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**INTIGER GROUP LIMITED****ACN 098 238 585****NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11:00am (WST)

**DATE:** 30 November 2016

**PLACE:** 1176 Hay Street, West Perth, WA 6005

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of 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.***

***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 at 4:00pm (WST) on 28 November 2016.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MATHEW WALKER

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

*“That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Mr Mathew Walker, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing*

*Rule 7.1A.2 and otherwise 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 issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a 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.

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## 5. RESOLUTION 4 – NON-EXECUTIVE DIRECTOR'S REMUNERATION

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

*"That, for the purposes of clause 13.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$210,000 per annum to \$300,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a Director and any of their 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 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.

### **Voting Prohibition Statement**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**Dated: 31 October 2016**

**By order of the Board**



**Sonu Cheema**  
**Company Secretary**

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6489 1600.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.intigergrouplimited.com.au](http://www.intigergrouplimited.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MATHEW WALKER**

### **3.1 General**

Section 13.2 of the Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Mathew Walker, who has served as a director since 1 August 2014 and was last re-elected at the Company's 2015 annual general meeting of Shareholders, held 30 November 2015, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Walker is a businessman and entrepreneur with extensive experience in the management of public and private companies, corporate governance and the provision of corporate advice. In a management career spanning three decades, Mr Walker has served as executive Chairman or Managing Director for public companies with operations in North America, South America, Africa, Eastern Europe, Australia and Asia. He is co-founder of technology incubator Alchemy Venture Capital and Chairman of boutique corporate advisor Cicero Advisory Services (Cicero).

For twenty five years Mr Walker has served as Managing Director of his family livestock business, which was sold in part to Australia's largest beef cattle producer the Australian Agricultural Company Limited (ASX: AAC) in 2006. He remains active in the agricultural industry, with extensive family beef cattle interests in both New South Wales and Western Australia, is one of Western Australia's leading grain producers and a known industry advocate for animal welfare.

Mr Walker holds a Bachelor of Business from the University of Technology, Sydney, and is an Economic Development Ambassador for World Vision Australia.

During the last three years, Mr Walker has served as a director of ZipTel Limited (ASX Code: ZIP) (resigned 12 June 2014), Yojee Limited (ASX Code: YOJ) (present) and Corizon Limited (ASX Code: CIZ) (present).

### **3.3 Independence**

If elected the board does not consider Mr Walker will be an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Mr Walker and recommends that Shareholders vote in favour of Resolution 2.

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## 4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

### 4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$38,049,143 (based on the number of Shares on issue and the closing price of Shares on the ASX on 19 October 2016).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: IAM) quoted options exercisable at \$0.008 each on or before 31 December 2017 (ASX Code: SRTOA).

If Shareholders approve Resolution 3, 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.

Resolution 3 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 Resolution 3 for it to be passed.

### 4.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

#### (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 4.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 19 October 2016.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0175 50% decrease in Issue Price	\$0.035 Issue Price	\$0.053 50% increase in Issue Price
1,087,118,364 (Current Variable A)	Shares issued - 10% voting dilution	108,711,836 Shares	108,711,836 Shares	108,711,836 Shares
	Funds raised	\$1,902,457	\$3,804,914	\$5,707,371

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0175 50% decrease in Issue Price	\$0.035 Issue Price	\$0.053 50% increase in Issue Price
1,630,677,546 (50% increase in Variable A)	Shares issued - 10% voting dilution	163,067,755 Shares	163,067,755 Shares	163,067,755 Shares
	Funds raised	\$2,853,686	\$5,707,371	\$8,561,057
2,174,236,728 (100% increase in Variable A)	Shares issued - 10% voting dilution	217,423,673 Shares	217,423,673 Shares	217,423,673 Shares
	Funds raised	\$3,804,914	\$7,609,829	\$11,414,743

