

## ASX ANNOUNCEMENT

### **Subject: Notice of General Meeting of Shareholders on February 27 2018 and Clarification of December 2017 Capital Raising**

Invigor Group Limited (ASX: IVO) (**Company**) advises that a General Meeting is to take place at 10.30am on February 27 2018 at its offices on Level 16, 56 Pitt Street, Sydney NSW 2000, to consider the resolutions contained in the attached Notice of Meeting.

On 5 December 2017, the Company announced a capital raise via a share placement at \$0.007 per share, plus a 1 for 2 free attaching unlisted option exercisable at \$0.007 (subject to shareholder approval at this General Meeting), to sophisticated investors of \$458,250. Additional subscriptions of \$50,007 were received and a total of \$508,257 was received by 12 December 2017 for an issue of 72,608,142 shares at \$0.007.

These shares were issued under the Company's ASX Listing Rule 7.1A capacity.

In addition, further funding amounting to \$804,600 was received and an additional 114,942,856 shares were issued at \$0.007 on 29 December 2017 utilising available capacity under ASX Listing Rule 7.1.

The total amount raised in December 2017 and for which shares were issued, totalled \$1,312,857.

The Company is now seeking shareholder approval at the upcoming General Meeting for an additional capital raising from sophisticated investors of \$760,333 for the issue of 108,619,000 shares with free attaching options under the same terms as those issued in December 2017.

In addition, the Company is seeking shareholder approval for directors and related party participation in the capital raising and in lieu of director fees and loans payable. The shares would be issued under the same terms as outlined above with free attaching unlisted options.

The Company advises that if the total of 194,674,287 attached unlisted options are approved by shareholders and are all taken up at \$0.007 before their expiry on 30 March 2018, an amount of \$1.186m will be raised for additional working capital.

Please refer to the attached Notice of Meeting for full details.

For further information, please contact:

Gary Cohen  
CEO  
+61 2 8251 9600

**Released through:** Ben Jarvis, Six Degrees Investor Relations: +61 (0) 413 150 448

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<https://twitter.com/InvigorGroup>

**About Invigor Group Limited**

Invigor Group (ASX:IVO) is a B2B data intelligence and solutions company that turns data analytics into value for the retail and service industries.

Invigor's innovation through owned retail platforms and unique cross-channel data ecosystem allows businesses to have a holistic view of their competitive landscape and not only understand, but effectively engage with today's physical and digital consumers. All of this combined with proprietary predictive engines, provides strategic insights and recommendations that empower businesses to successfully influence future customer strategy and increase long-term profitability.

Using its current products and a pipeline of additional offerings Invigor has the ability to provide an end-to-end solution spanning sales, product management, business intelligence, marketing, advertising, content creation and distribution, while monetising each step of the process.

**Invigor Group Limited**  
**ACN 081 368 274**

**Notice of Extraordinary General Meeting**

Notice is hereby given that an Extraordinary General Meeting ("General Meeting") of Invigor Group Limited (ACN 081 368 274) ("Company") will be held as follows:

Date: 27 February 2018

Time: 10.30am (Sydney time)

Venue: Level 16, 56 Pitt Street, Sydney NSW 2000

This Notice of General Meeting is accompanied by a Proxy Form and Explanatory Memorandum which contains an explanation of, and information regarding, the proposed resolutions. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

**Business**

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**Resolution 1.1 - Ratification of prior issue of Shares**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 72,608,142 fully paid ordinary shares by the Company to certain sophisticated and professional investors (**Placement Shares**) on the basis set out in the Explanatory Memorandum is approved and ratified."*

**Resolution 1.1(a) - Ratification of prior issue of Shares**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 114,942,856 fully paid ordinary shares by the Company to certain sophisticated and professional investors (**Subsequent Placement Shares**) on the basis set out in the Explanatory Memorandum is approved and ratified."*

**Resolution 1.2 - Approval of issue of Options**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue of 93,775,500 unlisted options by the Company to certain sophisticated and professional investors (**Placement Options**) on the basis set out in the Explanatory Memorandum is approved."*

