
EXOMA ENERGY LIMITED

ACN 125 943 240

NOTICE OF GENERAL MEETING

**A General Meeting of the Company will be held at Adina Apartment Hotel Perth,
33 Mounts Bay Road, Perth, Western Australia,
on Friday 4 September 2015 at 10.00 AM (WST).**

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on
(07) 3226 5600.***

EXOMA ENERGY LIMITED

ACN 125 943 240

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Exoma Energy Limited (**Company**) will be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Friday 4 September 2015 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 2 September 2015 at 10.00am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 9.

AGENDA

1. Resolution 1 – Change to scale and nature of activities

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change to the scale and nature of its activities on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this resolution by a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

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

2. Resolution 2 – Approval of acquisition of the Gruden Group

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

“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of:

- (a) 185,000,000 Shares (**Consideration Shares**);
- (b) 90,000,000 Class A Performance Shares (and 90,000,000 Shares on conversion of the Class A Performance Shares); and
- (c) 90,000,000 Class B Performance Shares (and 90,000,000 Shares on conversion of the Class B Performance Shares),

*(together, the **Consideration Securities**), to the Vendors as consideration for the Acquisition on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Vendors and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

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

3. Resolution 3 - Approval of Performance Shares

To consider, and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

“That, subject to each of the other Acquisition Resolutions being passed, and for the purposes of section 246B(1) of the Corporations Act and the provisions of the Constitution of the Company and for all other purposes, the Company be authorised to create a new class of share on the terms and conditions set out in the Explanatory Memorandum.”

4. Resolution 4 – Change of Company Name

To consider, and, if thought fit, to pass with or without amendment, the following resolution as a special resolution:

“That, subject to each of the other Acquisition Resolutions being passed, with effect from the date that ASIC alters the details of the Company’s registration in accordance with section 157 of the Corporations Act, the name of the Company be changed to “The Gruden Group Ltd.”

5. Resolution 5 – Appointment of Mr Warren Barry as a Director

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

"That, in accordance with the provisions of the Constitution, and with effect from Completion of the Acquisition, Mr Warren Barry be appointed as a Director."

6. Resolution 6 – Appointment of Mr Todd Trevillion as a Director

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

"That, in accordance with the provisions of the Constitution, and with effect from Completion of the Acquisition, Mr Todd Trevillion be appointed as a Director."

Dated 31 July 2015

BY ORDER OF THE BOARD

Neville Bassett
Director and Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, Western Australia on Friday 4 September 2015 at 10.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Summary of the Acquisition

3.1 Background

The Company is an Australian public company which has been listed on the ASX (ASX code: EXE) since 15 January 2008.

The Company has previously conducted the business of oil and gas exploration in Australia. During the course of the financial year ended 30 June 2015, the Company withdrew from its Galilee Joint Venture exploration permits (permits ATP 991P, ATP 996P, and ATP 1005P). Exoma and former JV partner CNOOC Galilee Gas Company Pty Ltd are in the process of finalizing JV arrangements following regulatory approvals required to give effect to Exoma's withdrawal. Exoma now has no interest in any oil and gas permits.

The Company announced on 18 December 2014 that it had entered into a conditional agreement to acquire 100% of the Gruden Group which comprises a number of private companies specialising in fully integrated e-commerce and m-commerce point of sale applications and digital marketing services (**Acquisition**).

On 9th July 2015 the Company announced that it had entered into a Share Purchase Agreement with the Vendors of the Gruden Group of companies to give effect to the Acquisition subject to approval of the Company's Shareholders.

3.2 Overview of the Gruden Group

The Gruden Group is a group of 3 specialist technology and digital marketing companies providing an end-to-end offering for clients wanting to interact and engage with their customers via mobile, web and various digital channels. Gruden is made up of three core key businesses; Gruden, BlackGlass and Mobile Den, covering a wide range of digital services & products with a team of over 60 equivalent full time.

The Gruden Group delivers a premium digital offering – providing innovative strategy, creative, development and management services for its customers within the digital marketplace. It also generates growing revenues through highly scalable, recurrent transaction incomes, service level agreements and bespoke business applications developed for their impressive client list. The 3 companies comprising The Gruden Group are:

- (a) **Gruden Pty Ltd** (www.gruden.com), formed in 1995, is a leading digital technology agency, a major mobile and online platform developer, providing digital services, products and technology platforms to high-end business and government clients. Gruden developed and maintains the Aus Tender platform for the Federal and NSW Governments, one of Australia's largest online platforms. Gruden is also only one of two providers approved by the Dept of Finance for their Cloud services panel. Over the past 3 years, utilizing its experience and skills in developing platforms, Gruden invested considerable funds to create the Mobile Den platform.
- (b) **Blackglass Pty Ltd** (www.blackglass.com.au), formed in 2005, is a leading digital marketing business spun out of advertising giant George Patterson Bates. Like Gruden, Blackglass also serves blue-chip clients by successfully driving consumers to online sites through various digital marketing channels – such as paid search, SEO, social media and email marketing.
- (c) **Mobile Den Pty Ltd** (www.Mobileden.com.au) is the award winning mobile retail and app platform, a proven and sophisticated cloud platform that integrates fintech,

mobile loyalty, gaming, advertising & marketing and comprehensive data analytics. Mobile Den is in a unique position as an earlier adopter and developer in mobile digital payments and loyalty transactions space that provides a fully integrated solution and is used by global brands and large franchises. The Mobile Den platform engages and provides brands with the ability to financially transact directly with end customers through their mobile. Gruden aims to significantly grow its annuity revenues by charging transaction margins to customers by taking a “clip” per transaction.

3.3 Business Model

Gruden generates its revenues through three primary sources:

- (a) **Recurrent Transaction Income** - Simply put, the more consumers pay using their mobile phones the more revenues Gruden generates by capturing a percentage of their payments. Gruden provides Mobile Den platform to its customers, who use its mobile marketing, loyalty and fintech functions to bring more consumers into their stores and make it easier for consumers to pay. For both the customer and Gruden, Mobile Den is infinitely scalable in its ability to handle large numbers of consumers and payments with little increase in costs. Gruden’s current customers generate over a billion dollars in turnover per year, and they have significant incentives to have all their consumers download their customized Mobile Den app’s onto their phones.
- (b) **Annuity licencing and retainer fees** – Gruden not only captures a percentage of each transaction, but also receives annuity licence, service level agreement (SLA) and service fees from its customers for use of the Mobile Den platform. In addition, many customers have retainer agreements with Gruden to provide continual digital marketing services to acquire market and engage their consumers in the digital realm.
- (c) **Service provision** – Gruden has strong digital creative, development and campaign marketing divisions, which provides a base load of consistent, recurring revenues. The quality of this business is evidenced by the blue-chip nature of its clients who trust Gruden with developing digital products that manage over a billion dollars of product service.