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 1,087,118,364 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 19 October 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for expenses associated with continued business development sale and marketing, design, build and further commercialisation of technology, the acquisition of new assets and investments (including expenses associated with such an acquisition) and the general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments including/excluding previously announced acquisitions], in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2015 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2015, the Company otherwise issued a total of 274,118,364 Shares, 148,750,381 Options, 250,000,000 Class A performance shares and 250,000,000 Class B performance shares which represents approximately 81.68% of the total diluted number of Equity Securities on issue in the Company on 30 November 2015, which was 1,129,901,163.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(g) **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 must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

### **4.3 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

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## **5. RESOLUTION 4 – NON-EXECUTIVE DIRECTORS' REMUNERATION**

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Clause 13.7 of the Constitution also requires that remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increase by ordinary resolution of Shareholders in general meeting.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at \$210,000. Resolution 4 seeks Shareholder approval to increase this figure by \$90,000 to \$300,000.

This amount includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement

of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued to a non-executive Director under ASX Listing Rule 10.11 or 10.14 with approval of Shareholders.

The maximum aggregate amount of fees proposed to be paid to the non-executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the proposed limit is requested to ensure that the Company:

- (b) maintains its capacity to remunerate both existing and any new non-executive directors joining the Board;
- (c) remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (d) has the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

In the past 3 years, the Company has issued non-executive Directors an aggregate of 50,000,000 Shares and 25,000,000 Options with prior Shareholder approval under ASX Listing Rule 10.11 and 50,000,000 Options with prior Shareholder approval under ASX Listing Rules 10.14.

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 4.1

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

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Intiger Group Limited (ACN 098 238 585).

**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 date of the relevant general meeting:

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

**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 Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**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 2016.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

**WST** means Western Standard Time as observed in Perth, Western Australia.

**SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 30 NOVEMBER 2015**

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue – 1 December 2015  Appendix 3B – 2 December 2015	48,750,381	Quoted Options <sup>3</sup>	Issued to sophisticated investors who subscribed to a placement by the Company on the basis of one Quoted Option <sup>3</sup> for every two Shares subscribed for and issued under the placement.  The issue was approved by Shareholders at the Company's Annual General Meeting held 30 November 2015.	Nil cash consideration (free attaching to Shares issued pursuant to a placement completed by the Company. Refer to Resolution 5 of the Company's Notice of Annual General Meeting for the Annual General Meeting of Shareholders held 30 November 2015 for further details.)	<b>Consideration:</b> Free attaching to the 48,750,381 Shares issued pursuant to a placement completed by the Company on 8 October 2015 on the basis of one Quoted Option for every two Shares issued.  <b>Current Value<sup>5</sup> =</b> \$1,365,011
Issue – 1 February 2016  Appendix 3B – 3 February 2016	31,250,000	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of existing Quoted Options <sup>6</sup> .	\$0.004 (discount of 77.77%).	<b>Amount raised =</b> \$125,000  <b>Amount spent =</b> \$60,091  <b>Use of funds:</b> Working Capital and Projection Generation.  <b>Amount remaining =</b> \$64,909  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 2 February 2016  Appendix 3B – 3 February 2016	600,000	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 78.95%).	<b>Amount raised =</b> \$2,400  <b>Amount spent =</b> \$1,154  <b>Use of funds:</b> Working Capital  <b>Amount remaining =</b> \$1,246  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 11 February 2016  Appendix 3B – 15 February 2016	362,262	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 80%).	<b>Amount raised =</b> \$1,449  <b>Amount spent =</b> \$697  <b>Use of funds:</b> Working Capital  <b>Amount remaining =</b> \$752  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital

