



XREF LIMITED

ARBN 122 404 666

NOTICE OF SPECIAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

Date of Meeting

27 May 2016

Time of Meeting

11:00am (AEST)

Place of Meeting

Shangri-La Hotel
176 Cumberland Street
Sydney NSW 2000

This Notice of Special Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

NOTICE OF SPECIAL MEETING

XREF LIMITED

ARBN 122 404 666

Notice is hereby given that a Special Meeting of shareholders of Xref Limited (Xref or the Company) will be held at 11:00am (AEST) on 27 May 2016 at the Shangri-La Hotel Sydney, 176 Cumberland Street, Sydney NSW 2000.

RESOLUTION 1 – RE-DOMICILING THE COMPANY TO AUSTRALIA

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

‘That approval is given for the re-domicile of the Company from New Zealand to Australia in accordance with the relevant laws of New Zealand and Australia, and for all other purposes, and the Company is authorised to take all action necessary to implement the re-domicile.’

RESOLUTION 2 – APPOINTMENT OF NEW AUDITOR OF THE COMPANY

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

“That, subject to the passage of Resolution 1, for the purposes of section 327C of the Corporations Act and for all other purposes, approval is given for Crowe Horwath Sydney to act as Auditor of the Company with effect on and from the date the re-domicile of the Company to Australia takes effect.”

RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION

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

“That, subject to the passage of Resolution 1, for the purposes of section 32 (2) of the Companies Act 1993 and for all other purposes, approval is given for the Company to revoke its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Special Meeting for identification purposes, with effect on and from the date the re-domicile of the Company to Australia takes effect.”

RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

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

“That approval is given for the Company to adopt an employee incentive scheme titled “Xref Employee Option Plan” and that all issues of securities under the Xref Employee Option Plan, the terms of which are described in the Explanatory Statement, be approved as an exception to ASX Listing Rule 7.1 and for all other purposes.”

RESOLUTION 5 – APPROVAL OF PROSPECTIVE TERMINATION BENEFITS

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

“That, subject to the passage of Resolutions 1 and 4, and with effect on and from the date the re-domicile of the Company to Australia takes effect, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company or a related body corporate to give benefits under the Xref Employee Option Plan to any current or future personnel who holds, or during the three years prior to retirement held, a managerial or executive office in the Company or a related body corporate, in connection with that person's retirement from an office or cessation of employment in the Company or a related body corporate, on the terms set out in the Explanatory Statement.”

NOTES:

1. Explanatory Statement

The Explanatory Statement accompanying this Notice of Special Meeting is incorporated in, and comprises part of, this Notice of Special Meeting and should be read in conjunction with this Notice of Special Meeting. Shareholders should specifically refer to the Glossary in the Explanatory Statement, which contains definitions of capitalised terms used in both this Notice of Special Meeting and the Explanatory Statement.

2. Voting Exclusion Statements

Resolution 4

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a Director, or an Associate of a Director (except for any Director (or their Associate) who is ineligible to participate in any employee incentive scheme in relation to the Company).

However, the Company need not disregard a vote if it is:

- cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- cast by a 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.

As noted in the Explanatory Statement, Directors Lee-Martin Seymour and Timothy Griffiths are ineligible to participate in the Xref Employee Option Plan, and any other employee incentive scheme in relation to the Company.

Resolution 5

If any shareholder is a current or potential employee or Director of the Company or a related body corporate (or an Associate of such a person), and wishes to preserve the benefit of Resolution 5 for that person, they should not vote on Resolution 5 or they will lose the benefit of the Resolution for that person. This is because the Corporations Act requires that no votes on Resolution 5 may be cast (in any capacity) by or on behalf of an employee or Director of the Company or a related body corporate who may, as a retiree, receive a benefit approved by Resolution 5, or any Associate of such an employee or Director.

However, the Company need not disregard a vote if it is:

- cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- cast by a 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.

3. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. A Proxy Form accompanies this Notice of Meeting.

To record a valid vote, a Shareholder will need to complete and lodge the Proxy Form as follows:

- (a) by post at the following address:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
OR
- (b) by facsimile (within Australia) 1800 783 447
- (c) by facsimile (outside Australia) +61 3 9473 2555
OR
- (d) Online: www.investorvote.com.au

Proxy Forms must be lodged not less than 48 hours prior to the start of the Meeting in order to be valid.