### **Resolutions 1.3-1.10 Approval of issue of Shares and Options to Related Parties**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **Resolution 1.3**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 3,571,429 fully paid ordinary Shares and 1,785,714 attaching unlisted options, to Asia Investment Labs Pty Ltd, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.4**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 7,142,857 fully paid ordinary Shares and 3,571,429 attaching unlisted options, to RJL Investments Pty Ltd, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.5**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 7,142,857 fully paid ordinary Shares and 3,571,429 attaching unlisted options, to Gregkar Pty Ltd, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.6**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 6,547,619 fully paid ordinary Shares and 3,273,809 attaching unlisted options, to Jennifer Morgan, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.7**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 7,142,857 fully paid ordinary Shares and 3,571,429 attaching unlisted options, to Amanwana Pty Limited as trustee for The McKinnon Family Trust No. 2, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.8**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 1,785,714 fully paid ordinary Shares and 892,857 attaching unlisted options, to Hanrahan Superannuation Fund, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.9**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 7,559,524 fully paid ordinary Shares and attaching 3,779,762 unlisted options, to Roger Clifford, on the basis set out in the Explanatory Memorandum is approved."*

#### **Resolution 1.10**

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of*

*1,785,714 fully paid ordinary Shares and attaching 892,857 unlisted options, to Newark Securities Pty Ltd ATF THS Consulting Trust, on the basis set out in the Explanatory Memorandum is approved."*

**Resolution 1.11 - Approval of issue of Shares and attaching Options**

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue of 108,619,000 fully paid ordinary Shares and 54,309,501 unlisted options by the Company to certain sophisticated and professional investors (**Proposed Placement**) on the basis set out in the Explanatory Memorandum is approved."*

Please refer to the Explanatory Memorandum for further information regarding each of the Resolutions. A voting exclusion statement applies in respect of each of the Resolutions.

## IMPORTANT NOTES

### 1. Attendance and Voting Eligibility

For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by the persons who are registered as holding Shares as at 7.00pm (Sydney time) on Sunday, 25 February 2018. Accordingly, share transfers registered after that time will be disregarded in determining shareholders' entitlements to attend and vote at the General Meeting.

### 2. Proxy Instructions

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on the shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise an equal portion of the votes.

A proxy may, but need not, be a shareholder.

Shareholders who plan to attend the General Meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the General Meeting so that their shareholding may be checked against the Company's share register and attendance recorded. A shareholder that is a body corporate or corporation, or which has been appointed as a proxy, is entitled to appoint any individual to act as its representative at the General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the General Meeting a properly executed letter or other document confirming its authority to act as the shareholder's corporate representative.

Completed Proxy Forms (and a certified copy of the power of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) must be received by the Share Registry at an address given below no later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

Proxies may be lodged:

- (i) by mail (using the enclosed reply paid envelope) to:

**Boardroom Pty  
Ltd GPO Box  
3993  
Sydney, NSW 2001 Australia**

- (ii) by fax to:

**+ 61 2 9290 9655**

- (iii) in person at:

**Boardroom Pty Ltd  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia**

- (iv) electronically online at:

**[www.votingonline.com.au/invigoregm2018](http://www.votingonline.com.au/invigoregm2018)**

The Proxy Form:

- (a) must be in writing signed by the appointer or by his/her attorney, or if the appointer is a body corporate, either under seal or signed by a duly authorised officer or attorney;
- (b) may specify the manner in which the proxy is to vote in respect of a Resolution and, where it so provides, the proxy is not entitled to vote on the Resolution except as specified on the Proxy Form;
- (c) shall be deemed to confer authority to demand or join in demanding a poll; and
- (d) shall be in such form as the Directors determine and which complies with section 250A of the Corporations Act and the ASX Listing Rules.

If a proxy is not directed how to vote on a Resolution or item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than the Resolutions specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.

### **3. Proxy Form**

A Proxy Form accompanies this Notice of General Meeting. The Proxy Form is an integral part of this Notice of General Meeting and both documents should be read together.

The Proxy Form must be signed by the shareholder or his/her attorney duly authorised in writing. In the case of Shares jointly held by two or more persons, all joint-holders must sign the Proxy Form.

