



WISR LIMITED
ACN 004 661 205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Wistr Limited (**Company**) will be held at the offices of Wistr Limited, Level 8, 58 Pitt Street, Sydney NSW 2000 on Tuesday 27 November 2018 at 4.00pm (AEDT) (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2018.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2018."

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Re-election of Director

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

"That Mr Chris Whitehead, being a Director who is retiring in accordance with article 10.1.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 4: Ratification and approval of the issue of Shares to Mr Anthony Nantes

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 2,194,625 fully paid ordinary Shares to Mr Anthony Nantes on the terms and conditions set out in the Explanatory Notes."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 5: Ratification and approval of the issue of Shares to Alceon Group Pty Limited

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders ratify and approve the prior allotment and issue of 14,285,715 fully paid ordinary Shares in the Company to Alceon Group Pty Limited on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 6: Ratification and approval of the issue of Options to Alceon Group Pty Limited

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes the shareholders ratify and approve the prior allotment and issue of 14,285,175 Options to Alceon Group Pty Limited, and the issue of fully paid Ordinary shares upon the exercise of those Options, on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 7: Ratification and approval of the issue of Shares under Tranche 1 of Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders ratify and approve the prior allotment and issue of 78,965,215 fully paid ordinary Shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 8: Approval of the issue of Shares under Tranche 2 of Placement

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders approve the allotment and issue of 4,944,784 fully paid ordinary Shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 9: Approval of the issue of Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders approve the allotment and issue of 2,000,000 Options, and the issue of fully paid Ordinary shares upon the exercise of those Options, on the terms and as outlined in the Explanatory Notes accompanying the Notice convening this meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details)

Item 10: Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following as a special resolution of the Company:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes."

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 11: Approval to issue securities under the Wizr Limited Performance Rights Plan

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

"That for the purposes of Listing Rule 7.2, Exception 9(b), and for all other purposes, Shareholders approve the issue of securities under the Wizr Limited Performance Rights Plan on the terms and conditions outlined in the Explanatory Notes."

Note: A voting exclusion statement applies to this resolution (see the following page for details).

ENTITLEMENT TO VOTE

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 Shareholders of the Company as at 7.00pm (AEDT) on Sunday 25 November 2018 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's 2018 Annual Report may be accessed at our website <https://wisr.com.au/> or from the Company.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Item 2 (Remuneration Report), Item 4 (Issue of Shares to Mr Anthony Nantes) and Item 11 (Approval of Incentive Plan Rules), where the Chairman is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chairman is to vote on Items 2, 4 or 11, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Items 2, 4 and 11 are connected directly or indirectly with the remuneration of key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Items 2, 4 and 11.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 4:00pm (AEDT) on Sunday 25 November 2018 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Computershare Investor Services Pty Limited using the reply paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;
- (ii) By fax to Computershare Investor Services Pty Limited on +1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (iii) Online via the Company's Share Registry website at www.investorvote.com.au. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Leanne Ralph
Company Secretary
26 October 2018

Explanatory Notes

ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO East Coast Partnership (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2017, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEDT) on Friday 16 November 2018. A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the Share Registry.

ITEM 2 – Adoption of Remuneration Report

Reasons for Resolution

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless:

- (i) votes as a proxy appointed by writing (on behalf of a person who is entitled to vote on this Item 2) that specifies how the person is to vote on Item 2; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed by writing (on behalf of a person who is entitled to vote on this Item 2) that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him/her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this Item of business).

ITEM 3 - Re-election of Director

In accordance with the Company's Constitution and ASX Listing Rule 14.5 an election of Directors must be held at each annual general meeting. Clause 10.1.3 of the Constitution states that at each AGM one-third of all Directors must retire and offer themselves for re-election, excluding Directors appointed during the year by the Board, and the Managing Director. Clause 10.1.5 of the Constitution outlines that this would be the Director who has held office the longest since being appointed or last being elected.