4. 'Snap Shot' Time

Under section 125 (2) of the Companies Act 1993, the Company may specify a date, not more than 20 working days before the Meeting, on which a 'snap-shot' of shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting based on the names registered on the Company's share register as at the date fixed. The Directors have determined that all shares of the Company that are quoted on ASX as at 5:00 pm (AEST) on 25 May 2016 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

Pursuant to clause 125 (3) of the Companies Act 1993, the Company may also specify a date, not more than 30 working days or less than 10 working days before the Meeting, determining which Shareholders are entitled to receive notice of the Meeting based on the names registered on the Company's share register as at the date fixed. The Directors have determined that all shares of the Company that are quoted on ASX as at 5:00 pm (AEST) on 6 May 2016 shall, for the purposes of determining entitlement to receive notice of the Meeting, be taken to be held by the person registered as holding the shares at that time.

5. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an executed certificate or letter authorising him or her to act as that company's representative. The authority may be sent to the Company and / or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. Questions on the Notice

Should you wish to discuss the matters in this Notice of Special Meeting please do not hesitate to contact the Company Secretary on +61 2 9427 5928.

EXPLANATORY STATEMENT

PART 1 – GENERAL INFORMATION

This Explanatory Statement forms part of a Notice convening a Special Meeting of shareholders of Xref Limited to be held on 27 May 2016. This Explanatory Statement is to assist shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the Resolutions proposed. Both items should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Statement, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 5 (inclusive).

Background Information

Following the successful completion of the Xref transaction, as mentioned in section 1.1 below, the Company proposes to make some changes to streamline its operations. The proposed changes are expected to create some operational synergies, primarily by removing the need to obtain professional advice in New Zealand on a regular basis. The proposed changes are:

1. Re-domicile the Company so that it becomes an Australian registered company and ceases to be a New Zealand registered company.
2. Appoint an Australian Auditor.
3. Adopt an Australian law constitution.

While not relevant to the proposed Resolutions, for completeness, it is noted that during April 2016, pursuant to section 41 of the Financial Reporting Act 2013, the balance date of the Company was changed by the Directors with the approval of the Commissioner of Inland Revenue. The previous balance date was 31 March and the new balance date is 30 June, which is consistent with the balance date of the Company's subsidiaries. This change was announced via the ASX market announcements platform on 13 April 2016.

PART 2 – EXPLANATION OF THE PROPOSED RESOLUTIONS

RESOLUTION 1 – RE-DOMICILING THE COMPANY TO AUSTRALIA

1.1 Background

The Company is registered as a New Zealand company under the Companies Act 1993. Following the successful reverse takeover transaction and the transformation of King Solomon Mines Limited to Xref Limited, opportunities exist to streamline the Company's operations. Given the Company is listed on ASX and headquartered in Australia, the Directors propose to re-domicile the Company so that it becomes a company registered under Australian law and ceases to be registered under New Zealand law.

1.2 Requirement for Shareholder Approval

Pursuant to New Zealand law (section 352 of the Companies Act 1993), a special resolution of shareholders is required to approve a re-domicile of a company from New Zealand. A special resolution is passed where at least 75% of the votes cast by shareholders of the company entitled to vote on that resolution and who vote at the relevant meeting in person or by proxy, are cast in favour of that resolution. For this reason, Shareholders are asked to consider and vote on Resolution 1.

1.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 1.

Each Director confirms that he has no personal interest in the outcome of Resolution 1.

RESOLUTION 2 – APPOINTMENT OF NEW AUDITOR OF THE COMPANY

2.1 Background

Since the change of the Company's nature and scale of its activities, and its re-admission to the official list of the ASX, the Company has had its operations substantially based in Australia.

Subject to the passage of Resolution 1, and all other legal and regulatory requirements, the Company will be re-domiciled to Australia. On this basis, and considering that the primary operations of the Company are in Australia, it is impractical for PwC New Zealand to continue

as the Company's Auditor. As a result, the Company and PwC New Zealand have worked together to facilitate the resignation of PwC New Zealand (taking effect from the date that the re-domicile of the Company to Australia becomes effective), which was approved by the Board on 11 April 2016. The Board proposes to appoint Crowe Horwath Sydney, an Australian-based Auditor, as Auditor of the Company on and from the date the re-domicile of the Company to Australia takes effect.