Proxy Forms must be submitted no later than 48 hours before the time for holding the General Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the Proxy Form proposes to vote.

Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf.

If a Proxy Form is returned but the nominated proxy does not attend the General Meeting, the chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the chairman, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice of General Meeting.

### **4. Poll**

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or corporate representative has one vote for every fully paid ordinary share they hold.

Each shareholder who is the holder of partly paid shares is entitled to a fraction of a vote for each partly paid share held (equivalent to the proportion of the amount paid for that partly paid share, ignoring any amounts paid in advance of a call).

### **5. Voting Exclusion Statement**

#### ***Resolution 1.1***

The Company will disregard any votes cast on Resolution 1.1 by the sophisticated and professional investors who were recipients of the Placement Shares and any associate of those persons.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with

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.

***Resolution 1.1(a)***

The Company will disregard any votes cast on Resolution 1.1(a) by the sophisticated and professional investors who were recipients of the Subsequent Placement Shares and any associate of those persons.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.2***

The Company will disregard any votes cast on Resolution 1.2 by the sophisticated and professional investors who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) of the Placement Options or any associate of such a person.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.3***

The Company will disregard any votes cast by Asia Investment Labs Pty Ltd or any of its associates on Resolution 1.3.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.4***

The Company will disregard any votes cast by RJL Investments Pty Ltd or any of its associates on Resolution 1.4.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.5***

The Company will disregard any votes cast by Gregkar Pty Ltd or any of its associates on Resolution 1.5.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.6***

The Company will disregard any votes cast by Jennifer Morgan or any of their associates on Resolution 1.6.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.7***

The Company will disregard any votes cast by Amanwana Pty Limited as trustee for The McKinnon Family Trust No. 2 or any of its associates on Resolution 1.7.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.8***

The Company will disregard any votes cast by Hanrahan Superannuation Fund or any of its associates on Resolution 1.8.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.9***

The Company will disregard any votes cast by Roger Clifford or any of his associates on Resolution 1.9.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.10***

The Company will disregard any votes cast by Newark Securities Pty Ltd ATF THS Consulting Trust or any of its associates on Resolution 1.10.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

***Resolution 1.11***

The Company will disregard any votes cast on Resolution 1.11 by the sophisticated and professional investors who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) of the Shares or any associate of those persons.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with 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.

Dated 25 January 2018

By order of the Board.

A handwritten signature in black ink, appearing to read 'L. Ralph', followed by a period.

Leanne Ralph  
**Company Secretary**

## Invigor Group Limited ACN 081 368 274

### Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company in respect of the General Meeting to be held at 10.30am on 27 February 2018 at Level 16, 56 Pitt Street, Sydney NSW 2000.

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the Resolutions.

#### **1 Resolution 1.1 and Resolution 1.1(a) - Ratification of Issue of Shares to Sophisticated and Professional Investors**

##### **Initial Placement – Resolution 1.1**

On 30 November 2017, the Company announced that it was proposing to conduct a capital raise and entered into a trading halt. On 5 December 2017, the Company announced it had completed a placement of Placement Shares and, subject to obtaining shareholder approval, Placement Options to certain sophisticated and professional investors (**Placement**). The announcement referred to 65,464,285 shares issued by raising \$458,250 and a further 39,107,142 shares proposed to be issued to related parties, raising \$273,750. Between the time of the announcement and the issuance of shares noted in the Appendix 3B, further placement funds were received resulting in the issuance of 7,143,857 additional shares.

Accordingly, for the Initial Placement, a total of \$508,257 was raised by issuing 72,608,142 Placement Shares at \$0.007 per Placement Share, using available capacity under ASX Listing Rule 7.1A.

##### **Subsequent Placement - Resolution 1.1(a)**

On 29 December 2017, the Company completed a subsequent placement to certain sophisticated and professional investors of 114,942,856 Placement Shares at \$0.007 per Placement Share to raise a total of \$804,600 using available capacity under ASX Listing Rule 7.1 (**Subsequent Placement**).

