



intelliHR Holdings Limited Notice of General Meeting

A General Meeting of the Company will be held at Level 28, 345 Queen Street, Brisbane QLD 4000 on 5 August 2019 at 10am (EST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

intelliHR Holdings Limited
ACN 600 548 516

Notice of General Meeting

Notice is hereby given that the general meeting of the Shareholders of intelliHR Holdings Limited will be held at Level 28, 345 Queen Street, Brisbane QLD 4000 on 5 August 2019 at 10 am (Eastern Standard Time) (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10am on 3 August 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

RESOLUTION 1 RATIFICATION OF PRIOR SECURITIES ISSUE UNDER THE JUNE PLACEMENT

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue 18,852 876 fully paid ordinary shares under the June Placement and on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 2 ISSUE OF SHARES UNDER THE JUNE PLACEMENT

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 20,480,458 fully paid ordinary shares to sophisticated investors under the June Placement and on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 3 ISSUE OF SECURITIES TO ANTHONY BELLAS UNDER THE JUNE PLACEMENT

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 666,666 fully paid ordinary shares to Anthony Bellas or his nominee under the June Placement and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 4 RATIFICATION OF PRIOR SECURITIES ISSUE UNDER THE APRIL PLACEMENT

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue 7,500,001 fully paid ordinary shares under the April Placement on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 5 ISSUE OF APRIL PLACEMENT OPTIONS UNDER THE APRIL PLACEMENT

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,750,000 April Placement Options to June Placement Participants on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 6 ISSUE OF APRIL PLACEMENT BONUS OPTIONS UNDER THE APRIL PLACEMENT

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,750,000 April Placement Bonus Options to April 2019 Placement Participants on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 7 ISSUE OF SECURITIES TO ROBERT BROMAGE UNDER THE APRIL PLACEMENT

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 833,333 fully paid ordinary shares to Robert Bromage or his nominee, with one attaching April Placement Option and one attaching April Placement Bonus Option for every 2 Shares issued, under the April Placement and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 8 CHANGE OF NAME

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

“That for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to ‘intelliHR Limited’.”

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

| Resolution | Persons excluded from voting |
|---|--|
| Resolution 1 - Ratification of Prior Securities Issue under the June Placement | Persons who participated in the issue and any associate of those persons. |
| Resolution 2 - Issue of Securities under the June Placement | Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and an associate of that person. |
| Resolution 3 - Issue of securities to Mr Bellas or nominee under the June Placement | Anthony Bellas and any associate of those persons. |

| | |
|---|--|
| Resolution 4 - Ratification of Prior Securities Issue under the April Placement | Persons who participated in the issue and any associate of those persons. |
| Resolution 5 - Issue of April Placement Options under the April Placement | Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and an associate of that person. |
| Resolution 6 - Issue of April Placement Bonus Options under the April Placement | Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and an associate of that person. |
| Resolution 7 - Issue of securities to Mr Bromage or nominee under the April Placement | Robert Bromage and any associate of those persons. |

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors



Suzanne Yeates
intelliHR Holdings Limited
5 July 2019

intelliHR Holdings Limited
ACN 600 548 516

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 28, 345 Queen Street on 5 August 2019 at 10am (EST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

| | | |
|---|--|----|
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| 3 | RESOLUTIONS 1 TO 3 - JUNE PLACEMENT..... | 8 |
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| 5 | RESOLUTION 8 - CHANGE OF NAME | 13 |

A Proxy Form is located at the end of Explanatory Memorandum.

Please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@intellihr.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 10am on 3 August 2019. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

| | |
|--------------|--|
| By Mail | C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia |
| By Facsimile | +61 2 9287 0309 |
| By Hand | Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000 |
| Vote online | www.linkmarketservices.com.au |

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate'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.

An appointment of corporate representative form is available from the website of the Company's share registry (Link Market Services Limited).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 4.00pm (EST) on 3 August 2019.

2 INTRODUCTION

On 17 June 2019 the Company announced a placement to raise \$3 million through the issue of Shares at \$0.075 (**June Placement**). The June Placement consisted of two tranches, with the first tranche of 18,852,876 Shares completed on 25 June 2019 and the second tranche of 21,147,124 (inclusive of Shares to be issued to related parties) Shares subject to Shareholder approval.

Morgans Financial Limited acted as lead manager on the June Placement. The Company's Chairman, Mr Tony Bellas, has agreed subject to Shareholder approval to participate in the June Placement for \$50,000.