Mr Chris Whitehead was last elected by Shareholders on 18 November 2015 and pursuant to clauses 10.1.3 and 10.1.5 of the Constitution and ASX Listing Rule 14.4, resigns by rotation and is eligible for re-election at this meeting. Details of Mr Whitehead are set out below.

Mr Whitehead was appointed as a non-executive director on 18 September 2015 and is chair of the Remuneration and Nomination committee.

Mr Whitehead has over 30 years' experience in financial services and technology, over a wide range of roles. He was formally CEO of Credit Union Australia Limited from 2009 to 2015 and CEO Retail Banking at BankWest from 2001 to 2007. Mr Whitehead has previously served as non-executive Director for Cuscal Limited, St Andrews Insurance Group, Unisys West and a number of other financial services, technology and community organisations.

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (**ASX Principles**), the Board considers Mr Whitehead to be an independent director.

Directors' Recommendation

The Directors unanimously (other than Mr Whitehead) supports the re-election of Mr Whitehead and recommends that Shareholders vote in favour of this resolution.

ITEMS 4, 5, 6, 7, 8 AND 9

Items 4 – 9 are in relation to the approval or ratification and approval for the issue of securities. Each item includes a separate resolution for Shareholder's consideration.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4, for items 4, 5, 6 and 7 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required in the next 12 months without Shareholder approval.

The effect of Shareholders approving the Resolutions proposed by Items 4, 5, 6 and 7 is that the Company will have the flexibility to issue further equity securities up to the 15% limit.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to any of the following persons without Shareholder approval:

- A related party; or

- A person whose relationship with the company or a related party is, in ASX's opinion, such that approval should be obtained.

In relation to Item 8, the ASX has determined that approval is required for the issue of Tranche 2 shares to Adcock Private Equity Pty Ltd under ASX Listing Rule 10.11.2.

ITEM 4 –Ratification and approval for the previous issue of Shares to Mr Anthony Nantes

Item 4 seeks Shareholder ratification for the issue by the Company of 2,194,625 Shares to CEO Mr Anthony Nantes. The Shares were issued as a Short-Term Incentive (STI) bonus, pursuant to Mr Nantes employment contract. The Shares were issued at \$Nil per share on 17 January 2018 (STI Shares).

Specific Disclosure of Information

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the STI Shares.

- (a) The total number of issued by the Company was 2,194,625;
- (b) The shares were issued at a price of \$Nil per share;
- (c) The Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) The Shares were issued to the CEO Mr Anthony Nantes;
- (e) No funds were raised from the issue of the Shares; and
- (f) A voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution in Item 4 by or on behalf of Mr Anthony Nantes or an associate of Mr Nantes. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

The Board, with Mr John Nantes abstaining, unanimously recommends that Shareholders vote in favour of the resolution proposed in item 4.

ITEMS 5 and 6 – Ratification and approval of the previous issue of Shares and Options to Alceon Group Pty Limited

Items 5 and 6 seek Shareholder ratification for the issue by the Company of 14,285,715 Shares and 14,285,715 Options (and the issue of Shares following the exercise of the Options) respectively to Alceon Group Pty Limited (**Alceon**). The Shares were issued at \$0.042 per share on 13 February 2018 (**Alceon Shares**) and the Options were issued at \$0.00 per option on the same date. The Shares and Options were issued to satisfy Alceon taking a strategic stake in the Company to fund growth and innovation initiatives as announced to the ASX on 13 February 2018.

The Options have an exercise price of \$0.08 per option and expire on 29 November 2019. One Option converts into one fully paid ordinary Share.

The issue of the Alceon Shares and Alceon Options were made in accordance with ASX Listing Rule 7.1.

The Resolutions proposed by Items 5 and 6 are separate Resolutions.