Under Resolutions 1.1 and 1.1(a), the Company accepted subscriptions for Placement Shares using available capacity under ASX Listing Rule 7.1A and subscriptions for Subsequent Placement Shares using available capacity under ASX Listing Rule 7.1 from the following entities / individuals:

No.	Name	Subscription Amount	Shares Issued	Issued Under Listing Rule
1.	H Investments International Pty Limited as trustee for H Investments Trust	\$100,000	14,285,714	7.1A
2.	Samuel Kah Teck Ng	\$122,500	17,500,000	7.1A
3.	Michael Kim Hong Stone	\$30,000	4,285,714	7.1A
4.	James Anthony Olsen	\$ 81,667	11,666,714	7.1A
5.	ARLewis Pty Ltd <Lewis Family Super Fund A/C>	\$1,400	200,000	7.1A

6.	The High Club Ltd	\$2,100	300,000	7.1A
7.	Anthony Richard Lewis	\$3,500	500,000	7.1A
8.	Lynette Ghanem	\$35,000	5,000,000	7.1A
9.	Brent Fisher	\$24,990	3,570,000	7.1A
10.	Lonhro (WA) Pty Ltd <Lonhro A/C>	\$35,000	5,000,000	7.1A
11.	Hua Hin Capital Pty Ltd <CR Bolton Super Fund A/C>	\$21,000	3,000,000	7.1A
12.	Ross Milton Bolton	\$28,000	4,000,000	7.1A
13.	Stow Court Pty Ltd <RM &JP Bolton S/F A/C>	\$16,000	2,285,714	7.1A
14.	HYDRO KENETIC SUPER PTY LTD <RE and JA Lees Superfund>	\$2,100	300,000	7.1A
15.	Ben Jarvis	\$25,000	3,571,429	7.1A
16.	Marc Renzella	\$50,000	7,142,857	7.1A
17.	Kytron Pty Ltd	\$2,100	300,000	7.1
18.	RS International (Holdings) Pty Ltd	\$50,000	7,142,857	7.1
19.	Song's Unit Trust	\$100,000	14,285,714	7.1
20.	Sun's Unit Trust	\$300,000	42,857,143	7.1
21.	Zhuo Xian Huang	\$22,500	3,214,286	7.1
22.	Green Mountains Investments Ltd	\$100,000	14,285,714	7.1
23.	Hazell Family A/C	\$21,000	3,000,000	7.1
24.	The Bolton Family A/C	\$14,000	2,000,000	7.1
25.	Lonhro (WA) Pty Ltd <Lonhro A/C>	\$21,000	3,000,000	7.1
26.	Stow Court Pty Ltd <RM &JP Bolton S/F A/C>	\$9,000	1,285,714	7.1
27.	Seventy Three Pty Ltd <King Super Fund No 3 A/C>	\$35,000	5,000,000	7.1
28.	Xinzhou Liu	\$10,000	1,428,571	7.1
29.	Jesselton Heights Investment Pte Ltd	\$50,000	7,142,857	7.1
	<b>Total</b>	<b>\$1,312,857</b>	<b>187,550,998</b>	

The Placement Shares and Subsequent Placement Shares will rank equally with all existing Shares on issue.

The issue of the Placement Shares and Subsequent Placement Shares occurred without the prior approval of Shareholders. ASX Listing Rule 7.1 restricts the number of equity securities which a listed company may issue in any 12-month period without the approval of shareholders, to 15% of the number of shares on issue at the start of the period, subject to certain adjustments and permitted exceptions.

ASX Listing Rule 7.1A permits eligible entities to obtain shareholder approval, at an annual

general meeting, to issue an additional 10% of its issued share capital (in addition to its 15% capacity under Listing Rule 7.1) by way of placements over a 12 month period, commencing on the date of the annual general meeting at which the approval was obtained.

ASX Listing Rule 7.4 provides that an issue of securities is deemed to have been made with shareholder approval if ASX Listing Rules 7.1 and 7.1A are not breached at the time the securities were issued and shareholders subsequently approve the issue.

If Shareholders ratify this prior issue of Placement Shares, the Company will have the flexibility to issue further ordinary securities up to the 10% limit over the period remaining of the 12 months for which approval has been obtained because the issue of the Placement Shares will not be counted towards the 10% limit set out in ASX Listing Rule 7.1A.