Gruden’s multiple revenue streams come from an existing suite of multi-million dollar blue-chip clients including Starbucks, Oporto, Red Rooster, Betta Home Living, Accor Hotels, Sydney Airports, Ausgrid, Jamie's Italian, Woolworths and the Australian Federal and New South Wales governments.

3.4 Future Growth Strategy

The current business model of Gruden is both scalable and global. However in order to take maximum advantage of that position both Exoma and Gruden have spent considerable time and resources integrating and corporatizing the existing Gruden operations so as to take maximum advantage as the group moves to become public and implementing its growth plan.

During this period we have seen numerous changes including: the appointment of an interim CEO and a new CFO for the group, the appoint of various new staff, integration of accounting and reporting systems, the various Sydney operations have now moved to one office, and the management and staff reporting lines have also changed so as to make the teams more efficient and to help promote the cross selling of services across the different business lines and clients. All these changes were made to help maximize the growth strategy and we are

already seeing greater accountability, cost advantages and increased revenue streams from existing clients and many new clients signed.

The mobile commerce market (m-commerce) is a significant commercial opportunity and growth story for Gruden and in particular for Mobile Den. The m-commerce market offers new business opportunities on the internet due to its significant advantages over the traditional desktop internet. Also mobile internet growth is particularly strong in emerging regions such as Asia where mobile phone technology is greater than fixed line telecommunications infrastructure.

Research company Informa Telecoms & Media estimates smartphone usage in China grew by 21% in 2014. It did note however that this only represented an estimated population penetration of 38%. By comparison, the USA is estimated at a penetration rate of 64%. Meanwhile, the value of global mobile transactional revenues in e-commerce was estimated by Boston Consulting Group to be US\$682Bill in 2013, with China representing an estimated US\$144Bill of this total.

Gruden operates in this m-commerce high growth industry sector in regard to application software and mobile apps through the use of its Mobile Den platform. Mobile Den has a significant competitive advantage over its rivals in being one of the few mobile app platforms that provide a full suite of retail and transaction services as an integrated, multi-functional product. Also the Mobile Den transaction revenue earned through mobile payments and wallet capabilities is high margin and scalable.

Based on the expected trends in m-commerce in the region, the Board sees significant opportunities to extend Gruden's services and in particular the Mobile Den platform within China and throughout Asia. Gruden has operated a team of project managers and developers through its Chinese offices for the past eight years and the Board sees the opportunity in leveraging off that platform and building out the capabilities within China and across Asia. Also Grudens unique partnership with global point of sale (POS) leader Micros/Oracle (NASDAQ:ORCL) and as a Certified Cloud Partner with Amazon Web Services (NASDAQ:AMZN), makes this a truly global offering.

As an example of this strategy, Gruden has recently entered into an agreement with ASX listed company SmartTrans (ASX:SMA) to provide exclusive apps for China mobile customers on their Android platform. China Mobile is the largest mobile provider in China with over 800 million customers.

The Company's cash reserves will be used to build out and market capabilities within Australian and to develop the Company's national footprint, including establishing new operations in Perth and Canberra. A Singapore office will be established to focus on marketing The Gruden Group and will drive business development opportunities across the Asia Pacific region, with a key focus on acquiring new partners and customers for Mobile Den. Funds will also be used to accelerate the development of new features and modules, and the global rollout of the Mobile Den platform, initially focused on the wider Asia Pacific region.

The remainder of the funds will be allocated to ASX listing costs and compliance, investment into specific customer applications to accelerate growth and new revenue opportunities, as well as provide sufficient working capital for The Gruden Group.

3.5 Budget

Following completion of the Acquisition, the Company intends to apply funds as follows:

PROPOSED BUDGET	Amount \$'000
Existing Cash	\$7,290
USE OF FUNDS	
Enhancement of Mobile Den platforms	\$1,000
Development of Customer specific applications	\$1,000
Establishment of operations in Canberra and Perth	\$1,000
Australian and Asia regional marketing program	\$1,840
ASX and associated re- listing fees	\$100
Working Capital	\$2,350
Total	\$7,290

Note:

The above table is a statement of the Board's current intention as at the date of this Notice. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

3.6 Board and Management Changes

Following the completion of the Acquisition, the Company will seek changes to its Board of Directors, with existing Director Mr Neville Bassett stepping down from his position.

The outgoing Directors will be replaced on the Board by two directors to be nominated by the Vendors, and an independent Chairman to be agreed by the full Board. The Vendors have nominated Mr Warren Barry as an executive Director and Mr Todd Trevillion as an executive Director. Shareholder approval for these appointments is being sought pursuant to Resolutions 5 and 6. Refer to Section 8 for more information on the qualifications of each of these nominees.

It is intended that, once an independent Chairman is appointed to the Board, Mr Gary Castledine will resign from the Board and Mr Neville Bassett (or such other person determined by the non Vendor appointed directors) will be re-appointed to the Board.

On Completion, Mr Warren Barry will be appointed as interim chief executive officer of the Company. It has been agreed that the Board of the Company will search for a new chief executive officer for the Company with the skills and experience to add value to the merged group. The new chief executive officer will ideally be appointed within six months of completion of the Acquisition and in any event within 12 months of completion of the Acquisition. Mr Barry will step down as chief executive officer on the appointment of a new chief executive officer and will assume a managerial role within the merged group on

remuneration that is no less than his remuneration as chief executive officer prior to stepping down from that role.

Following Completion, the Board of the Company will review and update the executive arrangements of the existing executives of the Sale Companies on terms to be agreed as part of the review within six months of Completion. Such review will include a review of the Company's employee incentive scheme and an alignment of equity based incentives for all senior management in line with industry standards and peer group practice.