Issue – 15 February 2016  Appendix 3B – 15 February 2016	46,000	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 81.82%).	<b>Amount raised =</b> \$184  <b>Amount spent =</b> \$88  <b>Use of funds:</b> Working Capital  <b>Amount remaining</b> = \$96  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 19 February 2016  Appendix 3B – 23 February 2016	2,000,000	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 80.95%).	<b>Amount raised =</b> \$8,000  <b>Amount spent =</b> \$3,846  <b>Use of funds:</b> Working Capital and Project Generation.  <b>Amount remaining</b> = \$4,154  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 23 February 2016  Appendix 3B – 23 February 2016	3,191,481	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 80%).	<b>Amount raised =</b> \$12,766  <b>Amount spent =</b> \$6,137  <b>Use of funds:</b> Working Capital and Project Generation.  <b>Amount remaining</b> = \$6,629  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 15 March 2016  Appendix 3B – 14 March 2016	6,540,285	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 81.82%).	<b>Amount raised =</b> \$26,161  <b>Amount spent =</b> \$12,576  <b>Use of funds:</b> Working Capital and Project Generation.  <b>Amount remaining</b> = \$13,585  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 21 March 2016  Appendix 3B – 23 March 2016	3,170,448	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 81.82%).	<b>Amount raised =</b> \$12,682  <b>Amount spent =</b> \$12,682  <b>Use of funds:</b> Working Capital and Project Generation  <b>Amount remaining</b> = \$6,585

					<b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 29 March 2016  Appendix 3B – 30 March 2016	12,286,910	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 81.82%).	<b>Amount raised =</b> \$49,148  <b>Amount spent =</b> \$23,627  <b>Use of funds:</b> Working Capital and Project Generation.  <b>Amount remaining =</b> \$25,521  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 31 March 2016  Appendix 3B – 4 April 2016	3,140,429	Shares <sup>2</sup>	Issued to holders of Quoted Options <sup>6</sup> following exercise of the Quoted Options <sup>6</sup> .	\$0.004 (discount of 82.6%).	<b>Amount raised =</b> \$12,562  <b>Amount spent =</b> \$6,039  <b>Use of funds:</b> Working Capital: \$3,019  Project Generation: \$3,019  <b>Amount remaining =</b> \$6,523  <b>Proposed use of remaining funds<sup>4</sup>:</b> Working Capital
Issue – 17 August 2016  Appendix 3B – 18 August 2016	174,030,549	Shares <sup>5</sup>	Issued to subscribers to the Company's public offer of Shares made pursuant to the replacement prospectus dated 16 June 2016.  Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.	\$0.02 (discount of 23.07%).	<b>Amount raised =</b> \$3,480,611  <b>Amount spent =</b> \$323,264  <b>Use of funds:</b> In accordance with the use of funds table contained in section 4.8 of the Company's replacement prospectus dated 16 June 2016.  <b>Amount remaining =</b> \$3,157,347  <b>Proposed use of remaining funds<sup>4</sup>:</b> In accordance with the use of funds table contained in section 4.8 of the Company's replacement prospectus dated 16 June 2016.
Issue – 17 August 2016  Appendix 3B – 18 August 2016	37,500,000	Shares <sup>5</sup>	Issued to Mark Fisher (or his nominee(s)) in consideration for the extinguishment of debt of \$750,000 owed to Mr Fisher by Intiger Asset Management Pty	No issue price - Non cash consideration	<b>Consideration:</b> In consideration for the extinguishment of debt of \$750,000 owed to Mr Fisher by Intiger Asset Management Pty Ltd.

