



**MY ATM HOLDINGS LIMITED
(ACN 141 509 426)**

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**General Meeting to be held at the offices Trident Capital,
Level 24, 44 St George's Terrace, Perth, Western Australia
on 5 March 2014 commencing at 10.00am (WST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or
other professional adviser without delay.

MY ATM HOLDINGS LIMITED

ACN 141 509 426

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of My ATM Holdings Limited ACN 141 509 426 (**Company**) will be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia commencing at 10.00am (WST) on 5 March 2014.

The Explanatory Statement annexed to this Notice provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and Proxy Form are part of this Notice. Terms and abbreviations used in this Notice and the accompanying Explanatory Statement are defined in the glossary.

ORDINARY BUSINESS

The business to be transacted at the General Meeting is the proposal of Resolutions 1 and 2 as set out below.

1. Ratification of Issue of Shares under Placement

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 75,000,000 Shares to Exempt Investors under the Placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the issue the subject of this resolution and any person associated with those persons. However, the Company need not disregard any 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 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.

2. Approval of Issue of Shares to Strategic Investor

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

“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given to issue 50,000,000 Shares at an issue price of \$0.005 per Share to David Ledger and/or his nominees on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard any 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 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.

MY ATM HOLDINGS LIMITED

ACN 141 509 426

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on 3 March 2014. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

Enquiries

Shareholders may contact the Company on (+61 8) 6211 5099 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors



Nicki Farley
Company Secretary

Dated 22 January 2014

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Resolution 1 – Ratification of Issue of Shares under Placement

On 30 December 2013 the Company announced that it had completed a placement raising \$750,000 through the issue of 75,000,000 Shares at 1 cent per share ("**Placement**"). Shareholder approval is sought to ratify the 75,000,000 Shares previously issued under the Placement.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the annual general meeting. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 27 November 2013. As a result of the Placement, 75,000,000 Shares was within the Company's Listing Rules 7.1 and 7.1A placement capacity.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. In addition, approval of Resolution 1 will refresh the additional 10% placement capacity provided under Listing Rule 7.1A which was utilised in undertaking the Placement.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 1 for the purposes of Listing Rule 7.4:

1. Number of Securities allotted

A total of 75,000,000 Shares were issued.

2. The price at which the Securities were issued

The Shares had an issue price of \$0.01 per Share.

3. The terms of the Securities

The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

4. Names of the allottees or the basis on which the allottees were determined

The Shares under the Placement were issued to Exempt Investors being clients of Blackswan Equities Limited and Strategic Capital Management Limited. None of these subscribers are related parties of the Company.

5. The use of (or intended use) of the funds raised

Funds raised will be used to enable the Company to advance loan funds to iWebgate Technology Limited and for working capital.

Resolution 2 – Approval of the Issue of Shares to Strategic Investor

The Company has agreed to issue 50,000,000 Shares to David Ledger and/or his nominees at a price of \$0.005 per Share raising \$250,000. David Ledger is a strategic investor who has been instrumental in facilitating the iWebgate transaction as announced to ASX on 19 December 2013.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.1:

1. Maximum number of Securities to be issued

A total of 50,000,000 Shares are to be issued.

2. Date by which the Securities will be issued

It is intended that 50,000,000 Shares are issued on 27 February 2014, and in any case no later than 3 months from the date of the General Meeting. It is not anticipated that the Shares will be allotted progressively.

3. The price at which the Securities will be issued

The Shares will have an issue price of \$0.005 per Share.

4. The terms of the Securities

The Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

5. Names of the allottees or the basis on which the allottees will be determined

The Shares will be issued to David Ledger and/or his nominees being a strategic investor of the Company. David Ledger is not a related party of the Company.

6. The intended use of the funds raised

Funds raised will be utilised to further progress the iWebgate transaction and for general working capital.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

General Meeting	means the General Meeting convened by this Notice of meeting.
Associate	means a party so described by section 10 – 17 of the Corporations Act.
ASX	ASX Limited (ACN 098 624 691).
WST	Western Standard Time.
Board	Board of Directors.
Chairman	means Mr Adam Sierakowski
Constitution	Constitution of the Company.
Company	My ATM Holdings Limited (ACN 141 509 426)
Corporations Act or Act	Corporations Act 2001 (Cth).
Director	Director of the Company.
Exempt Investor	means an investor to whom securities may be offered without disclosure in accordance with section 708 of the Corporations Act (excluding section 708(1)).
Explanatory Statement	the Explanatory Statement accompanying the Notice of General Meeting.
Listing Rules	the listing rules of ASX.
Meeting	means this General Meeting.
Notice of General Meeting	the Notice of General Meeting accompanying the Explanatory Statement.
Placement	means the placement of 75,000,000 Shares completed on 27 December 2013.
Share/s	ordinary fully paid share/s in the capital of the Company.
Shareholder or Member	means a shareholder of the Company.

MY ATM HOLDINGS LIMITED
ACN 141 509 426

PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of My ATM Holdings Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the General Meeting of My ATM Holdings Limited to be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia, at 10.00am (WST) on 5 March 2014 and at any adjournment of that meeting.

☐

The Chairman
of the meeting

(mark with an 'X')

OR

IMPORTANT:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

If the person you are appointing as your proxy is someone other than the Chairman of the meeting:

Write the name of that person in the box below.

 %

You must specify the % of your votes that you authorise your proxy to exercise if:

If you hold 2 or more Shares in My ATM Holdings Limited you may appoint a second proxy:

Write the name of your second proxy in the box below.

 %

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of the Company to be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia, at 10.00am (WST) on 5 March 2014 and at any adjournment of that meeting.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for each Resolution to indicate your directions.

		FOR	AGAINST	ABSTAIN
Resolution 1:	Ratification of Issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2:	Approval of Issue of Shares to Strategic Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the "Abstain" box with an "X" for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

PLEASE SIGN HERE
implemented

This Section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

**Sole Director and
Sole Company Secretary**

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

MY ATM HOLDINGS LIMITED

ACN 141 509 426

How to complete this Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note – you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this Section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5 Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting, i.e. no later than 10.00am (WST) on 3 March 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to Trident Capital of Level 24, 44 St Georges Terrace, Perth WA 6000 or sent by facsimile to (08) 9218 8875.