If Shareholders ratify this prior issue of Subsequent Placement Shares, the Company will have the flexibility to issue further equity securities up to the 15% limit over the next 12 month period because the issue of the Subsequent Placement Shares will not be counted towards the 15% limit set out in ASX Listing Rule 7.1.

Accordingly, the Company seeks to ratify the issuance of a total of 187,550,998 shares, issued at \$0.007. The funds raised from the issue of the Placement Shares and Subsequent Placement Shares outlined in Resolutions 1.1 and 1.1(a) are to be used for marketing and working capital and to support the growth of customer acquisitions in Australia and Asia.

## **2 Resolution 1.2 – Approval of Issue of Placement Options**

The terms and conditions of the Placement and Subsequent Placement included the issue by the Company of one free attaching Placement Option for every two Shares issued under the Placement and Subsequent Placement.

However, whilst the issue of the Shares as part of the Placement and Subsequent Placement was implemented within the Company's available capacity under ASX Listing Rule 7.1 and 7.1A, the issue of the Proposed Placement and Placement Options is subject to Shareholder approval.

The key terms relating to the proposed issue of the Placement Options under resolution 1.2 are as follows:

<b>Exercise price</b>	\$0.007 per Placement Option
<b>Vesting and exercise period</b>	The Placement Options must be exercised on or before 30 March 2018.
<b>Governing terms</b>	The issue of Shares upon exercise of the Placement Options will be governed by the terms of the Company's Constitution.
<b>Exercise ratio</b>	Each Option may be exercised into one Share.  However, the Company will only permit the exercise of Placement Options into the number of Shares which would take the holders interest in the Company to the relevant threshold under s.606 of the Corporations Act. The Placement Options are not exercisable into Shares unless the requirements of the Corporations Act are met.
<b>Date of proposed issue</b>	Placement Options will be issued on a single date that is within 5 business days of the Shareholder approval being granted and in any event the Placement Options will be issued no later than 3 months after the date of the meeting.

The number of Placement Options that are proposed to be issued and those entities / individuals is outlined below.

No.	Name	Options proposed to be issued
1.	H Investments International Pty Limited as trustee for H Investments Trust	7,142,857
2.	Samuel Kah Teck Ng	8,750,000
3.	Michael Kim Hong Stone	2,142,857
4.	James Anthony Olsen	5,833,357
5.	ARLewis Pty Ltd <Lewis Family Super Fund A/C>	100,000
6.	The High Club Ltd	150,000
7.	Anthony Richard Lewis	250,000
8.	Lynette Ghanem	2,500,000
9.	Brent Fisher	1,785,000
10.	Lonhro (WA) Pty Ltd <Lonhro A/C>	2,500,000
11.	Hua Hin Capital Pty Ltd <CR Bolton Super Fund A/C>	1,500,000
12.	Ross Milton Bolton	2,000,000
13.	Stow Court Pty Ltd <RM &JP Bolton S/F A/C>	1,142,857
14.	HYDRO KENETIC SUPER PTY LTD <RE and JA Lees Superfund>	150,000
15.	Ben Jarvis	1,785,714
16.	Marc Renzella	3,571,429
17.	Kytron Pty Ltd	150,000
18.	RS International (Holdings) Pty Ltd	3,571,429
19.	Song's Unit Trust	7,142,857
20.	Sun's Unit Trust	21,428,572
21.	Zhuo Xian Huang	1,607,142
22.	Green Mountains Investments Ltd	7,142,857
23.	Hazell Family A/C	1,500,000
24.	The Bolton Family A/C	1,000,000
25.	Lonhro (WA) Pty Ltd <Lonhro A/C>	1,500,000
26.	Stow Court Pty Ltd <RM &JP Bolton S/F A/C>	642,857
27.	Seventy Three Pty Ltd <King Super Fund No 3 A/C>	2,500,000
28.	Xinzhou Liu	714,286

29.	Jesselton Heights Investment Pte Ltd	3,571,429
	<b>Total</b>	<b>93,775,500</b>

If Shareholders approve the issue of the Placement Options, the Company will have the flexibility to issue further equity securities up to the 15% limit over the next 12 month period because the issue of the Placement Options will not be counted towards the 15% limit set out in ASX Listing Rule 7.1.

