

Tambla Limited

ABN 79 000 648 082

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

for a meeting of Tambla Limited (ABN 79 000 648 082) to be held at the offices of

Grant Thornton

Level 17, 383 Kent Street, Sydney, NSW 2000

on

Wednesday 22 May 2019 at 12:00pm

<p>This is an important document. Please read it carefully. If you are unable to attend the meeting please complete the form of proxy and return it in accordance with the instructions.</p>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by Tambla Limited (ABN 79 000 648 082) (**Company** or **Tambla**) that the 2019 annual general meeting (**Meeting**) of the shareholders of the Company will be held:

At: The Offices of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW, 2000

On: Wednesday 22 May 2019 at 12.00pm

to consider the following items of business:

Ordinary Business

Item 1: Annual financial report:

To receive and consider the annual financial statements, the directors' report and the audit report of the Company for the year ended 31 December 2018.

Note: there is no requirement for shareholders to approve these reports.

Resolution 1: Remuneration report

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

"That the remuneration report, as set out in the directors' report for Tambla Limited for the financial year ended 31 December 2018, be adopted."

Voting exclusion: The Company will disregard a vote cast in favour of Resolution 1 by or behalf of:

- (a) any member of the key management personnel (whose remuneration is disclosed in the Remuneration Report) or
- (b) an associate of that person.

However, the Company will not disregard a vote cast in favour of Resolution 1 by such person if:

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

If you are a member of the key management personnel of the Company or an associate of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 2: Approve re-election of Dr Phillip Carter as a director

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

"That Dr Phillip Carter, having duly consented and offered himself for election, be and is hereby re-elected as a director of the Company with immediate effect."

Extraordinary Business

Resolution 3: Approval of conversion terms of notes issued to Carnethy Evergreen Pty Ltd ACN 115 480 334

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11, section 208 of the Corporations Act and all other purposes, Shareholders approve the Conversion Terms of the Notes issued to Carnethy Evergreen Pty Ltd, on the terms set out in and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Niall Cairns; or
- (b) an associate of the person named in (a) above.

However, the Company will not disregard any votes cast on Resolution 3 by any such person 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 Chair of 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 4: Approval of additional 10% Placement Facility

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Memorandum.”

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or will obtain a material benefit as a result of the issue of Equity Securities under the Additional 10% Placement Facility (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person.

However, the Company will not disregard any votes cast on Resolution 64 by such person if:

- (c) it is cast by a person acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the Chair of 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 5: 50:1 Share Consolidation

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

“That, for the purposes of Section 254H of the Corporations Act, Listing Rule 7.20 and for all other purposes, the Shares of the Company be consolidated through the conversion of every fifty (50)

Shares into one (1) Share and that Options and Share Performance Rights on issue be adjusted in accordance with the Listing Rules on the terms and conditions in the attached Explanatory Memorandum accompanying this Notice”.

Further information in relation to the business referred to above is included in the explanatory memorandum (**Explanatory Memorandum**) accompanying this notice of meeting (**Notice of Meeting**).

By order of the board of directors of
Tambla Limited

A handwritten signature in blue ink, appearing to read 'Christopher Brooke', with a stylized flourish extending to the right.

Christopher Brooke
Company Secretary

Sydney
23 April 2019

HOW TO VOTE

Eligibility to vote

For the purposes of the Meeting, a shareholder will be entitled to vote at the Meeting if they are recorded on the Company's register of shareholders at 12.00pm on Monday 20 May 2019 (**the Voting Entitlement Date**). Accordingly, share transfers registered after the Voting Entitlement Date will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

You may vote by attending the Meeting in person or by proxy. A body corporate can appoint a corporate representative.

Voting in person

To vote in person, attend the Meeting at the place and time specified in the Notice of Meeting.

Voting by corporate representative

Body corporate shareholders should complete a "*Certificate of Appointment of Corporate Representative*" to enable a person to attend the Meeting on their behalf. A form of this certificate may be obtained from Automic Pty Limited, the Company's share registry, by calling 1300 288 664 (in Australia) or +612 9698 5414 (from overseas) or online at www.automic.com.au under the Investor tab titled 'Forms'.

