

18 April 2019

Dear Shareholder,

NON-RENOUCEABLE RIGHTS ISSUE – NOTIFICATION TO INELIGIBLE SHAREHOLDERS

On 17 April 2019 intelliHR Holdings Limited (**Company**) announced a placement of 8,333,333 fully paid ordinary shares to raise \$1.0 (**Placement**) million and a non-renounceable pro rata offer of approximately 23 million fully paid ordinary shares (**New Shares**) at an issue price of \$0.12 per New Share, with 1 attaching option (exercise price \$0.30 expiring 30 April 2021) for every 2 New Shares issued (**Rights Issue**).

The Rights Issue is offered on the basis of 1 New Share for every 5 Shares held as at 7:00pm (EST) on 29 April 2019 (**Record Date**) held by shareholders with a registered address in Australia or New Zealand, and will raise up to approximately \$2.76 million (before costs).

The Company has decided that it is unreasonable to make offers under the Rights Issue to shareholders with a registered address outside Australia or New Zealand (**Ineligible Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to offer the Shares under the Rights Issue to those shareholders.

Unfortunately, since you are an Ineligible Shareholder, no offer is being made to you and the offer document prepared by the Company in relation to the Rights Issue will not be sent to you.

This letter is neither an offer to issue new shares to you, nor an invitation for you to apply for new shares.

You do not have to take any further action in relation to the Rights Issue.

From 2 May 2019, please contact the Offer Information Line on 1300 658 099 (within Australia) or +61 1300 658 099 (from outside Australia) if you have any queries. Alternatively, email investor.relations@intellihr.co.

Yours faithfully

A handwritten signature in black ink, appearing to read 'S. Yeates'.

Suzanne Yeates
Company Secretary
intelliHR Holdings Limited