Specific Disclosure of Information – Item 5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to Item 5:

- (a) The total number of Alceon Shares issued by the Company was 14,285,715;
- (b) The shares were issued at price of \$0.042 per share;
- (c) The Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) The Shares were issued to Alceon Group Pty Limited;
- (e) Funds raised from the issue of Shares were to fund growth and innovation initiatives;
- (f) A voting exclusion statement is included below.

Specific Disclosure of Information – Item 6

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to Item 6:

- (a) The total number of Options issued by the Company was 14,285,715;
- (b) The options were issued at nil consideration and as such no funds were raised from the grant of the Options;
- (c) The funds from the exercise of the Options will be used for general working capital requirements;
- (d) the Options, when exercised, would convert into ordinary Shares which rank equally in all respects with the Company's existing Shares on issue;
- (e) Other terms of the Options – exercise price of \$0.08, expiry date of 13 February 2020, the rights of the optionholder are permitted to be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, the optionholder cannot participate in new issues without first exercising the option if the option is exercisable at the time of the new issue.
- (f) The Options were issued to Alceon Group Pty Limited; and
- (g) A voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution in Items 5 and 6 by Alceon Group Pty Limited or any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolutions proposed in Items 5 and 6.

ITEMS 7 and 8 – Ratification and Approval of the issue of Shares to Sophisticated Investors

As outlined in the announcement released to the market on 31 August 2018, the Company received commitments from sophisticated and professional investors to subscribe for 83,910,000 new fully paid ordinary Shares in the Company (**Placement Shares**) at an issue price of \$0.05 per share (**Placement**).

The Placement Shares are to be issued in two tranches as follows:

- (a) Tranche 1 – Under ASX Listing Rule 7.1, 35,072,707 fully paid ordinary shares were issued at \$0.05 on 6 September 2018;
- (b) Tranche 1 – Under ASX Listing Rule 7.1A, 43,892,508 fully paid ordinary shares were issued at \$0.05 on 6 September 2018; and

- (c) Tranche 2 – Under ASX Listing Rule 10.11, approval is sought for the issue of 4,944,784 fully paid ordinary shares at \$0.05 at this Meeting. The only investor to receive shares under Tranche 2 is Adcock Private Equity Pty Ltd.

Item 7 seeks Shareholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 78,965,215 Shares under Tranche 1. If Item 7 is approved, the Company's 15% placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting.

Item 8 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of 4,944,785 Shares under Tranche 2 to Adcock Private Equity Pty Ltd.

Specific Disclosure of Information – Item 7

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Item 7:

- (a) the total number of Shares issued by the Company was 78,965,215 fully paid ordinary shares;
- (b) the Shares were issued at a price of \$0.05 per Share;
- (c) the Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to Sophisticated Investors which are not related parties of the Company;
- (e) \$3,948,260 was raised from the issue of Shares;
- (f) the funds raised by the issue of the Shares have been, or will be, used by the Company for general working capital; and
- (g) a voting exclusion statement is included below.

Additional Disclosure of Information – Item 7

ASX Listing Rule 3.10.5A requires that the following information be provided in relation to the issue of the Shares under ASX Listing Rule 7.1A. This wasn't provided at the time of the share issue.

- a) The dilutive effect of the placement on existing shareholders is as follows:

Number of shares on issue prior to the Placement: 455,405,424

Placement issue under Listing Rule 7.1 (35,072,707 shares)	7.7%
Placement issue under Listing Rule 7.1A (43,892,508 shares)	9.6%
Total dilution as a result of the placement	17.3%

- b) Number of shares on issue following the placement: 534,370,639
- c) Wisr issued the shares via a Placement. This was considered the most efficient and expedient method for raising funds.
- d) There was no underwriting agreement in place in relation to the issue. Phillips Capital was used as an advisor on the Placement and paid a fee of \$152,275.00 and also a management fee of \$39,482.61.

Wisr also confirms that the source of data for determining the placement issue price, which was at least 75% of the 15 day VWAP as calculated under ASX Listing Rule 7.1A.3, was Orient Capital.

