

8. Approval to issue ordinary shares to Mr Peter Everingham

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Peter Everingham or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Peter Everingham, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 8.

9. Approval to issue ordinary shares to Mr Patrick Grove

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr Patrick Grove, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 9.

10. Approval to issue ordinary shares to Mr Syed Khalil Ibrahim

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Syed Khalil Ibrahim or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Mr Syed Khalil Ibrahim, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 10.

11. Approval to issue ordinary shares to Mr Richard Kuo

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Richard Kuo or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of Mr Richard Kuo, any other director and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 11.

12. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 2,158,895 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by Mr Hamish Stone, Mr Joe Dische, Mr Pedro Sttau, Mr Jonathan Adams, Mr Porniadda Dathratwibul and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 12.

13. Approval of 10% Placement Facility

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

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the Company's share capital calculated in accordance with ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by any person who may participate in the proposed issue of equity securities under this Resolution 13 and any person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder. if Resolution 13 is passed, and any of their associates, unless the vote is cast:

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

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 13.

Note: In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.

14. Approval of issue of options to Catcha Group Pte Ltd

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 11,333,330 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.20 per option to Catcha Group Pte Ltd in accordance with the terms summarised in the Explanatory Memorandum attached.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of on Resolution 14 by or on behalf of Mr Luke Elliott and Mr Patrick Grove and any of their Associates, unless the vote is cast:

- (a) 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.

However, the entity need not disregard a vote if:

- 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
- 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.

The Chairman intends vote all available undirected proxies in favour of this Resolution 14.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- (c) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**); and
- (d) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Proxies must be:

- no later than 2:00 pm (AEST) on Wednesday 23 May 2018.**

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Ernst & Young, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Ernst & Young if the question is relevant to the content of Ernst & Young's audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017.

Relevant written questions to Ernst & Young must be submitted no later than 5:00pm (AEST) on Thursday 17 May 2018. A list of those questions will be made available to Shareholders attending the meeting. Ernst & Young will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for Ernst & Young to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (AEST) on Thursday 17 May 2018.

By order of the Board



Mark Licciardo
Company Secretary

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of iCar Asia Limited (**iCar** or the **Company**) at the 2017 Annual General Meeting to be held commencing at 2:00 pm on Friday 25 May 2018 at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under section 317 of the Corporations Act, iCar is required to lay its annual financial report, directors' report and auditor's report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement, either in the Corporations Act or the Company's Constitution, for shareholders to approve the reports.

Representatives of iCar's auditor, Ernst & Young, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report on the Company's website at www.icarasia.com.

Resolution 1 – Adoption of Remuneration report

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on iCar's remuneration report. The remuneration report is contained in the directors' report. Under section 250R(2) of the Corporations Act, iCar must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or iCar.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing iCar's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of iCar's directors other than the managing director must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

iCar encourages all Shareholders to cast their votes on this resolution. The Chairman intends to vote all available undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 - Re-election of Mr Lucas Elliott as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 2.

Pursuant to Clause 7.1 of iCar's Constitution and ASX Listing Rule 14.4 a director must not hold office (without re-election) past the third Annual General Meeting following the directors appointment. Mr Elliott was last elected in 2016.

Resolution 2 provides for the re-election of Lucas Elliott as Director of iCar in accordance iCar's Constitution.

Board member since April 2012. Mr Elliott is a co-founder of the Group. He has over 18 years of Asian online experience, with a focus on developing fast moving online business models and monetising online assets. Mr Elliott is also a confounder of Catcha Group, where he is responsible for all aspects of Catcha Group's corporate finance activities, including mergers and acquisitions, capital raisings and public listings. Mr Elliott has a Bachelor of Commerce degree with a major in Finance from the University of Sydney. Mr Elliott is a Director Rev Asia Berhad, a Malaysia-listed company. He is also the former Director of Ensogo Limited.

The Directors (excluding Lucas Elliott) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 and 4 – Election of Messrs Kuo and Everingham

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 3 and 4. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolutions 3 and 4.

Pursuant to Clause 7.1 of the Constitution Messrs Kuo and Everingham will retire and seek election.