Voting by proxy

To vote by proxy, please complete, sign and return the relevant proxy form enclosed with this Notice of Meeting in accordance with the instructions on the proxy form. Shareholders may also lodge their proxy vote online via <https://investor.automic.com.au/#/loginsah>. Further instructions are provided on the proxy form. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote on their behalf. If two proxies are appointed, the shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the votes. A proxy need not be a shareholder. The proxy form contains voting instructions and other important information which you should read carefully.

To be effective, the Company must receive proxy forms (duly completed and with any necessary documentation) at least 48 hours prior to the Meeting, that is, by 12.00pm on Monday 20 May 2019. Proxy forms may be returned by any of the following means:

By mailing it to:

Tambla Limited
C/- Automic
GPO Box 5193
Sydney NSW 2001

A REPLY PAID ENVELOPE IS ENCLOSED.

By Emailing:

meetings@automicgroup.com.au

Proxy Forms must be signed by a shareholder or the shareholder's attorney or, if the shareholder is a body corporate, by two directors or by a director and secretary, or if the shareholder is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If a proxy is signed by a shareholder's attorney, the power of attorney must have been previously noted by the Registrar or a certified copy thereof must also be received by 12.00pm on Monday 20 May 2019.

EXPLANATORY MEMORANDUM

1. GENERAL

This Explanatory Memorandum and all attachments to it are important documents. They should be read carefully and in their entirety. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Meeting, please contact your financial adviser or other professional adviser.

This Explanatory Memorandum and the accompanying Notice of Meeting are each dated 23 April 2019.

Capitalised words and expressions used in the Notice of Meeting and Explanatory Memorandum are defined throughout the Notice of Meeting and Explanatory Memorandum.

Unless otherwise stated, all references to time are to Sydney time.

2. ITEM 1 – THE ANNUAL REPORT

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- (a) the directors' report and auditor's report; and
- (b) the annual financial report, including the financial statements of the Company for the year ended 31 December 2018,

(together, the **Annual Report**) to be laid before the Annual General Meeting of the Company.

A copy of the Annual Report is attached.

The Corporations Act does not require a vote of the shareholders on the Company's financial report or the associated directors' report and auditor's report. However, shareholders will be given ample opportunity to ask questions about or make comments on the management of the Company, including to raise questions or comments on the financial reports, at the Meeting.

The financial report for consideration at the Meeting will be the full financial report. In accordance with section 250T of the Corporations Act, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's auditor (who will be present at the Meeting) questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the auditor in relation to the content of the auditor's report and the conduct of its audit of the financial report in accordance with section 250PA of the Corporations Act. Written questions to the auditor are required to be given to the Company no later than the fifth business day before the day of the Meeting.

3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (Non-Binding)

Section 250R(2) of the Corporations Act provides that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the vote.

The remuneration report of the Company forms a distinct part of the directors' report, which is part of the attached Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and

- (c) sets out the remuneration details for each director and executive officer named in the remuneration report for the financial year ended 31 December 2018.

The remuneration levels for directors, executives and senior managers are competitively set to attract and retain appropriate directors and key management personnel.

The Corporations Act provides that Resolution 1 need only be an advisory vote of shareholders and does not bind the directors. However, the Corporations Act provides that if the Company's remuneration report resolution receives a "no" vote of 25% or more of votes cast at the Meeting, the Company's subsequent remuneration report must explain the board's proposed action in response or, if the board does not propose any action, the board's reasons for not making any changes. The board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In accordance with section 250SA of the Corporations Act, the Chair of the Meeting will provide a reasonable opportunity for the members as a whole to ask questions about or make comments on the remuneration report.

4. RESOLUTION 2 – RE-ELECTION OF DR PHILLIP CARTER

Phillip is a joint managing director of Kestrel Capital Pty Limited. He has extensive experience developing and financing technology rich industrials in Australia, Europe and the United States of America. As chairman of Prism Group Holdings (a developer of enterprise management information systems software) he led the restructure and turnaround of its global operations and subsequent sale of the business to a US competitor, delivering significant returns to investors. Previously, Phillip headed a leading United Kingdom technology consulting and investment advisory practice and managed the InterTechnology Fund, recognised by the European Private Equity and Valuations Capital Association (EVCA) as one of the most active development capital funds in Europe.

Phillip holds a doctorate and bachelor degree in engineering (PhD, BEng) and a masters degree in finance (MAppFin). He is also a Fellow of the Institute of Company Directors (FAICD) and a Senior Fellow of the Financial Services Institute (SF Fin).