2.2 Requirement for Shareholder Approval

Once the re-domicile of the Company to Australia takes effect, the Company will be registered as a company under Australian law.

Shareholders are being asked to approve the appointment of Crowe Horwath Sydney to hold the office of Auditor with effect from the date the re-domicile of the Company to Australia takes effect until the Company's next annual general meeting (as prescribed by section 327C of the Corporations Act).

Following a review of organisations that have the capacity to provide auditing services to the Company, Crowe Horwath Sydney has been selected on the basis of its expertise, independence and proposed fees. In particular, Crowe Horwath Sydney is considered to have extensive experience of the industry in which the Company operates.

2.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 2.

Each Director confirms that he has no personal interest in the outcome of Resolution 2.

RESOLUTION 3 – ADOPTION OF NEW CONSTITUTION

3.1 Background

Resolution 3 seeks the approval of Shareholders to repeal the Company's existing Constitution and adopt a new constitution, which is of the type required for an Australian listed public company limited by shares (Proposed Constitution), and which reflects and is consistent with Australian law, particularly the provisions of the Corporations Act, as well as the ASX Listing Rules, and any amendments made to the ASX Listing Rules since the existing Constitution was adopted a number of years ago.

The Proposed Constitution is otherwise consistent with the provisions of the existing Constitution. The Directors believe that the proposed changes to the existing Constitution are not material nor will they have any significant impact on Shareholders. Since it is not practicable to list all of the differences between the existing Constitution and the Proposed Constitution in detail in this Explanatory Statement, a summary of the rights and liabilities under the Proposed Constitution, and references to the ASX Listing Rules and the Corporations Act, have been attached to this Notice in Annexure 2. The summary does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders under the Proposed Constitution.

A copy of the Proposed Constitution is also available for review by Shareholders at the Company's website at <https://xref.global/investor> or at its registered office, or a copy will be emailed to any Shareholder who requests a copy.

3.2 Requirement for Shareholder Approval

Under section 32 (3) of the Companies Act 1993, a company may alter and revoke its constitution or a provision of its constitution, and adopt a new constitution, by special resolution of its shareholders. A special resolution is passed where at least 75% of the votes cast by shareholders of the company entitled to vote on that resolution and who vote at the relevant meeting in person or by proxy, are cast in favour of that resolution. For this reason, Shareholders are asked to consider and vote on Resolution 3.

3.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 3.

Each Director confirms that he has no personal interest in the outcome of Resolution 3.

RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

4.1 Background

The Company proposes to adopt an employee option plan and to issue Options, and Shares pursuant to the exercise of Options issued, under that plan on the terms and conditions set out in an Employee Option Plan, the material rules of which are summarised at Annexure 1.

Under the Employee Option Plan, employees, Directors (subject to Shareholder approval under ASX Listing Rule 10.14 and specifically excluding Directors Lee-Martin Seymour and Timothy Griffiths) and contractors of the Company and its related bodies corporate will be eligible to participate. The maximum number of Options that may be issued under the Employee Option Plan is 5% (by number) of the total number of Shares on issue (on an undiluted basis) at the relevant time.

The rationale behind the Employee Option Plan is to incentivise employees to perform better, which in turn should increase the share price of the Company and hence the return to those employees by virtue of their participation in the Employee Option Plan.

A complete copy of the Employee Option Plan Rules is available for review by Shareholders from the Company's website at <https://xref.global/investor> or at its registered office, or a copy will be emailed to any Shareholder who requests a copy.

4.2 Reason for Shareholder Approval

Although there is no legal requirement to obtain Shareholder approval for the adoption of the Employee Option Plan, as a matter of good corporate governance and full disclosure to Shareholders, the Directors have decided to seek Shareholder approval for the adoption of the Employee Option Plan.

Approval by Shareholders of Resolution 4, however, will mean that securities issued within three years of the date of receipt of approval will not, while the Company is listed on the ASX, be counted towards the Company's annual capacity to issue securities without Shareholder approval under ASX Listing Rule 7.1, which is restricted to 15% (by number) of the total number of ordinary shares that the Company had 12 months prior to the time of each proposed issue.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a listed entity must not issue, or agree to issue, equity securities that amount to more than 15% of its issued share capital in any rolling 12-month period. However, ASX Listing Rule 7.2 contains various exceptions to ASX Listing Rule 7.1, including:

- (a) Exception 9, which provides for an issue of securities under an employee incentive scheme, if within three years before the date of issue, the holders of ordinary securities have approved the issue under the scheme; and
- (b) Exception 14, which provides that, if an issue of securities is made with the approval of holders of ordinary securities under ASX Listing Rule 10.14 and the relevant notice of meeting states that if approval is given under ASX Listing Rule 10.14, then approval is not required pursuant to ASX Listing Rule 7.1.