The June Placement supplemented an earlier placement for \$1 million announced by the Company on 17 April 2019 (**April Placement**), consisting an issue of Shares at

\$0.12 per Share with, subject to Shareholder approval, one attaching Option (exercise price \$0.30 expiring 30 April 2021) (**April Placement Option**) for every 2 Shares issued. The April Placement was announced in conjunction with a rights issue and together was intended to raise up to approximately \$3.76 million, which was intended to meet the Company's cash requirements. Due to market sentiment and Shareholder feedback, the rights issue was withdrawn; which necessitated the June Placement.

Robert Bromage, the Company's Managing Director, agreed to participate in the April Placement for \$100,000, subject to Shareholder approval.

Funds raised under the April and June Placement will be used for:

- (a) Ongoing R&D and product enhancement
 - (i) Platform enhancements to improve ability to integrate additional modules to create a complete people solution for customers
 - (ii) Continuing investment in analytics, natural language processing and reporting functionality to maintain and widen product advantage over competition
- (b) Investment in domestic and international sales and marketing to expand growth pipeline
 - (i) Targeting run rate of 4 new customers per sales person per month
 - (ii) Current sales team approaching capacity given growth in current lead generation pipeline
 - (iii) New sales staff to be brought on-line as required to meet growth opportunities
- (c) General working capital to enable ongoing execution of business strategy
 - (i) Continue to grow customer base to increase headcount beyond 9,000 contracted users
 - (ii) Global expansion strategy

In recognition of the timing and pricing of the June Placement, the Directors, other than Robert Bromage, have resolved, subject to prior Shareholder approval, to issue participants of the April Placement (**April Placement Participants**) with 1 Option (exercisable at \$0.075, expiring 2 years from issue) for every 2 Shares issued under the April Placement (**April Placement Bonus Option**). As an April Placement Participant (subject to Shareholder approval), Mr Bromage will also be entitled to be issued April Placement Bonus Options.

3 RESOLUTIONS 1 TO 3 - JUNE PLACEMENT

3.1 Introduction

Resolutions 1 to 3 seek Shareholder approval with respect to the issue of 40 million Shares under the June Placement.

Listing Rule 7.1 limits the number of securities a company can issue in a 12 month period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders. Listing Rule 7.1A allows a company to issue up to a further 10% of its issued share capital, subject to certain conditions including prior approval at the company's annual general meeting.

Listing Rule 10.11 prohibits a company from issuing securities to related parties without shareholder approval. Securities issued with approval under Listing Rule 10.11 are not included in the 15% limit under Listing Rule 7.1.

The Company has under the June Placement issued 18,852 876 Shares to unrelated parties of the Company within the 15% and 10% annual limits permitted by Listing Rules 7.1 and 7.1A respectively; and therefore without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% and 10% limits.

The effect of Resolutions 2 and 3 is to allow the Company to complete the June Placement and for the Company's Chairman, Mr Bellas, to participate in the June Placement.

Existing Shareholders (other than participants of the June Placement) will be diluted by 25.94% as a result of the issue of 40 million Shares under the June Placement.

3.2 Resolution 1 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about tranche 1 of the June Placement:

- (a) The number of securities issued by the Company was 18,852 876 Shares.
- (b) The price at which the securities were issued was \$0.075.
- (c) The securities issued were fully paid ordinary shares in the capital of the Company; ranking equally with existing Shares on issue.
- (d) The securities were issued to sophisticated investors who were not related parties to the Company, under a placement lead managed by Morgans Financial Limited.
- (e) The use of funds raised under the issue is set out in section 2 above.
- (f) A voting exclusion statement is included in the Notice.

3.3 Resolution 2 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about tranche 2 of the June Placement:

- (a) The maximum number of securities to be issued is 20,480,458 Shares.
- (b) The securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (c) The issue price of the securities is \$0.075 per Share.
- (d) It is intended that the securities will be issued to sophisticated investors who are not related parties to the Company, under a placement lead managed by Morgans Financial Limited.
- (e) The securities to be issued are fully paid ordinary shares in the capital of the Company; ranking equally with existing Shares on issue.
- (f) The use of funds raised under the issue is set out in section 2 above.
- (g) A voting exclusion statement is included in the Notice.

3.4 Resolution 3 - Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the issue of Shares to Mr Bellas under tranche 2 of the June Placement:

- (a) The person participating in the issue is Anthony Bellas, the Company's Chairman, or a nominee associated with Mr Bellas.
- (b) The maximum number of securities to be issued is 666,666.
- (c) The securities will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (d) The issue price of the securities is \$0.075 per Share.
- (e) The securities issued will be fully paid ordinary shares in the capital of the Company; ranking equally with existing Shares on issue.
- (f) A voting exclusion statement is included in the Notice.
- (g) The use of funds raised under the issue is set out in section 2 above.