Other current directorships: Kestrel Growth Companies Limited;
Field Solutions Limited; and
Chant West Holdings Limited.

Your board considers Dr Phillip Carter to be a valuable member of the board. Dr Phillip Carter is the chair of the audit committee and a member of the remuneration and nominations committee of the board.

The directors (other than Dr Carter) recommend that shareholders vote in favour of Resolution 2. The directors advise that they intend to vote all shares controlled by them as at the date of the Meeting IN FAVOUR of Resolution 2.

5. RESOLUTION 3 – APPROVAL OF CONVERSION TERMS OF NOTES ISSUED TO CARNETHY EVERGREEN PTY LTD ACN 115 480 334

5.1 Background

A convertible note deed poll (**Convertible Note**) was executed by the Company on 20 February 2019. An application for notes under the Convertible Note was received and accepted by the Company from Carnethy Evergreen Pty Ltd (**Carnethy**), under which the Company agreed to issue 900,000 notes (**Notes**), each with a face value of \$1.00 per Note. Carnethy is a company controlled by Director Niall Cairns. The Notes were issued on 21 February 2019.

Listing Rule 10.11 provides that, unless a specified exception applies, a Company must not issue or agree to issue Equity Securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company and entities controlled by those directors.

Certain terms of the Notes which enable the Notes to be convertible into Shares (**Conversion Terms**) are subject to shareholder approval. Accordingly, Resolution 3 seeks Shareholder approval of the Conversion Terms for the purpose of Listing Rule 10.11 to enable the Notes issued to Carnethy to be convertible into Shares, rather than the Notes operating purely as a debt instrument as a promissory note.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

5.2 Key terms of Notes

The key terms of the Notes issued to Carnethy are set out in the table below:

No	Item	Details
1.	Face Value	Each Note has a face value of A\$1.00 in total.
2.	Issue Date	21 February 2019, being the date the Notes were issued to Carnethy.
3.	Maturity Date	30 June 2021
4.	Shareholder approval	<p>The Notes contain conversion rights that are conditional on, and of no force and effect until, shareholder approval is obtained under Listing Rule 10.11 and Chapter 2E of the Corporations Act. If shareholder approval is not obtained the Notes remain a basic promissory note accruing interest as set out in item 5 below and being repayable on the Maturity Date.</p> <p>If shareholder approval is obtained, the terms set out in items 6 to 10 below become effective.</p>
5.	Interest	<p>Interest accrues at the rate of 10% per annum on each Note from (and including) the Issue Date until (but excluding) the earlier of the date on which the holder converts the Note or the Maturity Date.</p> <p>Accrued interest will be paid by the Company quarterly in arrears and may, at the election of the Company, be capitalised and added to the outstanding amount on the Notes.</p>
6.	Conversion* This term becomes effective if shareholder approval is obtained.	<p>If a conversion notice is given by a holder of a Note at any time from the date of shareholder approval until the Maturity Date, the Note will be converted into fully paid ordinary shares in the Company (Conversion Shares) at a conversion price of \$0.02 per Share, or, on a capital raising, the lower of \$0.02 per Share and a 10% discount to the price at which Shares are issued in the capital raising, or on a change of control, the lower of \$0.02 per Share and a 20% discount to the price offered for Shares under such change of control event (Conversion Price). A minimum of 50,000 Notes must be converted in any given conversion.</p> <p>By way of example, in the absence of a capital raising or change of control, for every \$1 of Notes converted the noteholder would receive 50 Shares. In the event of a capital raising at \$0.02 per Share, the conversion price would be \$0.018 (being a 10% discount to the issue price in the capital raising) and so for every \$1 of Notes converted the noteholder would receive 55 Shares (rounded to the nearest whole Share).</p> <p>If the issue of any Conversion Shares would result in a breach of section 606 of the Corporations Act, the Company must issue the maximum number of Shares that may be issued so that section 606 is not breached and, at the election of the noteholder, either require the Company to convene and hold a meeting of</p>