3.7 Acquisition Agreement

The Company has entered into the Acquisition Agreement with the Vendors to acquire 100% of the issued capital of the Gruden Group on the following terms:

- (a) The consideration is:
 - (i) 185,000,000 Shares;
 - (ii) 90,000,000 Class A Performance Shares; and
 - (iii) 90,000,000 Class B Performance.
- (b) The Acquisition is conditional upon, and subject to, a number of conditions. These conditions have either been satisfied or substantially satisfied, with the exception of the following conditions which remain outstanding at the date of this Notice:
 - (i) Shareholder approval of the Acquisition Resolutions;
 - (ii) the Company obtaining all necessary regulatory approvals required in relation to the Acquisition including re-compliance with Chapters 1 and 2 of the Listing Rules;
 - (iii) the Company having a minimum of \$6,600,000 net cash and receivables, after taking into account any payments made to external advisors or consultants of the Company in connection with the Acquisition;
 - (iv) each Vendor signing such form of restriction agreement in respect of the Consideration Securities as may be required by the ASX; and
 - (v) the ASX having provided written advice that it will relist the Company on ASX and grant quotation to the Consideration Securities and all Shares on issue following completion of the Acquisition, subject only to conditions that are acceptable to the Company.
- (c) The Vendors have acknowledged that some or all of the Consideration Securities may be escrowed in accordance with the requirements of ASX.
- (d) There are normal commercial warranties associated with the Acquisition.
- (e) The key terms on which the Performance Shares will be issued are in Schedule 4.

Resolution 2 seeks Shareholder approval for the issue of the Consideration Securities under the Acquisition Agreement.

Refer to Section 5 for further details.

3.8 Effect of the Acquisition on the Company

Below is a table showing the Company's current capital structure and the capital structure on completion of the Acquisition and upon issue of the maximum possible Performance Shares.

	Shares	Options	Performance Shares
Balance at the date of this Notice	422,846,696	Nil	Nil
Balance following completion of the Acquisition	607,846,696	Nil	180,000,000
Balance following conversion of the Performance Shares	787,846,696 ⁽¹⁾	Nil	Nil

(1) Assumes all of the Performance Shares are converted prior to the expiry date of the Performance Shares.

3.9 Pro-forma Balance Sheet

A pro-forma balance sheet of the Company on completion of the Acquisition is set out in Schedule 3.

3.10 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Resolution 2:

- (a) The Company will be exposed to a growth industry.
- (b) The Company's ability to raise funds and attract expertise will be improved.
- (c) The Acquisition may encourage new investors in the Company because the Company is pursuing a new strategic direction. This improvement in the attractiveness of an investment in the Company may lead to an increased liquidity of Shares and greater trading depth than currently experienced by Shareholders.
- (d) Shareholders may be exposed to further debt and equity opportunities that they did not have prior to the Acquisition.

3.11 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote of Resolution 2:

- (a) The Company will be changing the nature and scale of its activities to comprise fully integrated e-commerce and m-commerce point of sale applications and digital marketing which may not be consistent with the objectives of existing Shareholders;
- (b) The businesses of the Gruden Group have a different risk and reward profile than the Company has historically. The new risk profile may not suit all Shareholders.
- (c) Should the Acquisition be completed, the Company's Shareholders will have their voting power reduced. As such, the ability of the existing Shareholders to influence

decisions, including the composition of the Board or the acquisition or disposal of assets will be reduced accordingly.

- (d) Following the issue of the Shares as the consideration under the Acquisition Agreement, the Vendors will become the largest shareholder of the Company. In this scenario, the Vendors may have the ability to significantly influence or control the Company.
- (e) The Company will be exposed to the risks associated with the Gruden Group (refer to Section 3.13 for further information).

3.12 Timetable

An indicative timetable for the completion of the Acquisition and re-compliance with Chapters 1 and 2 of the Listing Rules is in the table below.

Event	Date*
Lodgment of Information Memorandum	17 August 2015
Shareholder Meeting	4 September 2015
Completion of Acquisition	On or before 28 September 2015
Re-instatement to Trading	On or before 9 October 2015

*Dates in the above table are indicative only.

3.13 Risk Factors

The Company will undertake the requisite due diligence process (including commercial, financial, legal, technical and other risks) prior to Completion. While this process is undertaken to identify any material risks specific to the Gruden Group and its assets, it should be noted that the usual risks associated with companies with a small market capitalisation undertaking e-commerce and m-commerce point of sale applications and digital marketing series are expected to remain after the completion of due diligence.

Shareholders and investors should also be aware that the Acquisition Agreement to acquire the Gruden Group is conditional on a number of events (refer to Section 3.7 above). Accordingly there is a risk that the Acquisition may not be completed.

Investing in a company involves risks of various kinds, some of which are within the realms of influence of the Company and some, arising from external factors, which may be beyond the control of the Company. A summary of the risks associated with the Acquisition and ongoing development and commercialisation of the Gruden Group businesses are outlined in Schedule 1.

4. Resolution 1 – Change to scale and nature of activities

4.1 Background

Resolution 1 seeks approval from Shareholders for a change to the scale and nature of the activities of the Company.

As outlined in Section 1 of this Explanatory Memorandum, the Company has entered into the Acquisition Agreement under which the Company has agreed to acquire 100% of the issued capital of the Gruden Group.

The Acquisition Agreement is subject to a condition precedent to obtain Shareholder approval.

Resolution 1 is an ordinary resolution. Resolution 1 is subject to the approval of each of the other Acquisition Resolutions.

4.2 Listing Rule 11.1 Requirements

Chapter 11 of the Listing Rules requires Shareholders to approve any significant change in the nature or scale of a company's activities. The acquisition of the Gruden Group by the Company will have the effect of increasing the scale and nature of the Company's activities.

Resolution 1 seeks Shareholder approval to allow the Company to complete the Acquisition thereby increasing the scale and nature of its activities. The Company previously operated in oil and gas exploration and development. The Company has previously announced that it had conducted a review of its business activities and announced that it would commence reviewing potential acquisitions and business opportunities in other business sectors. Therefore the proposed Acquisition will change the scale and nature of the Company's activities. Accordingly the Company must:

- (a) under Listing Rule 11.1.1, notify ASX of the proposed change;
- (b) under Listing Rule 11.1.2, obtain shareholder approval to undertake the change; and
- (c) under Listing Rule 11.1.3, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company was applying for admission to the official list of ASX, if required by ASX. The ASX has confirmed that the Company will need to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules. The Gruden Group is cash flow positive and the Company has sufficient cash to meet its stated objectives for the 12 months following completion of the Acquisition (refer to Section 3.4 for further information). Accordingly, the ASX has confirmed that the Company does not need to conduct a capital raising to meet the requirements of re-compliance.