Specific Disclosure of Information – Item 8

The ASX has used its discretion to apply ASX Listing Rule 10.11.2 in relation to the approval of the resolution in Item 8 due to Adcock Private Equity Pty Ltd's substantial shareholding in the Company, and that the Chairman of the Company is the CEO of the Adcock group of companies.

If approval is obtained under listing rule 10.11, approval will not be required under listing rule 7.1 for the issue of Shares that are the subject of Item 8.

ASX Listing Rule 10.13 Requires that the following information be provided to Shareholders in relation to the issue of the Shares that are the subject of Item 8:

- (a) the total number of Shares to be issued by the Company is 4,944,785 fully paid ordinary shares;
- (b) the Shares will be issued soon after the Meeting, subject to Shareholder approval, and in any event no later than one month after the date of the Meeting;
- (c) the Shares will be issued at a price of \$0.05 per Share;
- (d) the Shares will be issued to Adcock Private Equity Pty Ltd, an existing Shareholder;
- (e) Adcock Private Equity Pty Ltd and associated entities currently hold 215,620,673 shares in the Company (representing 40.35% of Shares on issue);
- (f) Mr John Nantes, Chairman of the Company, is the CEO of the Adcock group of companies;
- (g) the Shares will rank equally in all respects with the Company's existing Shares on issue;
- (h) \$247,239 will be raised from the issue of Shares and the funds raised by the issue of the Shares will be used by the Company for general working capital;
- (i) The shares will be issued in one tranche; and
- (j) a voting exclusion statement is included below.

Voting Exclusion Statement – Item 7

The Company will disregard any votes cast in favour of the resolutions in Item 7 by or on behalf of a person who participated in the Placement or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Exclusion Statement – Item 8

The Company will disregard any votes cast in favour of the resolution in Item 8 by or on behalf of Adcock Private Equity Pty Ltd, or a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolutions proposed in Items 7 and 8.

ITEM 9 – Approval of the Issue of Options

Item 9 seeks Shareholder approval for the issue by the Company of 2,000,000 Options to sophisticated investors who participated in a \$2.0m working capital facility, and the issue of Shares upon the exercise of these Options. Wisr is in the business of providing consumer loans which are funded by external investors. The working capital facility is to fund the loans prior to selling them to investors as there is a small timing difference between writing the loan and selling it to an investor. Once the loans are sold, the working capital facility is replenished and used again in the same manner.

The Options will be issued at a price of \$0.00 per option.

The Options have an exercise price of \$0.08 per option and an expiry date of 3 September 2021. One Option converts into one fully paid ordinary Share.

Specific Disclosure of Information

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the Options.

- (a) The total number of Options to be issued by the Company is 2,000,000;
- (b) The Options will be issued soon after the conclusion of the meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the meeting;
- (c) The Options will be issued for nil cash consideration and as such no funds will be raised from the grant of the Options;
- (d) The funds from the exercise of the Options will be used for general working capital requirements;
- (e) The Options will be issued to sophisticated investors who participated in a working capital facility;
- (f) the Options, when exercised, would convert into ordinary Shares which rank equally in all respects with the Company's existing Shares on issue;
- (g) Other terms of the Options – exercise price of \$0.08 per option, an expiry date of 3 September 2021, the rights of the optionholder are permitted to be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, the optionholder cannot participate in new issues without first exercising the option if the option is exercisable at the time of the new issue;
- (h) the date of issue will be soon after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting, and will be issued in one tranche; and
- (i) A voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution in Item 9 by or on behalf of a person who is expected to participate in, or a person who will obtain a material benefit as a result of, the issue of the Options or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolution proposed in Item 9.

ITEM 10 – Additional 10% Placement Capacity

General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its AGM to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**). If Shareholders approve the resolution in Item 10, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of the resolution in Item 10 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the meeting, without Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The resolution in Item 10 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.