No	Item	Details
		Shareholders within 60 days to approve the issue of the additional shares or nominate such later date for the issue of additional shares so that section 606 is not breached.
7.	Quotation of Conversion Shares* This term becomes effective if shareholder approval is obtained.	The Company must do all things necessary or desirable to ensure that Conversion Shares are quoted on the ASX and will be freely tradable including by either providing to ASX a cleansing statement within 5 business days of the issue or lodging a prospectus with ASIC.
8.	Repayment on Maturity* This term becomes effective if shareholder approval is obtained.	The Company will provide the noteholder with a repayment notice within 10 business days before the Maturity Date. Upon receipt of the repayment notice, the noteholder may, at any time before the Maturity Date, issue a conversion notice to the Company requiring the conversion of the relevant Notes. If the noteholder does not provide a conversion notice prior to the maturity date, the Company must repay the outstanding amount on the Notes (including all accrued interest) within 10 business days following the Maturity Date.
9.	Effect of reconstruction of capital* This term becomes effective if shareholder approval is obtained.	The Conversion Price and number of securities a holder is entitled to receive on exchange of their Notes will be appropriately adjusted in the event of a reorganisation, reconstruction, consolidation or sub-division of the capital of the Company. In the case of a bonus issue or pro-rata issue, the exercise price of the Options will be adjusted in accordance with the formula and criteria specified in the Agreement in accordance with the Listing Rules.
10.	Default Events* This term becomes effective if shareholder approval is obtained.	Upon the occurrence of certain default events, including the Company failing to pay amounts due under the agreement, the Company materially breaching the agreement and insolvency circumstances, the noteholder may accelerate the maturity date of the Notes to the date of written notice of the default event.

5.3 Listing Rule Requirements

In accordance with Listing Rule 10.13, the following information is provided for approval under Listing Rule 10.11:

(a) Name of person to receive securities

The person to receive securities is Carnethy Evergreen Pty Limited.

(b) Maximum number of securities to be issued

900,000 Notes were issued to Carnethy Evergreen Pty Limited.

(c) Date of issue

The 900,000 Notes were issued on 21 February 2019 and will only become Equity Securities convertible into Shares with shareholder approval.

(d) Relationship with the Company

Carnethy Evergreen Pty Limited is an entity controlled by Mr. Niall Cairns, who is a Director of the Company.

(e) Issue price

The Notes have a face value of \$1.00 each. Any Shares issued on conversion of the Notes will be issued at the Conversion Price.

(f) Terms of issue

The Notes were issued on the terms set out in the table set out in section 5.2 of the Explanatory Statement above. Any Shares issued on conversion of the Notes will be fully paid ordinary shares in the capital of the Company on the same terms and ranking equally in all respects with the Company's existing Shares.

(g) Intended use of funds raised

The funds raised from the issue of the Notes the subject of this Resolution 3 will be primarily invested in sales and marketing initiatives to accelerate the Company's current growth plans. A portion of the funds will also be used to expand and develop the growing inbound opportunities from North America relating to the Company's market leading business-rule interpretation engine.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

5.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the Directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes, as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Notes and the Conversion Terms constitute the provision of a financial benefit to a related party. The Company is of the view that, excluding the Conversion Terms, the Notes, being a basic promissory note, would fall within the "arm's length terms" exception in section 210 of the Corporations Act. Accordingly, the Company is only seeking Shareholder approval for the purpose of section 208 of the Corporations Act for the application of the Conversion Terms of the Notes issued to Carnethy. In compliance with the information requirements of Section 219 of the Corporations Act, Shareholders are advised of the information below. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by this Resolution 3.

(a) Identity of related party

The Notes have been issued to Carnethy Evergreen Pty Limited, an entity controlled by Mr. Niall Cairns, who is a Director of the Company.

(b) Nature of the financial benefit

The financial benefit proposed to be given is the application of the Conversion Terms to the 900,000 Notes issued to Carnethy Evergreen Pty Limited. The Conversion Terms are summarised in section 5.2 of the Explanatory Statement above. In particular, the Conversion Terms permit the Notes to be converted into Shares at the Conversion Price.

(c) Valuation of financial benefit

The Company has calculated the value of the Conversion Terms of the Notes as being \$Nil.

In valuing the terms of the conversion of the Notes, the Company is using the same basis as previously disclosed for the Company's share option scheme, which has resulted in no material benefit.