See Section 3 of this Explanatory Memorandum for further information on the Acquisition and the likely affect that the Acquisition will have on the Company.

A voting exclusion statement is included in the notice.

5. Resolution 2 – Approval of acquisition of the Gruden Group

5.1 General

As outlined in Section 3.1 of this Explanatory Memorandum, the Company is proposing to acquire all of the shares in the Gruden Group from the Vendors.

The Acquisition is subject to the conditions set out in Section 3.7 above, including the requirement to obtain Shareholder approval.

A detailed description of the proposed Acquisition and the Gruden Group's business is outlined in Section 8 above.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Consideration Securities to be issued under Resolution 2 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Securities to the Vendors as consideration for the Acquisition.

Resolution 2 is an ordinary resolution. Resolution 2 is subject to the approval of each of the other Acquisition Resolutions.

5.2 Specific Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of shares the Company will issue under Resolution 2 is 185,000,000 Shares and 180,000,000 Performance Shares (comprising of 90,000,000 Class A Performance Shares and 90,000,000 Class B Performance Shares) and 180,000,000 Shares on conversion of the Performance Shares.
- (b) The Consideration Securities will be issued to the Vendors being:
 - (i) Spruson Corporation Pty Ltd ACN 122 706 450 ATF Booyah Family Trust.
 - (ii) BTR Holdings Pty Ltd ACN 131 714 988 ATF Mushy One Trust.
 - (iii) Barry Consulting Pty Ltd ACN 154 131 889 ATF Barry Family Trust.
 - (iv) Ant (A.C.T.) Nominees Pty Ltd ACN 068 424 457 ATF Butler Family Trust.
 - (v) Marindo Nominees Pty Ltd ACN 008 927 179.
- (c) The Consideration Securities (other than the Shares to be issued on conversion of the Performance Shares) will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Consideration Shares and Performance Shares will be issued on the same date, being the date of completion of the Acquisition. The Shares to be issued on conversion of the Performance Shares will be issued on achievement of the relevant Milestone by the relevant expiry date, being 5.00pm (EST) on the date which is 24 months from 1 February 2015 for the Class A Performance Shares and 5.00pm (EST) on the date which is 24 months from Completion for the Class B Performance Shares.
- (d) The Consideration Securities will be issued for nil cash consideration as they are being issued as the consideration for the Acquisition. Accordingly no funds will be raised from the issue of the Consideration Securities.
- (e) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, and the Performance Shares will be issued on the terms set out in Schedule 4.

- (f) A voting exclusion statement is included in the Notice.

6. Resolution 3 – Approval of Performance Shares

The Company seeks Shareholder approval to create the Performance Shares as a new class of Shares on the terms and conditions in Schedule 4.

Resolution 3 is a special resolution. Resolution 3 is subject to the approval of each of the other Acquisition Resolutions.

Under Article 2.2 of the Constitution and, subject to the Corporations Act, the Listing Rules and the Constitution, the Directors may at any time issue such number of Shares either as ordinary Shares or Shares of a named class or classes (being either an existing class or a new class) at the issue price that the Directors determine and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors shall, in their absolute discretion, determine.

Section 246C(5) of the Corporations Act provides that if a company has one class of share and seeks to issue a new class of share, such issue is taken to vary the rights attached to the shares already issued.

Under section 246B(1) of the Corporation Act, if a company has a constitution which sets out the procedure for varying or cancelling (in the case of a company with share capital) rights attached to shares in a class of shares, those rights may be varied or cancelled only in accordance with the procedure. In accordance with Article 2.3 of the Constitution, if at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, whether or not the Company is being wound up:

- (a) with the consent in writing of the holders of three quarters of the issued shares of that class; or
- (b) authorised by a special resolution passed at a separate meeting of the holders of the shares of the class.

Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Shares as a new class of shares on the terms set out in Schedule 4 of this Explanatory Memorandum.

The Company is also seeking approval in Resolution 2 from Shareholders to issue Performance Shares to the Vendors.

The Company has requested the ASX to consider whether the terms of the Performance Shares are appropriate and equitable for the purposes of Listing Rule 6.1, and to approve the issue of the Performance Shares Pursuant to Listing Rule 6.2. ASX has provided such approval.

7. Resolution 4 – Change of Company Name

As part of the Acquisition, the Directors have determined to change the Company name to “The Gruden Group”. Resolution 4 seeks Shareholder approval for the change of name in accordance with section 157 of the Corporations Act.

Resolution 4 is a special resolution. Resolution 4 is subject to the passing of each of the other Acquisition Resolutions.

If the proposed change of name is available, that change of name will take effect from when ASIC alters the details of the Company's registration.

8. Resolutions 5 and 6 – Appointment of Directors

8.1 General

The Vendors have nominated Mr Warren Barry and Mr Todd Trevillion as their nominees to be appointed as Directors.

Article 13.3 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

Both Mr Warren Barry and Mr Todd Trevillion, having consented to act, seek approval to be appointed as Directors with effect from Completion of the Acquisition.

8.2 Candidate Director's Profile – Mr Warren Barry (Resolution 5)

Mr Barry has over 18 years Digital Marketing experience and is the Managing Director and Founder of Blackglass (2005) which is a fully integrated Digital Marketing Business. Mr Barry has been actively involved in taking two companies to listing on the ASX. Warren ran one of Australia's largest Digital Agencies (Patts Digital) from 2001-2005 which provided him the opportunity to work with some of Australia's leading Brands. Mr Barry is currently the Interim CEO of The Gruden Group. Mr Barry has a BSC from UNSW and a MBA from UWA.

8.3 Candidate Director's Profile – Mr Todd Trevillion (Resolution 6)

Mr Trevillion has over 20 years experience in developing digital strategies, user focused websites, mobile apps and campaigns, online business applications and rich interactive experiences for enterprise organisations, world name brands and Australian Government departments. Mr Trevillion oversaw the development of Mobile Den. He has also been involved in special projects focused on network management, specifically in the planning and roll out of desktop management software, network performance and security.

9. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

\$ means Australian Dollars.

Acquisition has the meaning in Section 3.1.

Acquisition Agreement means the share sale agreement between the Company and the Vendors and includes any variation thereof.

Acquisition Resolutions means Resolutions 1 to 6.

Article means an article of the Constitution.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Class A Performance Share means a share issued on the terms and conditions set out in Schedule 4, as those terms relate to “Class A Performance Shares”.

Class B Performance Share means a share issued on the terms and conditions set out in Schedule 4, as those terms relate to “Class B Performance Shares”.

Company means Exoma Energy Limited ACN 125 943 240.

Completion means completion of the Acquisition pursuant to the Acquisition Agreement.

Consideration Securities has the meaning in Resolution 2.

Consideration Shares has the meaning in Resolution 2.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Gruden Group means the Sale Companies and their subsidiaries.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Performance Shares means a share issued on the terms and conditions set out in Schedule 4, comprising the **Class A Performance Shares** and the **Class B Performance Shares**.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Sale Companies means:

- (a) Gruden Pty Ltd ACN 602 396 654.
- (b) Blackglass Pty Ltd ACN 114 807 340.
- (c) Mobile Den Pty Ltd ACN 159 196 620.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Vendors means the shareholders of the Sale Companies being:

- (a) Spruson Corporation Pty Ltd ACN 122 706 450 ATF Booyah Family Trust.
- (b) BTR Holdings Pty Ltd ACN 131 714 988 ATF Mushy One Trust.
- (c) Barry Consulting Pty Ltd ACN 154 131 889 ATF Barry Family Trust.
- (d) Ant (A.C.T.) Nominees Pty Ltd ACN 068 424 457 ATF Butler Family Trust.
- (e) Marindo Nominees Pty Ltd ACN 008 927 179.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Risk Factors of the Acquisition

1. Introduction

There are a number of risks associated with the Acquisition that may have an impact on the financial returns received by Shareholders. These risks are important for Shareholders to understand.

Shareholders are already exposed to a number of risks through their existing shareholding in the Company. A number of these risks are inherent in investing in securities generally and also inherent in any technology company such as that of the Company.

The risk factors include, but are not limited to, those detailed below. Additional risks not presently known to the Company, or if known, not considered material, may also have an adverse impact.

The Directors believe that the advantages of the Acquisition outweigh the associated extent of the risks.

2. Risks specific to the Acquisition

- (a) **Reliance on key personnel** – The Gruden Group currently employs or engages as consultants a number of key management and personnel, and the Gruden Group's future depends on retaining and attracting suitable qualified personnel particularly for its software development and in its market and sales roles given the complexity of its services and technologies. In particular Mr Warren Barry, Mr Todd Trevillion and Mr. Brent Trimmell-Ritchard are the key management of the Gruden Group. In the short term they will be responsible for business development initiatives and will also be the main driver of the Gruden Group.

The Gruden Group seeks to mitigate this risk through using a well-known and documented software development methodology which a large pool of experienced developers are familiar with; using well-known and well documented third-party development applications; and documenting the Gruden Group methodology and software processes. However, there is no guarantee that the Gruden Group will be able to attract and retain suitable qualified personnel, and a failure to do so could materially adversely affect the business, operating results and financial prospects. In particular, an inability to recruit key personnel may affect the Gruden Group's ability to expand its operations.

- (b) **Competition and new technology** – The industries in which the Gruden and Blackglass businesses are involved are highly competitive and are subject to increasing domestic and global competition which is fast-paced and fast-changing. The Gruden Group believes that these businesses have a competitive advantage through experience and expertise gained through long standing and successful relationships with clients in the public sector, and in particular the Gruden Group has preferred tenderer status on a number of Government panels (including cloud services panel) which reduces the barriers to entry to work with Government.

MobileDen has a first mover advantage in its industry and is an established business with existing clients and a suite of modules and functionality already built. However it expects a number of new competitors.

While the Company will undertake all reasonable due diligence in its business decisions and operations, it will have no influence or control over the activities or

actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Gruden Group's projects and business.

For instance, new technologies could overtake the advancements made by the Gruden Group which could negatively impact on the financial position and financial performance of the Company. As a consequence, the Gruden Group's current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability. Similarly, aggressive pricing or additional service offerings from competitors could require the Gruden Group to adjust its own pricing and service offerings to continue to generate business, which could negatively impact on the financial position and financial performance of the Company.

- (c) **Regulatory compliance** – The Gruden Group's products must meet regulatory requirements which are subject to continual review including inspection by regulatory authorities. Failure by the Gruden Group or its suppliers to continuously comply with regulatory requirements or failure to take satisfactory corrective action in response to adverse inspection, could result in enforcement actions. In addition, if the Gruden Group expands its operations globally, the Company would be exposed to the regulatory environments of other jurisdictions.

In addition, the Gruden Group is currently seeking ISO certification of its management system. Failing to hold this certification may cause delays or refusal by some clients to deal with the products.

- (d) **Faults with products/services** - The Gruden Group operates in the internet services arena. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released. The Gruden Group has on occasion found defects in its services (although none which had had an adverse impact on customers) and new errors in its services may be detected in the future. If that occurs, the Gruden Group could lose future sales or customers or incur consequential liabilities. Consequently, there is a risk that users of the services provided may identify errors or defects which could harm the Gruden Group's reputation and business.

The Gruden Group outsources its contingency, backup and recovery risks to a well regarded cloud computer platform. However this system relies on the Gruden Group having reliable internet access. In the event that internet access is unavailable then the Gruden Group will not have access to its critical systems and data on the cloud which would negatively affect the Gruden Group's businesses.

- (e) **External Technology Risk** – The Gruden Group has developed its own software in house, which is used in conjunction with off-the-shelf software to enable the functionality of its product offerings. Such software may be subject to external factors, such as deprecation of operating systems, libraries, components, third party interfaces, drivers, patches, compatibility, version conflict or obsolescence or other related issues. In addition, the software will require updating and maintenance. These external factors may also affect the ability of the Gruden Group to effectively upgrade and maintain its software. Furthermore, licensing and commercial conditions imposed by third party software companies may be unsustainable or impractical for the Gruden Group, causing a need to rely on other solutions or develop these in house. Should the Gruden Group have such issues it may affect the ability of the Gruden Group to successfully provide its products.