Richard is the co-founder and CEO of Pier Capital, a boutique investment banking firm operating in Australia. He is an independent non-executive director of Juwai Holdings Limited and SCEGGS Darlinghurst Limited, and has been a director of a range of companies in the pharmaceutical, technology and not-for-profit sectors. Previously, Richard practiced as a lawyer specialising in corporate law before moving into investment banking and then as a member of the senior management team of what grew to be one of Australia's largest software companies.

Peter is an experienced executive and non-executive Director of digital and technology businesses having worked in the sector for over 19 years. Up until December 2016, Peter was Managing Director of SEEK Limited's International Division which includes their online businesses in China, Hong Kong and South East Asia. He led the merger of JobStreet and JobsDB in Asia, based out of the Kuala Lumpur Office, and was Chairman of SEEK's China business called Zhaopin. Prior to SEEK, Peter was Director of Strategy for Yahoo! in Australia and South East Asia which included investing in Australia's leading online car classifieds business, carsales.com.au.

The Board of Directors (other than the Director who is the subject of each resolution) supports the election of Messrs Kuo and Everingham.

Resolution 5 to 11 – Approval to issue ordinary shares to Directors

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 5 to 11. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolutions 5 to 11.

Messrs Britt, Chmiel, Elliott, Everingham, Grove, Ibrahim and Kuo (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration for the period 1 January 2017 – 31 December 2017 or the period of their tenure as Director during the 2017 Financial Year:

- (a) Mr Britt:
as non-executive Director \$24,000 in shares.
- (c) Mr Chmiel
as executive Chairman \$108,000 in shares.

- (e) Mr Elliott:
as a non-executive Director \$39,000 in shares.
- (e) Mr Everingham:
as a non-executive Director \$15,000 in shares.
- (f) Mr Grove:
as a non-executive Director \$45,000 in shares.
- (g) Mr Ibrahim:
as a non-executive Director \$44,000 in shares.
- (h) Mr Kuo:
as a non-executive Director \$20,000 in shares.

The Company is seeking shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the relevant fully paid ordinary shares to the Related Parties.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the fully paid ordinary shares granted to the Related Parties will not use up part of the 15% available under ASX Listing Rule 7.1.

Issue of shares to Mr Mark Britt

The Board, Mr Britt aside, recommends that Members approve the grant of a total of 99,297 fully paid ordinary shares in the capital of the Company to Mark Britt.

Issue of shares to Mr Georg Chmiel

The Board, Mr Chmiel aside, recommends that Members approve the grant of a total of 446,835 fully paid ordinary shares in the capital of the Company to Georg Chmiel.

Issue of shares to Mr Lucas Elliott

The Board, Mr Elliott aside, recommends that Members approve the grant of a total of 161,357 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Issue of shares to Mr Peter Everingham

The Board recommends that Members approve the grant of a total of 62,060 fully paid ordinary shares in the capital of the Company to Peter Everingham.

Issue of shares to Mr Patrick Grove

The Board, Mr Grove aside, recommends that Members approve the grant of a total of 186,181 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Issue of shares to Mr Syed Khalil Ibrahim

The Board, Mr Ibrahim aside, recommends that Members approve the grant of a total of 182,044 fully paid ordinary shares in the capital of the Company to Syed Khalil Ibrahim.

Issue of shares to Mr Richard Kuo

The Board recommends that Members approve the grant of a total of 82,747 fully paid ordinary shares in the capital of the Company to Richard Kuo.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$0.2417 (being the Volume Weighted Average Price for the period 1 January 2017 to 31 December 2017) per share that are to be issued as the Directors' remuneration, subject to Shareholder approval and priced in line with agreements with Directors.

Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of Shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

Resolution 12 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 12. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 12.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 23 February 2017 the Company issued 2,158,895 fully paid ordinary shares each in the capital of the Company to senior employees as detailed below as part of their Short Term Incentive and Long Term Incentive:

Name	Issue price	Shares issued
Mr Hamish Stone	\$0.2417	740,997
Mr Jonathan Adams	\$0.2417	87,280
Mr Joe Dische	\$0.2417	695,538
Mr Pedro Sttau	\$0.2417	420,511
Mr Porniadda Dathratwibul	\$0.2417	214,569
Total		2,158,895

Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to management with those to shareholders. The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

Resolution 13 – Approval of 10% Placement Facility

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 13. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 13.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (10% Placement Capacity). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

If Shareholders approve Resolution 13, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: ICQ).