Therefore, as stated above, the issue of options to employees under the Employee Option Plan will fall under an exception to, and is not included in the 15% calculation of, the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rule 10.14 relates to shareholder approval for the issue of securities to directors of a publicly listed company. However, under the Employee Option Plan, Directors are not able to participate in the Plan until all necessary approvals (including approval under ASX Listing Rule 10.14) have been obtained. In any event, Directors Lee-Martin Seymour and Timothy Griffiths are excluded from participating in the Employee Option Plan.

4.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 4.

Each of Directors Lee-Martin Seymour and Timothy Griffiths confirm that he has no personal interest in the outcome of Resolution 4, as they are both ineligible to participate under the Employee Option Plan.

Each of Simon O'Loughlin and Timothy Mahony declares his interest in the Employee Option Plan, since they are both eligible to participate in the Employee Option Plan (subject to Shareholder approval for the purposes of ASX Listing Rule 10.14 and for all other purposes), but consider that, for the reasons set out above, it is in the best interests of Shareholders that the Employee Option Plan be approved.

RESOLUTION 5 – APPROVAL OF PROSPECTIVE TERMINATION BENEFITS

5.1 Background

Resolution 5 seeks the approval of Shareholders of prospective termination benefits under the Xref Employee Option Plan. Note that Resolution 5 is subject to the passing of Resolutions 1 and 4, and will only be effective on and from the date the re-domicile of the Company to Australia takes effect.

If the Company is re-domiciled to Australia it will need to comply with the Corporations Act (to the extent that it does not already do so as a foreign company under Division 2 of Part 5B.2). The Corporations Act restricts the benefits that can be given to persons who hold a 'managerial or executive office' as defined in the Corporations Act on leaving their employment with the Group.

Pursuant to section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office in the Group if the benefit is approved by shareholders or if an exemption applies.

Significant changes were made to section 200B and its related provisions in late 2009. These had the effect (among other things) that:

- (a) a wider group of officers (being those who hold a 'managerial or executive office' in a company) are now subject to the provisions – in addition to directors, the amended provisions also cover senior executives who are key management personnel of a company or whose remuneration details are disclosed in a company's remuneration report, and they also extend to any person who held such a directorship or position in the previous three years;
- (b) a substantially-reduced cap applies to the termination payments that a company is permitted to make to the affected officers without shareholder approval – the cap is now (broadly) up to 12 months' of the average base salary, instead of up to seven times the average annual remuneration; and
- (c) various identified types of remuneration, including accelerated and automatic vesting of share-based payments, are now specifically characterised as benefits for the purposes of the provisions.

The Employee Option Plan provides that unvested Options immediately lapse upon a Participant ceasing to be an employee, unless the Participant ceases to be an employee as a result of an applicable Special Circumstance (as defined by the Plan rules), in which case the Options will continue to be capable of vesting. As a result, to the extent that a Participant ceases to be an employee by virtue of a Special Circumstance, and still has Options which are capable of vesting, if that employee exercises those Options around the time of his / her retirement, that exercise could constitute a "benefit" for the purposes of section 200B of the Corporations Act. In addition, the Plan Committee has the ability to accelerate the vesting of Options on the occurrence of a Control Event (as defined by the Plan rules). One of the limbs of the definition of a Control Event in the Employee Option Plan rules is "any other event the Plan Committee reasonably considers should be regarded as a Control Event."

The exercise of discretion of the Plan Committee to accelerate vesting in such a situation also has the potential to constitute a "benefit" for the purposes of section 200B of the Corporations Act.

5.2 Requirement for Shareholder Approval

The Company is therefore seeking Shareholder approval for the potential benefit that may arise to Participants in the Employee Option Plan on termination of a managerial or executive office as a result of the operation of section 200B of the Corporations Act.

Section 200E of the Corporations Act requires certain information to be provided to Shareholders in approving a benefit on termination of a managerial or executive office.