(f) **Security and fraud risk** – As with any internet application that provides financial transaction capabilities, security around the platform data and interactions is critical. The Gruden Group continually reviews security on and around the Mobile Den platform to ensure the platform is kept up to date and the security risks are mitigated. In addition the Gruden Group has made third party fraud detection solutions available within the Mobile Wallet platform to mitigate fraud usage. However, use of this solution by the Gruden Group's clients is currently optional. Incidents of fraud can undermine trust in the efficacy of the Gruden Group's platforms, which may have a negative impact on the Gruden Group's businesses.

(g) **Dependence on the internet and/or Cloud based services** - Expansion in the sales of the Gruden Group's services depends on the continued acceptance of the internet and/or cloud as a communications and commerce platform for individuals and enterprises. The internet and/or cloud could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool has been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet and/or cloud does not remain a widespread communications medium and commercial platform, the demand for the Gruden Group's services would be significantly reduced, which would negatively affect the Company.

(h) **Retention of Customers, Customer Service and reputational risk** - The reputation of the Gruden Group and its products is important in attracting and retaining existing business and obtaining new business and key employees. Reputational damage could arise due to a number of circumstances, including errors or defects, inadequate services or unsatisfactory client outcomes. Negative publicity could adversely impact the reputation of the Gruden Group which may potentially result in a fall in the number of customers seeking the products and services of the Gruden Group.

There is a risk, particularly in the current financial environment, that some clients may go out of business or be acquired by other companies which may affect their continued use of the Gruden Group's services and platform. The Gruden Group has sought to minimise this risk by meeting with key clients and most of these clients have engaged the Gruden Group for the next 12 – 24 months. The Gruden Group has also sought to ensure that it has solid developmental practices, including adding new features, and proper support channels in order to retain clients.

The Gruden Group is proposing to establish a fulltime office in Canberra to service its public sector clients based there and is also proposing to open an office in Western Australia. There is a risk that issues may arise from integrating the Gruden Group offices including a potential threat to existing relationships if there is poor communication between the new offices and the Gruden Group's clients.

(i) **Protection of Intellectual Property Rights** – The Gruden Group does not currently have any patent protection of its intellectual property and it currently considers that it is not economically beneficial to obtain any patent protection of its intellectual property based on a cost benefit analysis of seeking and maintaining protection. Accordingly, to protect its trade secrets, the Gruden Group relies on the copyright it has in its software code and on its intellectual property being kept confidential within the organisation. If the Gruden Group fails to protect its intellectual property

secrets, competitors may gain access to its technology which could harm the business.

The Company may be required to spend significant resources to monitor and protect the intellectual property acquired through the proposed Acquisition of the Gruden Group. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of the Gruden Group's rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorized use of the "Gruden", "Blackglass" or "Mobile Den" brands in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perception of product quality.

- (j) **Intellectual Property Infringement** - The Gruden Group uses a combination of open source and third party licensed software to develop its own software and client's platforms, and relies on its ability to protect its intellectual property rights adequately. Failure to do so may result in competitors gaining access to its technology, which would harm the business. The Gruden Group currently has no issued patents and may be unable to obtain patent protection in the future. If any patents are issued in the future, they may not provide the Gruden Group with any competitive advantages, or may be challenged by third parties.

- (k) **Compliance with Licenses and infringement of Third Party Intellectual Property Rights** – The Gruden Group licenses application software and source code from third parties. While the Gruden Group conducts audits to ensure it is complying with its licenses and the copyright in them, there is a risk that it may breach a license.

If a third party accuses the Gruden Group of not complying with a license or infringing a third party's intellectual property rights or if a third party commences litigation against the Gruden Group for breach of license or the infringement of patent or other intellectual property rights, the Gruden Group may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, patent litigation is expensive. Costs that the Gruden Group incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time.

In addition, parties making claims against the Gruden Group may be able to obtain injunctive or other equitable relief that could prevent the Gruden Group from further developing discoveries or commercialising its products. In the event of a successful claim of infringement against the Gruden Group, it may be required to pay damages and obtain one or more licenses from the prevailing third party (where it is not already doing so). If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Gruden Group from commercialising available products and could cause it to incur substantial expenditure.

- (l) **Sufficiency of funding** – The Gruden and Blackglass businesses are cash flow positive and currently have a steady and proven income that allows the Gruden Group to operate without needing further capital investment. However, the Gruden Group's growth particularly through the further development of the MobileDen business and through opening new offices in Canberra and Western Australia will require substantial expenditure and may not result in further profitability being achieved.

There can be no guarantees that funds generated over time by the Gruden Group's business together with the Company's cash reserves will be sufficient to successfully achieve all the objectives of the Gruden Group's overall business strategy. Further funding of projects may be required by the Company to support the ongoing activities and operations of the Gruden Group, including the need to develop new services or enhance its existing services, enhance its operating infrastructure and to acquire complementary businesses and technologies.

Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If the Company is unable to use debt or equity to fund expansion after utilising existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

- (m) **Foreign Exchange Risks** – The Gruden Group expects to drive at least some of its foreseeable future growth in overseas markets. Consequently, it may generate revenue and incur costs and expenses in more than one currency. Accordingly, the depreciation and/or the appreciation of the relevant foreign currency, relative to the Australian Dollar would result in a foreign currency loss/gain. Any depreciation of the foreign currencies relative to the Australian Dollar may result in lower than anticipated revenue, profit and earnings. The Gruden Group will be affected on an ongoing basis by foreign exchange risks and will have to continually monitor this risk.
- (n) **Limited Trading History of Mobile Den** – While the Gruden and Blackglass businesses have been operating profitably for a number of years, the MobileDen, which is expected to be instrumental in the Gruden Group's growth, has only been operating for a short period of time. Given the limited trading history of MobileDen, there is uncertainty in relation to the Gruden Group's business, and investors should consider the Gruden Group's prospects in light of MobileDen's limited trading history. In addition, although the Gruden Group has been successful in generating revenues through the Gruden and Blackglass businesses, there is no guarantee that the Gruden Group will be able to continue to successfully generate revenue in the future. Consequently, there can be no forecast or confirmation as to the Company's future performance following Completion of the Acquisition.
- (o) **Third Party Integration** – The MobileDen business needs to ensure that it has the right products integrated into its platform to ensure that it is offering the best solutions to its customers. There is a risk that some companies may not want to integrate their products with MobileDen and may instead compete which may affect the quality of the services provide by MobileDen.
- (p) **Litigation** – The Gruden Group is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Gruden Group.