Accordingly, the Company seeks approval to issue a total of 93,775,500 Placement Options, for nil consideration as these options were 'free attaching options' to the placement shares contemplated by resolutions 1.1 and 1.1(a). The Company confirms that no funds will be received from the issuance of the Placement Options.

### **3 Resolutions 1.3 – 1.10 Approval of issue of Directors' Shares and Directors' Options to Related Parties**

#### **4 Directors' Shares**

In addition to the issue of the Placement Shares, Subsequent Placement Shares and proposed issue of the Placement Options, the Directors (and/or their respective associates) (each a Related Party of the Company) have agreed to subscribe for Shares (**Directors' Shares**) and receive the free attaching unlisted options (**Directors' Options**), subject to the Company obtaining Shareholder approval. Following the announcement on 5 December 2017 which referred to 39,107,142 shares proposed to be issued to related parties, further subscriptions were received resulting in the proposed issuance of 3,571,429 additional shares.

Specifically, the Directors have agreed to subscribe for 42,678,571 Directors' Shares at \$0.007 per Directors' Share to raise a total of \$298,750 (**Related Party Placement**). The Directors' Shares will be issued on the same terms and conditions as the Shares already on issue and are not of a different class or category of shares in the Company. The Directors' Shares rank equally with all existing Shares on issue.

The Directors' Shares and Directors' Options will be issued on a single date that is within 5 business days of the shareholder approval being granted and in any event, the Directors Shares and Directors' Options will be issued no later than 1 month after the date of the meeting

#### **Directors' Options**

In addition, the Company is proposing to issue one free attaching Directors' Option for every two Directors' Shares issued. The key terms relating to the proposed issue of the Directors' Options to the Related Parties are as follows:

<b>Exercise price</b>	\$0.007 per Directors' Option
<b>Vesting and exercise period</b>	The Directors' Options must be exercised on or before 30 March 2018
<b>Governing terms</b>	The issue of Shares upon exercise of the Directors' Options will be governed by the terms of the Company's Constitution.
<b>Exercise ratio</b>	Each Directors' Option may be exercised into one Share.  However, the Company will only permit the exercise of Directors' Options into the number of Shares which would take the holders interest in the Company to the relevant threshold under s.606 of the Corporations Act. The Directors' Options

	are not exercisable into Shares unless the requirements of the Corporations Act are met.
<b>Date of proposed issue</b>	Directors' Options will be issued on a single date that is within 5 business days of the shareholder approval being granted and in any event, the Directors' Options will be issued no later than 1 month after the date of the meeting.

The Company is seeking shareholder approval to issue the relevant number of Directors' Shares and Directors' Options to the Related Parties of the Company under ASX Listing Rule 10.11. Further, in accordance with ASX Listing Rule 7.2 Exception 14, it is noted that approval is not required under ASX Listing Rule 7.1 in respect of the issue of the Directors' Shares and Directors' Options.

Accordingly, the Company is seeking approval for the issue of 21,339,286 Directors' Options for nil consideration as these options were 'free attaching options' to the Directors' Shares. The Company confirms that no funds will be received from the issuance of the Directors' Options.

- **Approval of issue of Directors' Shares and Directors' Options to Asia Investment Labs Pty Ltd**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Asia Investment Labs Pty Ltd, an entity associated with Claire Mula, who is a director and executive of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 3,571,429 Directors' Shares and 1,785,714 Directors Options, to Asia Investment Labs Pty Ltd in exchange for \$25,000, which amount has been treated as a reduction of a loan currently accrued by the Company.

- **Approval of issue of Directors' Shares and Directors' Options to RJL Investments Pty Ltd**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to RJL Investments Pty Ltd, an entity associated with Gary Cohen, who is a director and Chief Executive Officer of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 7,142,857 Directors Shares and 3,571,429 Directors' Options, to RJL Investments Pty Ltd in exchange for \$50,000, which amount has been treated as a reduction of a loan currently accrued by the Company.