5.3 Value of the Benefits

The value of the potential termination benefits cannot be determined in advance as it is dependent on various matters, events and circumstances, which will, or would likely, affect calculation of the value. Specifically, the value of such a benefit to an Eligible Person under the Employee Option Plan will depend on factors including without limitation:

- (a) the Eligible Person's length of service and the portion of any relevant performance periods that have expired at the time they leave employment;
- (b) the Eligible Person's total remuneration package at the time of any issue of Options and at the time they leave employment;

- (c) the extent to which any performance conditions or hurdles have been achieved (if any);
- (d) the number of unvested Options that the Eligible Person holds at the time they cease to be employed;
- (e) the Company's Share price at the time of allocation; and
- (f) the number of Options that the Plan Committee decides is to be allocated.

The passing of Resolution 5 is intended to remove doubt about the application of section 200B of the Corporations Act to the vesting of the relevant Options in accordance with the Employee Option Plan. If passed, it is intended that the approval will remain valid for as long as the Employee Option Plan provides for the treatment on cessation of employment set out in this Explanatory Statement.

5.4 Recommendation of Directors

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

Each of Directors Lee-Martin Seymour and Timothy Griffiths confirm that he has no personal interest in the outcome of Resolution 5, as they are both ineligible to participate under the Employee Option Plan.

Each of Simon O'Loughlin and Timothy Mahony declares his interest in the Employee Option Plan, since they are both eligible to participate in the Employee Option Plan (subject to Shareholder approval for the purposes of ASX Listing Rule 10.14 and for all other purposes), but consider that, for the reasons set out above, it is in the best interests of Shareholders that Resolution 5 be passed.

GLOSSARY

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time-to-time.

Chairman means the person chairing the Special Meeting.

Company means Xref Limited ARBN 122 404 666.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Eligible Person means a person selected by the Plan Committee to participate in the Employee Option Plan.

Employee Option Plan means the Xref employee option plan, a summary of which is attached to the Notice as Annexure 1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means, collectively, the Company and each Related Body Corporate of the Company.

Legal Personal Representative means the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by another person.

Listing Rules means the listing rules of ASX.

Notice means this notice of Special Meeting, including the Explanatory Statement and the Proxy Form.

Option means a right issued to a Participant to subscribe for a Share under the Employee Option Plan.

Participant means a person who holds Options issued under the Employee Option Plan, or Shares issued upon the exercise of Options issued under the Employee Option Plan, and includes, if a Participant dies or becomes subject to a legal disability, the Legal Personal Representative of that Participant.

Plan Committee means, as applicable, the remuneration committee of the Board to which power to administer the Employee Option Plan has been delegated or, if there has been no delegation, the Board.

Proposed Constitution means the proposed new constitution of the Company, which is of the type required for an Australian listed public company limited by shares.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given to that term in the Corporations Act.

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

Shareholder means the holder of a Share.

Special Meeting means the special meeting convened by the Notice.

Xref means Xref Limited ARBN 122 404 666.

ANNEXURE 1

MATERIAL TERMS AND CONDITIONS OF THE XREF LIMITED EMPLOYEE OPTION PLAN

The key terms of the Company's Employee Option Plan (Plan) are as follows:

1. Invitation and Grant of Options

At the invitation of the committee of the Board responsible for administering the Plan (Plan Committee), persons eligible to participate in the Plan (Participant) may be granted Options under the Plan (Plan Options) which, subject to the relevant conditions of their vesting being satisfied or waived in accordance with the rules of the Plan (Plan Rules), will entitle the Participant to subscribe for Shares upon paying the applicable exercise price. No cash consideration is payable by Participants for the grant of Plan Options.

2. Participants and Eligibility

The Plan Committee has sole discretion in determining who should be invited to participate in the Plan. Employees, Directors and contractors of the Company and its related bodies corporate (Eligible Persons) are eligible to become Participants. However, the grant of any Plan Options to Directors under the Plan is subject to all legal and regulatory requirements, including the requirement to first obtain shareholder approval under ASX Listing Rule 10.14. Directors Lee-Martin Seymour and Timothy Griffiths are specifically excluded from participating in the Plan.

3. Maximum Issue Capacity

The maximum number of Options that may be issued under the Plan is 5% (by number) of the total number of Shares on issue (on an undiluted basis) at the relevant time.