- (q) **Insurance coverage** - The Company faces various risks in connection with the Gruden Group and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Gruden Group maintains insurance coverage for its employees, as well as professional indemnity, product liability and third party liability insurance. However it does not maintain business interruption insurance or insurance against claims for certain property damage. The Company will need to review its insurance requirements periodically. If the Gruden Group incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected.

3. General Risks

- (a) **Market conditions** - Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

- (b) **Economic and government risks** - The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- (i) general economic conditions in jurisdictions in which the Company operates;
- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- (v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

Schedule 2 – Participation in Consideration Securities

Vendors	Shares	Class A Performance Shares	Class B Performance Shares
Spruson Corporation Pty Ltd ACN 122 706 450 ATF Booyah Family Trust.	40,622,916	19,762,912	19,762,912
BTR Holdings Pty Ltd ACN 131 714 988 ATF Mushy One Trust.	38,002,083	18,486,338	18,486,338
Barry Consulting Pty Ltd ACN 154 131 889 ATF Barry Family Trust.	39,312,500	19,125,375	19,125,375
Ant (A.C.T.) Nominees Pty Ltd ACN 068 424 457 ATF Butler Family Trust.	39,312,501	19,125,375	19,125,375
Marindo Nominees Pty Ltd ACN 008 927 179.	27,750,000	13,500,000	13,500,000

Schedule 3 – Pro-forma Balance Sheet

HISTORICAL & PRO-FORMA STATEMENTS OF FINANCIAL POSITION 31 JANUARY 2015

	Historical (Reviewed) Exoma \$	Historical (Reviewed) Blackglass \$	Historical (Reviewed) Mobile Den \$	Historical (Reviewed) Gruden \$	Pro-Forma Adjustments \$	Pro-Forma (Reviewed) Consolidated Group \$
Current Assets						
Cash and cash equivalents	7,093,570	339,303	138,923	13,497	(238,356)	7,346,937
Receivables	182,386	405,063	108,014	739,114	(87,711)	1,346,866
Other financial assets	26,500	5,218	-	1,241	-	32,959
Other assets	22,349	12,130	4,703	1,838	-	41,020
	<u>7,324,805</u>	<u>761,714</u>	<u>251,640</u>	<u>755,690</u>	<u>(326,067)</u>	<u>8,767,782</u>
Non-Current Assets						
Receivables	239,443	282,551	-	326,800	(669,351)	179,443
Other financial assets	358,651	-	-	-	-	358,651
Property, plant & equipment	3,243	16,006	-	29,186	-	48,435
Deferred tax assets	-	19,964	-	-	-	19,964
Intangible assets	-	123	461,995	7,214	7,387,297	7,856,629
	<u>601,337</u>	<u>318,644</u>	<u>461,995</u>	<u>363,200</u>	<u>6,717,946</u>	<u>8,463,122</u>
Total Assets	<u>7,926,142</u>	<u>1,080,358</u>	<u>713,635</u>	<u>1,118,890</u>	<u>6,391,879</u>	<u>17,230,904</u>
Current Liabilities						
Payables	189,928	622,003	868,838	455,165	(795,418)	1,340,516
Borrowings	-	-	-	250,000	-	250,000
Current tax liability	-	1,393	8,053	-	-	9,446
Provisions	41,151	75,792	15,322	297,351	-	429,616
Other liabilities	-	40,328	6,195	65,327	-	111,850
	<u>231,079</u>	<u>739,516</u>	<u>898,408</u>	<u>1,067,843</u>	<u>(795,418)</u>	<u>2,141,428</u>
Non-Current Liabilities						
Payables	227,089	-	-	-	-	227,089
Deferred tax liability	-	-	-	-	1,659,200	1,659,200
Provisions	-	24,214	1,953	49,047	-	75,214
	<u>227,089</u>	<u>24,214</u>	<u>1,953</u>	<u>49,047</u>	<u>1,659,200</u>	<u>1,961,503</u>
Total Liabilities	<u>458,168</u>	<u>763,730</u>	<u>900,361</u>	<u>1,116,890</u>	<u>863,782</u>	<u>4,102,931</u>
Net Assets / (Liabilities)	<u>7,467,974</u>	<u>316,628</u>	<u>(186,726)</u>	<u>2,000</u>	<u>5,528,097</u>	<u>13,127,973</u>
Equity						
Share capital	24,603,232	19,430	2,300	2,000	5,836,270	30,463,232
Reserves	3,991,838	-	-	-	-	3,991,838
Retained earnings	(21,127,096)	297,198	(189,026)	-	(308,173)	(21,327,097)
	<u>7,467,974</u>	<u>316,628</u>	<u>(186,726)</u>	<u>2,000</u>	<u>5,528,097</u>	<u>13,127,973</u>

The Pro-forma Consolidated Statement of Financial Position has been prepared based on the reviewed Statements of Financial Position of Exoma Energy Limited and controlled entities, Blackglass Pty Ltd, Mobile Den Pty Ltd and

Gruden Pty Ltd as at 31 January 2015, and on the basis that the following transactions and adjustments (the pro-forma adjustments) had occurred at that date.

- Issue of 185 million ordinary shares in Exoma Energy Limited ("Exoma") as purchase consideration for the acquisition of 100% of the share capital in Blackglass Pty Ltd, Mobile Den Pty Ltd and Gruden Pty Ltd ("Gruden");
- Issue of 90 million A Milestone shares in Exoma as additional purchase consideration for the acquisition of Gruden which convert to ordinary shares of the same number (subject to the achievement of a performance milestone);
- Issue of 90 million B Milestone shares in Exoma as additional purchase consideration for the acquisition of Gruden which convert to ordinary shares (subject to the achievement of a performance milestone);
- Elimination of Gruden inter-entity receivables and payables;
- Derecognition of the Exoma – CNOOC joint operation related balances and recognition of the net receivable from wind-up;
- Recognition of Gruden intangibles at fair value and related deferred tax liability; and
- Payment of acquisition related consulting, legal and accounting fees and redundancies of Exoma employees of \$200,000.