10% Placement Capacity

An eligible entity under ASX Listing Rule 7.1A is one which (at the date of the relevant annual general meeting) has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of Equity Securities on issue, being quoted ordinary shares, unquoted options and unquoted performance rights.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue:
- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the previous 12 months;
 - (c) plus the number of Shares issued in the previous 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue Shares under the Company's 15% placement capacity without Shareholder approval; and
 - (d) less the number of Shares cancelled in the previous 12 months.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: WZR).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A:

- (a) give to the ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

Required information

The following information is provided to Shareholders to allow them to assess the resolution in Item 10, including for the purposes of ASX Listing Rule 7.3A.

Minimum price

Any equity securities issued by the Company Under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a. the date on which the price at which the securities are to be issued is agreed; or
- b. the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

Dilution to existing Shareholders

If the resolution in Item 10 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% placement as required by ASX Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 6 September 2018.

Number of Shares on Issue at 4 October 2018 Variable "A"	Dilution			
	Additional 10% Dilution - Shares issued & funds raised	\$0.028 Issue price at half current market price	\$0.055 Issue price at current market price	\$0.110 Issue price at double current market price
534,370,639 Current Variable A (see below assumptions)	Shares issued	53,437,063	53,437,063	53,437,063
	Funds raised	\$1,469,519	\$2,939,038	\$5,878,077
801,555,959 50% increase in Variable A	Shares issued	80,155,595	80,155,595	80,155,595
	Funds raised	\$2,204,278	\$4,408,557	\$8,817,115
1,068,741,278 100% increase in Variable A	Shares issued	106,874,127	106,874,127	106,874,127
	Funds raised	\$2,939,038	\$5,878,077	\$11,756,154

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

1. Variable A is 534,370,639, which is the current number of shares on issue, and assumes that the resolutions in Items 4, 5 and 7 of the Notice of Meeting are approved.
2. The "issue price at current market price" is the closing price of the Shares on the ASX on 4 October 2018.
3. The Company issues the maximum number of shares under the additional 10% placement Capacity.
4. the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
5. no options are exercised into shares, or performance rights vest, before the date of issue of equity securities;
6. 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%;
7. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting; and
8. funds raised are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- (a) 12 months after the Annual General Meeting; or
- (b) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of 10% additional placement

The Company may seek to issue securities under the 10% placement capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for working capital purposes or potential acquisitions; or

- (b) as non-cash consideration for services, equipment or products. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3. The minimum issue price limitation as set out in Listing Rule 7.1A.3 applies to issues for non-cash consideration.

The Company will comply with the disclosure obligations under Listing Rules 7.1A4 and 3.10.5A upon the issue of any securities under ASX Listing Rule 7.1A.

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% placement. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are then available to the Company;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% placement have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Information provided for compliance with ASX Listing Rule 7.3A.6

The Company previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 29 November 2017. The Company issued 43,892,508 Shares under ASX Listing Rule 7.1A on 6 September 2018 since the approval was obtained.

The Company issued, in the 12 months preceding the date of the Meeting, a total of 109,731,270 equity securities, representing 25% of the total number of equity securities on issue at the commencement of that 12 month period.

Details of the equity securities the Company has issued in the 12 month period preceding the date of the Meeting are set out in the table below:

Date of issue	Allottee/s	Equity Security	Number of Equity Securities	Price (and discount to market if any)	Key terms
17-Jan-18	Employees	Shares	2,194,625	\$0.027 / 10%	Issue of shares to Mr Anthony Nantes as part of his short term incentive – same terms as existing Shares on issue. Current value (19 October 2018) of the shares issued to Mr Anthony Nantes is \$118,509
13-Feb-18	Alceon	Shares	14,285,715	\$0.042 / 0%	Issue of shares – same terms as existing Shares on issue. Amount raised: \$600,000 Amount spent: \$0 Spent on: N/A Intended use for remaining amount: \$400k on salaries \$100k on marketing \$100k on general business expenses