4. Vesting Conditions

Unless otherwise determined by the Plan Committee, Plan Options will vest on the third anniversary of their date of issue (Vesting Date), subject to the conditions to their vesting being satisfied or waived by the Vesting Date.

It is a continuous condition of the vesting of any Plan Option that, except in Special Circumstances (namely, the death or total and permanent disablement of the relevant Participant, the redundancy of a Participant's position in the Group or such other circumstance determined by the Plan Committee), the Participant holding the Plan Option must have been an Eligible Person at all times since the date of grant of the Plan Option to its Vesting Date.

The Plan Committee may also impose additional conditions to the vesting of a Plan Option, including performance conditions and hurdles.

The Plan Committee has discretion to waive or vary at any time, the vesting conditions to any Plan Option. Subject to such discretion and the abovementioned Special Circumstances, if any vesting condition to a Plan Option is not satisfied before 5:00pm (AEST) on its Vesting Date, that Plan Option will automatically lapse.

5. Exercise Period

Unless otherwise determined by the Plan Committee, once vested, a Plan Option will generally be capable of exercise at any time from its Vesting Date to the seventh anniversary of the date on which it was granted or, where a relevant Special Circumstance has arisen, the first anniversary of the date of occurrence of that Special Circumstance (Exercise Period).

The Exercise Period for a Plan Option may be shortened if, for example, the Plan Committee forms the opinion that the relevant Participant has engaged in conduct that brings the Group into disrepute or entitles the Group to immediately terminate his / her employment or engagement with the Group.

If a vested Plan Option is not exercised in accordance with the Plan Rules within its Exercise Period, it will automatically lapse and all of the rights of the Participant in respect of that Plan Option will immediately cease.

6. Exercise Price

The price at which vested Plan Options may be exercised into Shares (Exercise Price) is determined by the Plan Committee, at its discretion, at the time of grant.

7. Shares Issued Upon Exercise and Attaching Rights

A Share allotted upon exercise of a Plan Option (Resulting Share) will, upon its issue, rank pari passu in all respects with all other Shares on issue.

A Resulting Share will entitle its holder to participate fully in dividends declared by the Company after the date of allotment of that Resulting Share and all issues of securities offered pro rata to Shareholders where the record date for such offers falls after the date of allotment of that Resulting Share. Until a Plan Option is vested and exercised, however, the Plan Option does not confer any rights to participate in dividends, issues of securities or voting rights upon the Participant.

8. Quotation

If at the time of exercise of any Plan Option, Shares are quoted on ASX, the Company will apply for official quotation of any Share issued upon the exercise of that Plan Option, on ASX. Plan Options will not however be quoted on ASX or any other securities exchange.

9. Dealings in Plan Options and Resulting Shares

Plan Options are personal to Participants and, other than in certain permitted circumstances (such as pursuant to an off-market bid relating to the Plan Options or a transfer approved by the Board), cannot be sold, transferred, encumbered or otherwise dealt with.

Resulting Shares will generally be freely tradeable after their issue, subject to compliance with the Company's Securities Trading Policy. The Plan Committee may, however, in its discretion, when making an offer of Plan Options, require that any Shares issued upon the exercise of those Plan Options be restricted from sale, transfer, encumbrance or other dealing, for a period of up to three years after the vesting of those Plan Options (Restriction Period). In such circumstances, the Resulting Shares will be placed under a holding lock for the duration of the Restriction Period, unless earlier release is permitted under the Plan Rules (for example, where a Control Event has occurred, a Participant is experiencing severe financial hardship or a Participant has ceased to be an Eligible Person).

10. Accelerated Vesting

If an event occurs which:

- (a) causes a change in the control of the Company – that is, a change in the person(s) holding the right to:
 - (i) cast at least 50% of the votes on the election or removal of Directors;
 - (ii) appoint or remove Directors holding at least 50% of the votes exercisable by all Directors; or
 - (iii) at least 50% of the Company's profits, distributions or net liquidation proceeds; or
- (b) the Plan Committee reasonably determines should be regarded a Control Event,

any Plan Options that have not yet vested at that time and are held by a Participant who remains an Eligible Person or who has been subject to a Special Circumstance, will, subject to any conditions imposed by the Planning Committee, immediately vest and become capable of exercise.