The number of equity securities that the Company may issue under the approval sought by Resolution 15 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

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

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

plus the number of Shares issued in the 12 months under an exception in ASX 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 the approval of Shareholders under ASX Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

D = 10%.

E = the number of equity securities issued or agreed to be issued under ASX Listing 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 Shareholders under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 13 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 13:

Minimum Price: Under the ASX Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 ASX trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

Risk of voting dilution: Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue, unless the only equity securities issued under the 10% Placement Capacity are options and these options are not exercised.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement Capacity are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula set out above) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.120 50% decrease in Issue Price	\$ 0.240 Issue Price	\$ 0.480 100% increase in Issue Price
Current Variable A 381,341,086	10% Voting dilution	38,134,109	38,134,109	38,134,109
	Funds raised	\$4,576,093	\$9,152,186	\$18,304,372
50% increase in current Variable A 572,011,629	10% Voting dilution	57,201,163	57,201,163	57,201,163
	Funds raised	\$6,864,140	\$13,728,279	\$27,456,558
100% increase in current Variable A 762,682,172	10% Voting dilution	76,268,217	76,268,217	76,268,217
	Funds raised	\$ 9,152,186	\$ 18,304,372	\$ 36,608,744

¹ The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (ii) The table shows only the effect of shares issues under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (iii) The current issue price is \$0.2400, being the closing price of the shares on ASX on 16 April 2018.
- (iv) The current number of shares on issue is the Shares on issue as at 16 April 2018.

The table shows:

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

If Shareholder approval is granted for Resolution 13, then that approval will expire on the earlier of:

- (i) 26 May 2019, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity: The Company may issue equity securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash, in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Company's prospectus or to fund expenditure on existing assets or for general working capital; or
- (ii) as non-cash consideration for investments, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity: The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (iii) the purpose of the issue;
- (iv) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (v) the effect of the issue of the equity securities on the control of the Company;
- (vi) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (vii) prevailing market conditions; and
- (viii) advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A: The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2017 Annual General Meeting held on 26 May 2017.

Information required under ASX Listing Rule 7.3A.6(a): The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the

percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	<ol style="list-style-type: none"> 1. 667,886 Shares – issued under ASX Listing Rule 7.1. 2. 599,029 Shares – issued under ASX Listing Rule 10.11 following approval by Shareholders at the 2017 AGM. 3. 55,554,130 Shares – issued under ASX Listing Rule 7.2 4. 2,158,895 Shares – issued under ASX Listing Rule 7.1. 5. 1,405,952 Shares – issued under ASX Listing Rule 7.2.
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	15.84%

Information required under ASX Listing Rule 7.3A.6(b): The below table sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this AGM.

Date	Holder	Class	# of Shares	\$AUD
12/05/2017	Hamish Stone	FPO	171,556	0.3817
12/05/2017	Joe Dische	FPO	237,517	0.5052
12/05/2017	Joe Dische	FPO	27,381	1.26
12/05/2017	Pedro Sttau	FPO	116,119	0.5052
12/05/2017	Porniadda Dathratwibul	FPO	59,627	0.5052
12/05/2017	Joey Caisse	FPO	55,686	1.24
19/06/2017	Ajay Bhatia - Nomiess Carsales.com	FPO	89,545	0.5052
19/06/2017	Mark Britt	FPO	95,012	0.5052
19/06/2017	Georg Chmiel	FPO	15,618	0.5052
19/06/2017	Shaun Di Gregorio	FPO	47,115	0.5052
19/06/2017	Lucas Elliott - Nominee Catcha Group	FPO	95,012	0.5052
19/06/2017	Patrick Grove - Nominee Catcha Group	FPO	118,765	0.5052
19/06/2017	Syed Khalil Syed Ibrahim	FPO	48,417	0.5052
19/06/2017	Cameron McIntyre - Nominee Carsales.com	FPO	89,545	0.5052
12/12/2017	Rights Issue	FPO	55,554,130	0.18
23/02/2018	Hamish Stone	FPO	740,997	0.2417
23/02/2018	Joe Dische	FPO	695,538	0.2417
23/02/2018	Pedro Sttau	FPO	420,511	0.2417
23/02/2018	Jonathan Adams	FPO	87,280	0.2417
23/02/2018	Porniadda Dathratwibul	FPO	214,569	0.2417
22/03/2018	Exercise of options	FPO	1,405,952	0.2000

No discounts were offered on any of the share issue prices.