Date of issue	Allottee/s	Equity Security	Number of Equity Securities	Price (and discount to market if any)	Key terms
13-Feb-18	Alceon	Options	14,285,715	\$0.00 / 100%	Grant of options – exercise price of \$0.08 per share with an expiry date of 13 February 2020. Other terms and conditions per ASX announcement of 13 February 2018.
06-Sep-18	Sophisticated Investors	Shares	78,965,215	\$0.05 / 9.09%	Tranche 1 Placement – issued on the same terms as existing Shares on issue. Amount raised: \$3,948,260 Amount spent: Spent on: Intended use for remaining amount: \$400k per month on salaries \$5k per month on marketing \$100k per month on general business expenses \$1m on product development

Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give to ASX:

- a. a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- b. the information required by ASX Listing Rule 3.10.5A for release to the market.

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 11 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of securities, except a benefit solely by reason of being a holder of ordinary securities, or any associates of the aforementioned persons.

However, the Company need not disregard any votes if:

- it is cast as proxy for a person entitled to vote, in accordance with directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of the Notice of Meeting, the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Item 10.

Director's Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolution in Item 10.

ITEM 11: Approval to issue securities under the Wisr Limited Performance Rights Plan (Rights Plan)

Background

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Shareholder approval. Listing Rule 7.2 allows certain issues of securities to be excluded from the calculation of the number of securities issued in the 12 month period, including under exception 9(b), where an issue is made under an employee incentive plan, if within three years before the date of issue, the terms of the plan are approved by Shareholders.

The resolution of Item 12 proposes that Shareholders consider and approve the Rights Plan in accordance with Listing Rule 7.2, exception 9(b), which would enable securities issued under the Rights Plan over the next three years to be excluded from any calculation of securities for the purposes of Listing Rule 7.1.

The Rights Plan provides for the issuance of performance rights, which, upon a determination by the Board that the performance conditions attached to the performance rights have been met, will result in the issue of Shares in the Company for each performance right.

Key Terms

- Wisr currently operates a Performance Rights Plan that was approved by Shareholders at the Annual General Meeting on 19 June 2015.
- To ensure retention of key executives and alignment of their performance to shareholders' objectives, the design of the current plan has been reviewed. At the same time, Wisr would also like to increase ownership and provide suitable rewards for the rest of the staff through the introduction of the broad based plan.
- **Governance:** The plan will be governed by the Plan Committee, which may comprise the Board or any person or Committee the Board delegates its authority in relation to the Plan, such as the Remuneration Committee.
- **Eligibility:** Offers to participate in the Plan may be made to employees, directors, or any other person at the Plan Committee's discretion (subject to the Class Order or other applicable requirements). It is intended that the initial participants would be the key executives, including the CEO and CFO.
- **Quantum:** The Plan Committee will determine the potential opportunity amount for each participant. This amount may be a \$ amount, a % of fixed remuneration or by reference to a % of the market cap value or shares on issue. This amount will be confirmed in the offer letter to the participant.
The actual amount the participant will be eligible to receive will be determined by the Plan Committee with reference to achievement against the Participant's annual scorecard of performance measures over the financial year.
The number of Performance Rights will be determined by dividing the amount by the VWAP of WZR Shares for the 10 trading days immediately following the release of the Company's financial results.
- **Instrument:** Each Performance Right entitles the holder to one WZR share (subject to any adjustments as a result of a reorganisation or capital). Performance Rights do not provide the participant with a right to receive dividends. Performance Rights are forfeitable until any performance conditions are met and the rights vest and become exercisable.
- **Vesting Date:** Date on which all of the performance conditions for the Performance Rights are met. The Plan Committee may have the discretion to waive or reduce performance conditions or vest the Performance Rights at an earlier time.
The vesting dates proposed are that 50% of the Performance Rights would vest 1 year after grant and the remaining 50% 2 years after grant.
- **Performance Conditions:** The Plan Committee will set an annual scorecard which will establish performance measures and their relative weightings which will be communicated to the participant prior to the commencement of the performance period. The scorecard will also establish the degree to which each measure is rewarded by establishing levels of performance and corresponding levels of reward.
The Plan Committee will assess the performance against the annual scorecard at the end of the financial year and determine the value of the award and the amount to be awarded as Performance Rights. The Plan Committee has absolute discretion to adjust the outcomes up or down based on the overall results, the Company's values and impact on shareholder value.
The Performance Rights held by the Participant may be subject to further Performance Conditions as determined by the Plan Committee and outlined in the Offer. The additional Performance Condition initially proposed for the Performance Rights is that the participant must remain an employee of Wisr Ltd until vesting (subject to 'good leaver' provisions').