The Directors other than Mr Bellas have determined that, as Mr Bellas is participating in the June Placement on the same terms as other investors, the financial benefit given by the Company is reasonable in the circumstances if the Company and Mr Bellas were dealing at arm's length so that Shareholder approval is not required under Chapter 2E of the Corporations Act.

3.5 Directors' recommendation

The Board (other than Mr Bellas) unanimously recommends that Shareholders vote in favour of Resolutions 1 to 3. This will allow the Company to raise funds under the June Placement whilst preserving the Company's 15% and 10% limits permitted by Listing Rule 7.1 and 7.1A, and for Mr Bellas to participate in the June Placement.

Mr Bellas has agreed to participate in the June Placement and declines to make a recommendation on Resolutions 1 to 3.

4 RESOLUTIONS 4 TO 7 - APRIL PLACEMENT

4.1 Introduction

Shares issued under the April Placement were issued without Shareholder approval and within the 15% annual limit permitted by Listing Rule 7.1. In addition, the Company agreed subject to Shareholder approval to issue:

- (a) one attaching April Placement Option for every 2 Shares issued to April Placement Participants; and
- (b) 833,333 Shares, with 1 attaching April Placement Option for every 2 Shares issued, to Mr Bromage.

As a result of the June Placement, the Directors, other than Mr Bromage, have resolved to, subject to prior Shareholder approval, also issue 1 April Placement Bonus Option for every 2 Shares issued under the April Placement.

The effect of Shareholders passing Resolution 4 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months. Resolutions 5 and 6 will allow the Company to issue April Placement Options and April Placement Bonus Options to April Placement Participants. Resolution 7 will allow Mr Bromage to participate in the April Placement, and be issued 833,333 Shares, 416,666 April Placement Options and 416,666 April Placement Bonus Options.

Existing Shareholders (i.e. excluding Shares issued under the June Placement) were diluted by 6.57% as a result of the April Placement, prior to the exercise of any Options and assuming Mr Bromage participates in the April Placement.

4.2 Resolution 4 - Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the issue of Shares under the April Placement:

- (a) The number of securities issued by the Company was 7,500,001 Shares.
- (b) The price at which the securities were issued was \$0.12 per Share.
- (c) The securities issued were fully paid ordinary shares in the capital of the Company; ranking equally with existing Shares on issue.

- (d) The securities were issued to sophisticated investors who were not related parties to the Company, under a placement lead managed by Moore Stephens and Adelaide Equity Partners.
- (e) The use of funds raised under the issue is set out in section 2 above.
- (f) A voting exclusion statement is included in the Notice.

4.3 Resolution 5 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue of April Placement Options under the April Placement:

- (a) The maximum number of securities to be issued is 3,750,000 April Placement Options.
- (b) The securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (c) The April Placement Options are issued on the basis of 1 April Placement Option for each 2 Share issued under the April Placement, and with no issue price.
- (d) The April Placement Options issued under this Resolution 5, will be issued to participants of the April Placement, other than Mr Bromage, who are not related parties of the Company.
- (e) The securities to be issued are April Placement Options.
- (f) No funds will be raised under the issue. Any funds raised from exercise of the April Placement Options will be used for general working capital.
- (g) A voting exclusion statement is included in the Notice.

4.4 Resolution 6 - Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue of April Placement Bonus Options under the April Placement:

- (a) The maximum number of securities to be issued is 3,750,000 April Placement Bonus Options.
- (b) The securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (c) The April Placement Bonus Options are issued on the basis of 1 April Placement Bonus Option for each 2 Share issued under the April Placement, and with no issue price.

- (d) The April Placement Bonus Options issued under this Resolution 6, will be issued to participants of the April Placement, other than Mr Bromage, who are not related parties of the Company.
- (e) The securities to be issued are April Placement Bonus Options.
- (f) No funds will be raised under the issue. Any funds raised from exercise of the April Placement Bonus Options will be used for general working capital.
- (g) A voting exclusion statement is included in the Notice.

4.5 Resolution 7 - Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the issue of Shares to Mr Bromage under the April Placement:

- (a) The person participating in the issue is Robert Bromage, the Company's Managing Director, or a nominee associated with Mr Bromage.
- (b) The maximum number of securities to be issued is:
 - (i) 833,333 Shares; and
 - (ii) 416,666 April Placement Options; and
 - (iii) 416,666 April Placement Bonus Options.
- (c) The securities will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (d) The issue price of the securities is:
 - (i) \$0.12 per Share
 - (ii) nil for the April Placement Options, as they are issued on the basis of 1 April Placement Option for each 2 Share issued under the April Placement; and
 - (iii) nil for the April Placement Bonus Options, as they are issued on the basis of 1 April Placement Bonus Option for each 2 Share issued under the April Placement.
- (e) The securities issued will be:
 - (i) fully paid ordinary shares in the capital of the Company; ranking equally with existing Shares on issue;
 - (ii) April Placement Options; and
 - (iii) April Placement Bonus Options.
- (f) A voting exclusion statement is included in the Notice.
- (g) The use of funds raised under the issue is set out in section 2 above.