The Company intends to use the proceeds raised from this issue to expedite growth by investing in innovative new product and technology, increased marketing, enhanced employee capability and geographical expansion with the goal of accelerating iCar's revenue profile and future profitability. All other shares issued were non-cash consideration remunerating Directors and Employees.

Resolution 14 – Approval of issue of options to Catcha Group Pte Ltd

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 14. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 14.

The Board is recommending that Members approve the grant of a total of 11,333,330 unlisted options over fully paid ordinary shares exercisable at \$0.20 per option to Catcha Group Pte Ltd (**Catcha**).

As consideration for Catcha providing the Company with a \$5.0 million loan (**Loan**) and subject to shareholder approval of this Resolution 14, the Company will grant Catcha with up to 11,333,330 unlisted options. The Loan has an interest rate of 12% per annum and a maturity date of 3 years.

The unlisted options will be issued to Catcha as follows:

- 3,777,777 options on the date shareholders give their approval to the grant.
- 7,555,553 options when the Company draws down funds under the Loan.

The Company is seeking shareholder approval for all purposes, including ASX Listing Rule 10.11, for the grant of the options to Catcha. ASX Listing Rule 10.11 requires the approval of shareholders to issue securities to a related party unless specified exceptions apply. For the purposes of ASX Listing Rule 10.11, an entity controlled by a director of a public company is a related party of that public company. Mr Luke Elliott and Mr Patrick Grove are both directors of the Company and together control Catcha thereby making Catcha a related party of the Company. No relevant exceptions apply. Accordingly, shareholder approval is being sought for the issue of the options to Catcha.

ASX Listing Rule 10.13.3 provides that the options must be issued no more than 1 month after the date of approval. However, the Company has applied for a waiver from ASX Listing Rule 10.13.3 to permit the Company to issue the 7,555,553 options to Catcha when the Company draws down on the Loan at any time up until 15 November 2020, the maturity date of the Loan.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the options issued to Catcha and any shares issued pursuant to this approval will not use up part of the 15% available under ASX Listing Rule 7.1.

No funds will be raised by the issue of the options to Catcha. However upon exercise of the options the funds will be employed for working capital.

The terms of the options are as follows:

- The Options have an exercise price of \$0.20.
- The Options expire 18 months from their date of issue;
- Catcha has the option to exercise the options for no payment by foregoing such number of shares so as to cover the exercise price;
- The Options are subject to the ASX Listing Rules relating to capital reorganisation. The rights of an option holder may be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Full terms of the options are set out in the Prospectus lodged with ASX on 15 November 2017.

The Directors, Mr Luke Elliott and Mr Patrick Grove aside, recommend that the Members approve the grant of the options to Catcha.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Board means the Board of directors of the Company.

Company means iCar Limited.

Constitution means the Constitution of the Company.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

ASX Listing Rules means the listing rules of the ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 25 May 2018.

Shareholder means a holder of a Share.

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



ASEAN'S NO.1 NETWORK OF AUTOMOTIVE PORTALS

ABN 91 157 710 846

ICQ

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 2:00pm (AEST) on Wednesday 23 May 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of iCar Asia Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of iCar Asia Limited to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney, NSW 2000 on Friday, 25 May 2018 at 2:00pm (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5, 6, 7, 8, 9, 10 & 11 (except where I/we have indicated a different voting intention below) even though Items 1, 5, 6, 7, 8, 9, 10 & 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 5, 6, 7, 8, 9, 10 & 11 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to issue ordinary shares to Mr Syed Khalil Ibrahim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Lucas Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval to issue ordinary shares to Mr Richard Kuo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Richard Kuo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Peter Everingham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval to issue ordinary shares to Mr Mark Britt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval of issue of options to Catcha Group Pte Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval to issue ordinary shares to Mr Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval to issue ordinary shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval to issue ordinary shares to Mr Peter Everingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Approval to issue ordinary shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

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Computershare +