(d) Dilution

If the Notes are converted, the issue of Shares will in aggregate be equal to approximately 4.36% of the Company's fully-diluted share capital (based on the number of Shares on issue as at the date of this Notice and a Conversion Price of \$0.02 per Share), and no other issue of Shares is made by the Company in the interim, resulting in a total of 1,034,129,167 Shares on issue.

(e) Interests of related party in the Company

The interests of Carnethy and Mr. Niall Cairns in securities of the Company as at the date of this Notice are set out in the table below:

Related party	Relevant Interest
Carnethy Evergreen Pty Ltd	133,059,918 Shares
Mr. Niall Cairns	309,117,320 Shares

For the avoidance of doubt, the interests of Mr. Niall Cairns in the table above include the interests of Carnethy.

(f) Remuneration of directors

The total annual remuneration arrangements for Mr. Niall Cairns as at the date of this Notice is a cash salary of \$90,000 per annum.

5.5 Director Recommendation

The Notes were subscribed for by Mr. Niall Cairns in order to provide financial support for the Company and will be primarily invested in sales and marketing initiatives to accelerate the Company's current growth plans. A portion of the funds will also be used to expand and develop the growing inbound opportunities from North America relating to the Company's market leading business-rule interpretation engine. In order to allow Mr. Niall Cairns to provide equity rather than debt funding to the Company the Directors (other than Mr. Niall Cairns, who has a material personal interest) recommend that Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

6.1 Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (**Additional 10% Placement Facility**). The Additional 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, at the time of the

entity's annual general meeting. If the Company does not meet the eligibility criteria on the date of the Meeting, Resolution 4 will be withdrawn and shareholders will not be required to vote on this Resolution 4.

Resolution 4 seeks shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below in section 6.2(c).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, being Shares.

As at the date of the notice of meeting, the company is an eligible entity.

6.2 Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, shareholders are advised of the following information:

(a) Minimum Issue Price

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:

- the date on which the Equity Securities are issued; or
- the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 business days.

(b) Dilution

As at the date of this Notice of Annual General Meeting, the Company has 989,129,167 Shares on issue. Accordingly, if shareholders approve Resolution 4, the Company will have the capacity to issue approximately 98,912,917 Shares under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise 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 following formula:

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

where:

- A =** the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4; and
 - (iv) less the number of fully paid ordinary shares cancelled in the 12

months.

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

D = 10%

E = 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.

If Resolution 4 is approved by shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing shareholders' voting power in the Company will be diluted as shown in the table below. 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.

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 this Notice of Annual General Meeting.

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		
		0.45 cents 50% decrease in Issue Price	0.9 cents Issue Price	1.35 cents 50% increase in Issue Price
Current Variable A 989,129,167 Shares	Shares issued (10% Voting Dilution)	98,912,916 New Shares	98,912,916 New Shares	98,912,916 New Shares
	Funds raised	\$445,108.12	\$890,216.24	\$1,335,324.37
50% increase in current Variable A 1,483,693,750 Shares	Shares issued (10% Voting Dilution)	148,369,375 New Shares	148,369,375 New Shares	148,369,375 New Shares
	Funds raised	\$667,662.19	\$1,335,324.38	\$2,002,986.56
100% increase in current Variable A 1,978,258,334 Shares	Shares issued (10% Voting Dilution)	197,825,832 New Shares	197,825,832 New Shares	197,825,832 New Shares
	Funds raised	\$890,216.24	\$1,780,432.49	\$2,670,648.73

The table has been prepared on the following assumptions:

1. Variable A is 989,129,167 being the number of Shares on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. No options or performance rights are exercised into shares before the date of issue of the Equity Securities. The Company currently has 23,565,380 Options and 34,000,000 Performance Rights on issue.
4. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
5. 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%.
6. The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the Additional 10% Placement Facility, based on that shareholder's holding at the date of the Meeting. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. 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.
8. The issue price is 0.9 cents, being the closing price of the Company's shares on ASX on 17 April 2019.

(c) Issue Period

If shareholders approve Resolution 4, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
 - (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),
- (the **Additional 10% Placement Period**).