The Directors other than Mr Bromage have determined that, as Mr Bromage is participating in the April Placement (including the grant of April Placement Bonus Options) on the same terms as other investors, the financial benefit given by the Company is reasonable in the circumstances if the Company and Mr Bromage were dealing at arm's length so that Shareholder approval is not required under Chapter 2E of the Corporations Act.

4.6 Directors' recommendation

The Board, other than Mr Bromage, unanimously recommends that Shareholders vote in favour of Resolutions 4 to 7. Resolution 4 will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval. Resolution 5 will allow the Company to issue attaching Options to April Placement Participants under the April Placement in accordance with the terms of the April Placement. Resolution 6 will allow the Company to issue the April Placement Bonus Options without the Company using its 15% annual limit under Listing Rule 7.1. Resolution 7 will allow Mr Bromage to participate in the April Placement for \$100,000.

Mr Bromage has agreed to participate in the April Placement and declines to make a recommendation on Resolutions 4 to 7.

5 RESOLUTION 8 - CHANGE OF NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 8 seeks the approval of Shareholders for the Company to change its name to "intelliHR Limited". The Board proposes this change of name to simplify the Company's branding.

If Resolution 8 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change.

Resolution 8 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 8 for it to be passed.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

| | |
|-------------------------------------|---|
| April Placement | has the meaning given in section 2. |
| April Placement Bonus Option | means an Option on the terms set out in SCHEDULE 2. |
| April Placement Option | means an Option on the terms set out in SCHEDULE 2. |
| April Placement Participant | means a person who participated in the April Placement. |
| ASX | means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires. |
| Board | means the board of Directors. |
| Chairman | means the Chairman of the Company. |
| Constitution | means the constitution of the Company as amended. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) as amended. |
| Director | means a director of the Company. |
| EST | means Eastern Standard Time. |
| Explanatory Memorandum | means this explanatory memorandum. |
| June Placement | has the meaning given in section 2. |
| Listing Rule | means the listing rules of the ASX. |
| Meeting | means the meeting convened by this Notice (as adjourned from time to time). |
| Notice | means this notice of meeting. |
| Option | means an option to be issued a Share. |
| Proxy Form | means the proxy form attached to this Notice. |
| Resolution | means a resolution set out in the Notice. |
| Securities | means a Share or an Option. |

| | |
|--------------------|--|
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of a Share. |

SCHEDULE 2 TERMS OF APRIL PLACEMENT OPTIONS AND APRIL PLACEMENT BONUS OPTIONS

The April Placement Options have an exercise price of \$0.30 and an expiry date of 30 April 2021. The holder of an April Placement Option may not exercise less than 1,667 Options at any one time unless the holder has less than 1,667 Options in which event the Holder must exercise all of the Options together.

The April Placement Bonus Options have an exercise price of \$0.075 and an expiry date 2 years from issue. The holder of an April Placement Bonus Option may not exercise less than 6,666 Options at any one time unless the holder has less than 6,666 Options in which event the Holder must exercise all of the Options together.

The terms of the April Placement Options and the April Placement Bonus Options are otherwise the same and are as follows:

- (a) The Options will be issued for no consideration.
- (b) Each Option entitles the holder to be issued one Share.
- (c) The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.
- (d) The Options are non-transferable and no application will be made for quotation.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (f) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to ASX for quotation of Shares issued on exercise of Options.
- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

- (h) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (**Bonus Issue**), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (i) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au


BY MAIL

intelliHR Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of intelliHR Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (EST) on Monday, 5 August 2019 at Level 28, 345 Queen Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

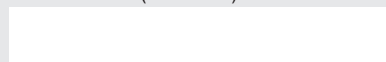
| | For | Against | Abstain* | | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Ratification of prior securities issue under the June Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Issue of April Placement Options under the April Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Issue of Shares under the June Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Issue of April Placement Bonus Options under the April Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Issue of securities to Anthony Bellas under the June Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7 Issue of securities to Robert Bromage under the April Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Ratification of prior securities issue under the April Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Change of Name | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



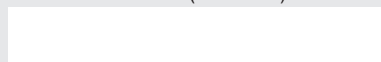
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

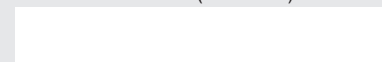
Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (EST) on Saturday, 3 August 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

intelliHR Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**