			Ltd. Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.		Refer to Resolution 3 of the Company's Notice of General Meeting (including the addendum to the Notice of General Meeting) for the general meeting of Shareholders held 10 June 2016  <b>Current value<sup>5</sup> =</b> \$1,125,000
Issue – 17 August 2016  Appendix 3B – 18 August 2016	250,000,000	Class A Performance Shares <sup>7</sup>	Vendors of the Intiger Group (as defined in the Company's replacement prospectus dated 16 June 2016).  Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.	No issue price - Non cash consideration	<b>Consideration:</b> For the acquisition of the Intiger Group (as defined in the Company's replacement prospectus dated 16 June 2016).  <b>Current value<sup>5</sup> =</b> \$4,516,312
Issue – 17 August 2016  Appendix 3B – 18 August 2016	250,000,000	Class B Performance Shares <sup>7</sup>	Vendors of the Intiger Group (as defined in the Company's replacement prospectus dated 16 June 2016).  Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.	No issue price - Non cash consideration	<b>Consideration:</b> For the acquisition of the Intiger Group (as defined in the Company's replacement prospectus dated 16 June 2016).  <b>Current value<sup>5</sup> =</b> \$6,117,820
Issue – 17 August 2016  Appendix 3B – 18 August 2016	50,000,000	Unquoted Options <sup>8</sup>	Issued to Merchant Capital Markets Pty Ltd (or its nominees) pursuant to the Options Offer (as defined in the Company's replacement prospectus dated 16 June 2016).  Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.	No issue price - Non cash consideration	<b>Consideration:</b> In consideration for the introduction of the Intiger Group (as defined in the Company's replacement prospectus dated 16 June 2016) to the Company.  <b>Current value<sup>5</sup> =</b> \$890,121
Issue – 17 August 2016  Appendix 3B – 18 August 2016	50,000,000	Unquoted Options <sup>9</sup>	Issued to Mark Fisher (15,000,000 Unquoted Options), Patrick Canion (17,500,000 Unquoted Options) and Mark Rantall (17,500,000 Unquoted Options) pursuant to the Company's Incentive Option	No issue price - Non cash consideration	<b>Consideration:</b> In consideration for services to be provided by certain directors of the Company.  <b>Current value<sup>5</sup> =</b> \$890,121

			Plan. Issue approved by Shareholders at the Company's General Meeting of Shareholders held 10 June 2016.		
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**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: IAM (terms are set out in the Constitution).
3. ASX Code: IAMOA, exercisable at \$0.008 on or before 31 December 2017. Full terms and conditions were disclosed in Schedule 2 of the Notice of Annual General Meeting for the Company's Annual General Meeting held on 30 November 2015.
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
5. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.028) and Options (\$0.028) on the ASX on 24 October 2016.  
  
In respect of unquoted Equity Securities the value of Options and Performance Shares is measured using the Black-Scholes methodology. Measurement inputs include the Share price on the measurement date, the exercise price, the terms of the Option and Performance Shares, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the performance shares other than market based performance conditions (i.e. conditions linked to the price of Shares).
6. Exercisable at \$0.004 on or before 31 March 2016. Full terms and conditions were disclosed in Schedule 1 of the Notice of General Meeting for the Company's general meeting of Shareholders held on 16 September 2014. Note, these Options have now expired.
7. Full terms and conditions were disclosed in Schedule 1 of the Notice of General Meeting for the Company's general meeting of Shareholders held 10 June 2016.
8. Exercisable at \$0.02 on or before 30 June 2020. Full terms and conditions were disclosed in Schedule 5 of the Notice of General Meeting for the Company's general meeting of Shareholders held 10 June 2016.
9. Exercisable at \$0.02 on or before 30 June 2020. Full terms and conditions were disclosed in Schedule 6 of the Notice of General Meeting for the Company's general meeting of Shareholders held 10 June 2016.

## PROXY FORM

INTIGER GROUP LIMITED  
ACN 098 238 585

### ANNUAL GENERAL MEETING

I/We

of:

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

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00 am (WST), on 30 November 2016 at 1176 Hay Street, West Perth, WA 6005, and at any adjournment thereof.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Mathew Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

#### Signature of Shareholder(s):

##### Individual or Shareholder 1

Sole Director/Company Secretary

##### Shareholder 2

Director

##### Shareholder 3

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail  
in relation to this Proxy Form:** YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Intiger Group Limited, Suite 9, 330 Churchill Avenue, Subiaco WA 6008; or
  - (b) facsimile to the Company on facsimile number +61 8 6489 1601; or
  - (c) email to the Company at [reception@cicerocorporate.com.au](mailto:reception@cicerocorporate.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**