

## NOTICE OF ANNUAL GENERAL MEETING

### AMENDMENTS

DataDot Technology Limited advises the following amendments to the Notice of Meeting and Explanatory Memorandum issued to shareholders on 21 October 2019 in relation to the AGM to be held on 21 November 2019.

#### **Resolution 7 - Issue shares to Convertible Note holders - related parties**

This Resolution is now withdrawn.

#### **Resolution 6 - Issue shares to Convertible Note holders – third parties**

<b>Original Resolution 6</b>	<b>Revised Resolution 6</b>
<p><i>"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders hereby approve and authorise the Company to issue 66,666,667 fully paid ordinary shares in the Company at an issue price of \$0.012 per share to holders of the Company convertible notes or their nominees on the terms and conditions set out in the Explanatory Memorandum."</i></p>	<p><i>"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders hereby ratify the issue of 32 convertible notes with a total face value of \$800,000 issued to non-related parties in June and July 2019, convertible into 66,666,667 fully paid ordinary shares in the Company at an issue price of \$0.012 per share to holders of the Company convertible notes or their nominees on the terms and conditions set out in the Explanatory Memorandum."</i></p>
<b>Original Explanatory Memorandum</b>	<b>Revised Explanatory Memorandum</b>
<p>Under ASX Listing Rule 7.1 a company must not, without the approval of its ordinary Shareholders, issue more than 15% of its equity securities in any 12 month period, unless an exception applies in Listing Rule 7.2.</p>	<p>Under ASX Listing Rule 7.1 a company must not, without the approval of its ordinary Shareholders, issue more than 15% of its equity securities in any 12 month period, unless an exception applies in Listing Rule 7.2.</p> <p>Listing Rule 7.4 allows a company which makes an issue that complies with Listing Rule 7.1 to obtain subsequent shareholder approval for the issue and so reinstate the company's ability to issue up to 15% of its capital under Listing Rule 7.1. Resolution 6 complies with Listing Rule 7.4 and, if passed, will reinstate the Company's ability to issue up to 15% of its capital within a 12 month period.</p> <p>In June and July 2019 the company issued 46 convertible notes each with a face value of \$25,000 raising a total amount of \$1,150,000.</p> <p>The convertible notes mature in June and July 2021 which is two years from the date of issue.</p> <p>Interest until maturity is payable at the rate of 8% per annum.</p> <p>On maturity, the 32 convertible notes with a face value of \$800,000 will convert at a price of \$0.012 to 66,666,667 ordinary shares in the Company.</p> <p>On maturity, subject to shareholder approval, the 14 convertible notes with a face value of \$350,000 issued to related parties, will convert at a price of \$0.012 to 29,166,666 ordinary shares in the Company</p>
<p>Of the total amount of \$1,150,000 of notes issued in June and July 2019, \$800,000 in notes were issued to third parties.</p>	<p>Of the total amount of \$1,150,000 of notes issued in June and July 2019, \$800,000 in notes were issued to third parties who are sophisticated and professional investors.</p>
<p>This resolution seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of 66,666,667 Shares at a conversion price of \$0.012 to holders of the convertible notes who are third parties.</p>	<p>This resolution seeks Shareholder ratification and approval for the purposes of ASX Listing Rule 7.4 for the issue of 32 convertible notes with a total face value of \$800,000 issued to sophisticated and professional investors who are non-related parties in June and July 2019, convertible at maturity into 66,666,667 fully paid ordinary shares in the Company at an issue price of \$0.012.</p> <p>The funds raised from the issue of the notes were used for working capital to continue to drive a return to profitability through increased sales and the implementation of expense savings as set out in the Recovery Plan.</p>

**DATADOT TECHNOLOGY LIMITED**  
**ACN 091 908 726**

**NOTICE OF ANNUAL GENERAL MEETING**

**AMENDMENTS continued**

Original Explanatory Memorandum continued	Revised Explanatory Memorandum continued
	<p><b>Voting Exclusion Statement</b></p> <p>The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue of the convertible notes or an associate of those persons.</p> <p>However, the Company need not disregard a vote if:</p> <p>(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</p> <p>(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.</p>

An amended Proxy Form is attached.

All other details for the Meeting remain unchanged. Please refer to the original Notice of Meeting and Explanatory Memorandum and Proxy Form issued to shareholders and lodged on the ASX Market Announcements Platform on Monday 21 October 2019.

**Venue:** Offices of Boardroom Group  
Level 12, Grosvenor Place  
225 George Street  
Sydney, NSW, 2000

**Date:** Thursday, 21 November 2019

**Time:** 11.00 a.m. (Sydney time)



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Tuesday 19 November 2019.**

### 🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/DDTagm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Sydney Time) on Tuesday, 19 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/DDTagm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM****STEP 1 APPOINT A PROXY**

I/We being a member/s of **DataDot Technology Limited** (Company) and entitled to attend and vote hereby appoint:



the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 on Thursday, 21 November 2019 at 11:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,6 - 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,6 - 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,6 - 8). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Raymond Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr David Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Cancellation of Employee Loan Scheme Shares – Temogen Hield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of the Issue of Convertible Notes to third parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	<b><i>This Resolution is now withdrawn.</i></b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of share issue – D. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019