The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(d) Purpose of issues

At the date of this Notice of Annual General Meeting, the Company has not identified any persons to whom it intends to offer securities under Listing Rule 7.1A. In the event that the Company issues any shares under Listing Rule 7.1A, the funds raised from such an issue would be used by the Company to increase sales and marketing initiatives to accelerate the company's current growth plans and / or to provide working capital. While no transactions are currently contemplated, it is possible that securities issued under Listing Rule 7.1A may be issued for non-cash consideration. If the issue is for non-cash consideration, the company will comply with ASX Listing Rule 7.1A.3, including providing for release to the market a valuation provided by an independent expert.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the persons to whom Equity Securities will be issued to will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The persons to whom Equity Securities will be issued under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing shareholders and/or new shareholders who, in either case, are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility will be the vendors of the new assets or investments.

(f) Previous issues of Equity Securities under Listing Rule 7.1A

The Company has not previously issued Equity Securities under Listing Rule 7.1A.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed persons to whom

any Equity Securities may be issued under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that shareholders approve Resolution 4.

7. RESOLUTION 5 – 50:1 SHARE CONSOLIDATION

7.1 Background

Resolution 5 seeks Shareholder approval for the Company to undertake a consolidation of the number of Shares on issue on the basis that every fifty (50) Shares held be consolidated into one (1) Share (**Consolidation**). Similarly, the number of options on issue (including performance rights) (**Options**) will be consolidated on the basis that every fifty (50) Options held will be consolidated into one Option. The exercise price of Options will be amended in inverse proportion to the consolidation ratio.

7.2 Regulatory requirements

(a) Purpose of proposed resolution

The Directors propose the Consolidation as it will result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors, particularly institutional and global investors.

(b) Effect of Consolidation

The result of the Consolidation is that each Security holding will be reduced by fifty (50) times its current level. Each Shareholder and Option holder's proportional interest in the Company's share capital or Options will remain unchanged as a result of the Consolidation. Any fractional entitlements of Security holders as a consequence of the Consolidation will be rounded up.

The change in capital structure of the Company following the Consolidation, which is subject to adjustment for rounding, is as follows:

Shares

	Number*
Shares currently on issue	989,129,167
Shares on issue after Consolidation	19,782,583

*Assumes no Options exercised prior to Consolidation

Options

	Number*
Total Options and Performance Rights on issue	57,565,380
Total Options and Performance Rights on issue after Consolidation	1,151,308

* Assumes no Options or Performance Rights exercised or forfeited prior to Consolidation

Options – Pre Consolidation

	Number
Options exercisable at \$0.01 by 30 June 2019	5,000,000
Options exercisable at \$0.02 by 30 June 2019	2,000,000
Options exercisable at \$0.03 by 3 September 2019	7,565,380
Options exercisable at \$0.03 by 31 December 2019	4,000,000
Options exercisable at \$0.03 by 30 June 2022	5,000,000
Performance rights vesting on various dates	34,000,000
TOTAL	57,565,380

Options – Post Consolidation

	Number
Options exercisable at \$0.50 by 30 June 2019	100,000
Options exercisable at \$1.00 by 30 June 2019	40,000
Options exercisable at \$1.50 by 3 September 2019	151,308
Options exercisable at \$1.50 by 31 December 2019	80,000
Options exercisable at \$1.50 by 30 June 2022	100,000
Performance rights vesting on various dates	680,000
TOTAL	1,151,308

(c) Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a Share or Option, that fraction will be rounded up to the nearest whole number of Shares or Options.

(d) Holding statements

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

(e) Taxation

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares pre-consolidation. The acquisition date of Shares held after the Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Memorandum does not however consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-resident

Shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

7.3 Timetable

An indicative timetable, assuming Shareholder approval is obtained will be as follows:

	Event
Wednesday 22 May 2019	Meeting held, including Resolution to approve Consolidation Company notifies ASX that Securityholders have approved the Consolidation.
Thursday 23 May 2019	Last day for trading pre-consolidation securities.
Friday 24 May 2019	Trading in the Consolidated Securities on a deferred settlement basis starts.
Monday 27 May 2019	Last day for Company to register transfers on a pre-consolidation basis.
Tuesday 28 May 2019	Registration of securities on a post-consolidation basis.
Monday 3 June 2019	Despatch of new holding statements. Deferred settlement trading ends.
Tuesday 4 June 2019	Normal trading in consolidated securities starts.

7.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.



Tambla Limited | ABN 79 000 648 082

AGM Registration Card

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: TBL

Your proxy voting instruction must be received by **12:00pm (Sydney Time) on Monday, 20 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder 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 registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