- **Restrictions on dealing:** The Shares held by the Participant as a result of exercising the Performance Rights may be subject to restrictions on dealing as determined by the Company and outlined in the offer, in addition to restrictions on trading under the WZR securities trading policy or applicable law.
- **Leaver Provisions:** A 'good leaver' is defined as an employee who terminates employment as a result of retirement, genuine redundancy, death, total and permanent disability, or any other circumstance as determined by the Plan Committee.
Where an individual is a good leaver, generally any Performance Rights will remain on foot subject to the original performance conditions. However, the Plan Committee has the discretion to determine the Performance Rights are treated in a different manner, for example that they lapse or partially lapse or that they could accelerate the vesting.
A 'bad leaver' is defined as a leaver who is not considered a good leaver. Where an employee is a bad leaver, any unvested Performance Rights immediately lapse unless otherwise determined by the Plan Committee.
- **Change in Control:** The Plan Committee would retain discretion to determine the treatment of vested and unvested Performance Rights in the case of change of control.
- **Clawback:** The Plan Committee may require a participant to pay back part or all of the resulting shares, or forfeit Performance Rights not yet vested, that are found to be awarded as the result of material financial misstatements, fraud or misconduct that resulted in an award that would not have otherwise been payable. The Plan Committee may adopt a specific clawback policy and communicate this to participants.
- **Reconstruction:** Performance Rights will not confer the right to participate in new issues of shares or other securities in the Company. However, subject to ASX Listing Rules, adjustments will be made to the number of shares to which a participant would be entitled on the exercise of Performance Rights in the event of a bonus issue or pro-rata issue to existing holders of shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolution in Item 11.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

GLOSSARY

10% Placement Capacity has the meaning given in Item 10 of the Notice.

\$ means Australian Dollars

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

Annual General Meeting or **Meeting** means the meeting convened by the Notice

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (3rd edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Wisr Limited (ACN 004 661 205)

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that at the relevant date:

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

Entitlement Time means 7:00pm (AEDT) on Sunday 25 November 2017.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Proxy Deadline means 4.00pm (AEDT) on Sunday, 27 November 2018.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in section 50 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2017.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rights Plan means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share, under a binding contract made by the company and an eligible participant in the manner set out in the Wizr Limited Performance Rights Plan.

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.



ABN 80 004 661 205

WZR

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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

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

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

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



For your vote to be effective it must be received by 4.00 pm (AEDT) on Sunday 25 November 2018

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Wizr Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wizr Limited to be held at the offices of Wizr Limited, Level 8, 58 Pitt Street, Sydney NSW 2000 on Tuesday, 27 November 2018 at 4.00 pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 4 & 11 (except where I/we have indicated a different voting intention below) even though Items 2, 4 & 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4 & 11 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Chris Whitehead as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification and approval of the issue of Shares to Mr Anthony Nantes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification and approval of the issue of Shares to Alceon Group Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification and approval of the issue of Options to Alceon Group Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Ratification and approval of the issue of Shares under Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of the issue of Shares under Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of the issue of 2,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
10	Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Approval to issue securities under the Wizr Limited Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

W Z R

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Computershare +