Unless the Plan Committee determines otherwise, a Control Event includes where a takeover bid for the Company's Shares is recommended by the Board or a scheme of arrangement, which would have a similar effect to a full takeover bid, is announced by the Company.

11. Adjustment in the Event of New Issues

Under the Plan Rules, subject to the ASX Listing Rules, if the Company makes:

- (a) a bonus issue of Shares to Shareholders prior to the exercise of a Plan Option, the number of Resulting Shares over which that Plan Option is exercisable is to be increased by such number of Shares as the Participant would have received had that Plan Option been exercised before the record date for that bonus issue; and
- (b) a pro rata issue of Shares to Shareholders (other than a bonus issue) prior to the exercise of a Plan Option, the Exercise Price of that Plan Option is to be reduced in accordance with the formula prescribed in ASX Listing Rule 6.22.2.

12. Amendment to Plan Rules

Subject to the ASX Listing Rules, the Board may at any time amend all or any of the provisions of the Plan Rules, including with retrospective effect, provided that the amendment does not reduce any accrued rights attaching to Plan Options except:

- (a) with the prior consent of those Participants holding, between them, at least 75% of the total number of Plan Options on issue at the relevant time that may be affected by the proposed amendment; or
- (b) in certain other limited circumstances (for example, to enable any Group Company to comply with the Corporations Act, ASX Listing Rules or any other legal requirement).

ANNEXURE 2

PROPOSED CONSTITUTION

Set out below is a summary of the rights and liabilities under the Proposed Constitution, the ASX Listing Rules and the Corporations Act, which will attach to the shares of the Company. This summary does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of shareholders under the Proposed Constitution. The rights attaching to the shares are set out in the Proposed Constitution. Those rights will also be subject to the ASX Listing Rules in all respects while the Company maintains its listing on the ASX.

Meeting and Voting

Each shareholder will be entitled to receive notice of, and attend and vote at, general meetings of the Company. At a general meeting, every shareholder present in person or by proxy, representative or attorney will have one vote on a show of hands and, on a poll, one vote for each share held.

Note that under the existing Constitution, a Shareholder may give written notice to the Board of a matter that the Shareholder proposes to raise for discussion or resolution at the next meeting of Shareholders at which that Shareholder is entitled to vote. By contrast, under section 249N of the Corporations Act (which the Proposed Constitution is subject to): (a) Shareholders with 5% of the total number of votes that may be cast at the meeting; or (b) at least 100 Shareholders who are entitled to vote at the meeting, may give the Company notice of a resolution they propose to move at a general meeting.

Notices

Each Shareholder will be entitled to receive all notices, accounts and other documents required to be given to Shareholders under the Proposed Constitution, the Corporations Act and the ASX Listing Rules.

Dividends

The Directors are authorised to make all decisions, including as to the method and time for payment, regarding dividends in respect of Shares that are permitted under the Corporations Act.

Winding Up

Subject to the terms of the issue of shares, on a winding up of the Company, the liquidator may with the sanction of a special resolution of the Company divide the surplus assets of the Company remaining after payment of its debts among Shareholders in proportion to the number of shares held by them (with partly paid shares counted as fractions of fully paid shares).

Transfer

Subject to the Proposed Constitution, the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Company's Shares will be freely transferable.

Creation and Issue of Further Shares

The allotment and issue of any additional Shares will be under the control of the Directors, subject to any restrictions on the allotment of Shares imposed by the Proposed Constitution, the Corporations Act and the ASX Listing Rules.

Variation of Rights

The rights, privileges and restrictions attaching to ordinary shares can be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary Shares, by a 75% majority of those holders who, being entitled to do so, vote at the general meeting or, with the written consent of the holders of at least 75% of the ordinary Shares on issue.

There is no liability on a holder of Shares to contribute any further amount to the Company on any fully paid ordinary Shares held by the Shareholder.



Xref Limited
ARBN 122 404 666

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

XF1

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

Proxy Form

XX



Vote and view the Notice of Meeting 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: I999999999

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 11.00am (AEST) Wednesday, 25 May 2016

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

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Xref 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 Special Meeting of Xref Limited to be held at Shangri-La Hotel, 176 Cumberland Street, Sydney, NSW, 2000 on Friday, 27 May 2016 at 11.00 am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 4 and 5 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 4 and 5 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
1 Re-domiciling the Company to Australia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of New Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Prospective Termination Benefits	<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 / /