Schedule 4 - Terms and Conditions of Performance Shares

For the purpose of these terms and conditions:

ASX means ASX Limited ACN 008 624 691 or, as the context permits, the securities exchange operated by that entity.

Class A Performance Share means a share issued on these terms and conditions as these terms and conditions relate to "Class A Performance Shares".

Class B Performance Share means a share issued on these terms and conditions as these terms and conditions relate to "Class B Performance Shares".

Change of Control Event means:

- (a) the occurrence of:
 - (i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (ii) that takeover bid has become unconditional; or
- (b) the announcement by the Company that:
 - (i) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (A) cancelled; or
 - (B) transferred to a third party; and
 - (ii) the Court, by order, approves the proposed scheme of arrangement.

Company means Exoma Energy Limited ACN 125 943 240.

Holder means a holder of a Performance Share.

Listing Rules means the Listing Rules of the ASX.

Gruden Group means the Sale Companies and the subsidiaries (as defined in the Corporations Act) of each the Sale Companies.

Performance Shares means a Class A Performance Share and/or a Class B Performance Share (as applicable).

Sale Companies means:

- (c) Gruden Pty Ltd ACN 602 396 654
- (d) Blackglass Pty Ltd ACN 114 807 340
- (e) Mobile Den Pty Ltd ACN 159 196 620

Share means a fully paid ordinary share in the Company.

1. Conversion and expiry of Class A Performance Shares and Class B Performance Shares

- (a) **(Conversion on achievement of A Milestone)** Upon the Gruden Group in aggregate generating consolidated gross revenue in any 12 month consecutive period of at least \$10,000,000 (**A Milestone**), each Class A Performance Share will convert into a Share on a one for one basis.
- (b) **(A Expiry Date)** The A Milestone must be achieved on or before 5.00pm (EST) on the date which is 24 months from 1 February 2015 (**A Expiry Date**).
- (c) **(Conversion on achievement of B Milestone)** Upon the Gruden Group in aggregate generating consolidated gross revenue in any 12 month consecutive period of at least \$16,000,000 (**B Milestone**), each Class B Performance Share will convert into a Share on a one for one basis.
- (d) **(B Expiry Date)** The B Milestone must be achieved on or before 5.00pm (EST) on the date which is 24 months from Completion (**B Expiry Date**).
- (e) **(No conversion)** To the extent that:
 - (i) Class A Performance Shares have not converted into Shares on or before the A Expiry Date, then all such unconverted Class A Performance Shares held by each Holder will automatically consolidate into one Class A Performance Share and will then convert into one Share; and
 - (ii) Class B Performance Shares have not converted into Shares on or before the B Expiry Date, then all such unconverted Class B Performance Shares held by each Holder will automatically consolidate into one Class B Performance Share and will then convert into one Share.
- (f) **(Conversion procedure)** The Company will issue a Holder with a new holding statement for the Share or Shares as soon as practicable following the conversion of each Performance Share.
- (g) **(Ranking of shares)** Each Share into which the Performance Share will convert will upon issue:
 - (i) rank equally in all respects (including, without limitation, rights relating to dividends) with other issued Shares;
 - (ii) be issued credited as fully paid;
 - (iii) be duly authorised and issued by all necessary corporate action; and
 - (iv) be issued free from all liens, charges and encumbrances whether known about or not including statutory and other pre-emptive rights and any transfer restrictions.

2. Conversion on change of control

- (a) If there is a Change of Control Event in relation to the Company prior to the conversion of the Performance Shares, then:
 - (i) the A Milestone and the B Milestone will be deemed to have been achieved; and

- (ii) each Performance Share will automatically and immediately convert into Shares,

however, if the number of Shares to be issued as a result of the conversion of all Class A Performance Shares, together with the number of Shares to be issued as a result of the conversion of all Class B Performance Shares, due to a Change in Control Event in relation to the Company is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Class A Performance Shares and Class B Performance Shares to be converted will be prorated so that the aggregate number of Shares issued upon conversion of all Class A Performance Shares and all Class B Performance Shares is equal to 10% of the entire fully diluted share capital of the Company.

3. Rights attaching to Performance Shares

- (a) **(Share capital)** Each Performance Share is a share in the capital of the Company.
- (b) **(General meetings)** Each Performance Share confers on a Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. A Holder has the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting rights)** A Performance Share does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (d) **(No dividend rights)** A Performance Share does not entitle a Holder to any dividends.
- (e) **(Rights on winding up)** Each Performance Share entitles a Holder to participate in the surplus profits or assets of the Company upon winding up of the Company, but only to the extent of \$0.0001 per Performance Share.
- (f) **(Not transferable)** A Performance Share is not transferable.
- (g) **(Reorganisation of capital)** If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a Holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
- (h) **(Quotation of shares on conversion)** An application will be made by the Company to ASX Limited for official quotation of the Shares issued upon the conversion of each Performance Share within the time period required by the Listing Rules.
- (i) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a Holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Performance Share does not give a Holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Appointment of Proxy Form

EXOMA ENERGY LIMITED

ACN 125 943 240

PROXY FORM

The Company Secretary
Exoma Energy Limited

By delivery:

Exoma Energy Limited
Level 45
108 St Georges Terrace
Perth WA 6000

By post:

Exoma Energy Limited
PO Box 7315
Perth WA 6850

By facsimile:

+61 8 9486 8066

I/We

Insert name

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name of proxy:

Insert proxy's name

Address of proxy:

Insert proxy's address

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Adina Apartment Hotel Perth, 33 Mounts Bay Road, Perth, WA at 10.00am (WST) on Friday 4 September 2015, and at any adjournment or postponement thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting

Resolution 1	Change to scale and nature of activities
Resolution 2	Approval of acquisition of the Gruden Group
Resolution 3	Approval of Performance Shares
Resolution 4	Change of Company Name
Resolution 5	Appointment of Mr Warren Barry as a Director
Resolution 6	Appointment of Mr Todd Trevillion as a Director

FOR

☐

AGAINST

☐

ABSTAIN

☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

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

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (WST).

Hand deliveries: Exoma Energy Limited
Level 45
108 St Georges Terrace
Perth WA 6000

Postal address: PO Box 7315
Perth WA 6850

Facsimile: (08) 9486 8066 if faxed from within Australia or + 61 8 9486 8066 if faxed from outside Australia.