- **Approval of issue of Directors' Shares and Directors' Options to Gregkar Pty Ltd**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Gregkar Pty Ltd, an entity associated with Gregory Cohen, who is a director and executive of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 7,142,857 Directors' Shares and 3,571,429 Directors' Options, to Gregkar Pty Ltd in exchange for \$50,000, which amount has been treated as a reduction of a loan currently accrued by the Company.

- **Approval of issue of Directors' Shares and Directors' Options to Jennifer Morgan**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Jennifer Morgan, a person associated with Jeremy Morgan, who is a director of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 6,547,619 Directors' Shares and 3,273,809 Directors' Options, to Jennifer Morgan in exchange for \$45,833, which has been treated as a reduction of the director fees payable by the Company to Jeremy Morgan.



- **Approval of issue of Directors' Shares and Directors' Options to Amanwana Pty Limited as trustee for The McKinnon Family Trust No. 2**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Amanwana Pty Limited ATF The McKinnon Family Trust No. 2, an entity associated with Robert McKinnon, who is a director of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 7,142,857 Directors' Shares and 3,571,429 Directors' Options, to Amanwana Pty Limited as trustee for The McKinnon Family Trust No. 2 in exchange for \$50,000, which has been received partially in cash of \$25,000 and a \$25,000 reduction director fees payable by the Company to Robert McKinnon. The funds received in cash will be used towards marketing and working capital and to support the growth of customer acquisitions in Australia and Asia.

- **Approval of issue of Directors' Shares and Directors' Options to Hanrahan Superannuation Fund**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Hanrahan Superannuation Fund, an entity associated with Jack Hanrahan who is a director of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 1,785,714 Directors' Shares and 892,857 Directors' Options, to Hanrahan Superannuation Fund in exchange for \$12,500, which amount has been treated as a reduction of the director fees payable by the Company to Jack Hanrahan.

- **Approval of issue of Directors' Shares and Directors' Options to Roger Clifford**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Roger Clifford who is a director of the Company. The Company is seeking approval under ASX Listing Rule 10.11 for the issue of 7,559,524 Directors' Shares and 3,779,762 Directors' Options, to Roger Clifford in exchange for \$52,917, which amount has been treated as a reduction of the director fees payable by the Company to Roger Clifford.

- **Approval of issue of Directors' Shares and Directors' Options to Newark Securities Pty Ltd as trustee for THS Consulting Trust**

Shareholder approval is sought for the granting of Directors' Shares and Directors' Options to Newark Securities Pty Ltd ATF THS Consulting Trust, an entity associated with the late Anthony Sherlock who ceased to be a director of the Company when he sadly passed away unexpectedly on 6 December 2017. Nonetheless, the Company is seeking approval under ASX Listing Rule 10.11 for the issue of 1,785,714 Directors' Shares and 892,857 Directors' Options, to Newark Securities Pty Ltd ATF THS Consulting Trust in exchange for \$12,500 which amount has been treated as a reduction of the director fees payable by the Company to Anthony Sherlock.

In the case of Resolutions 1.3-1.5 the use of funds relate to a reduction of loans, and accordingly no funds were raised from the issue. In the case of Resolutions 1.6-1.10, the use of funds relate to director fees payable by the Company and as such no funds were raised from the issue.

## **5 Resolution 1.11 Approval of issue of Shares and attaching unlisted options to certain sophisticated investors**

Following the Initial Placement and Subsequent Placement outlined in respect of resolution 1.1 and 1.1(a) respectively; the Company seeks shareholder approval for the further issue of 108,619,000 fully paid ordinary shares at \$0.007 and 54,309,501 free attaching unlisted options to certain sophisticated and professional investors (**Proposed Placement**). The proposed issue of shares was in consideration for a further \$760,333 raised by the Company. The Shares will rank equally with all existing fully paid ordinary Shares on issue. The funds raised from the issue of the shares under the Proposed Placement outlined in Resolution 1.11 are to be used for marketing and working capital and to support the growth of customer acquisitions in Australia and Asia. The options will

be issued for nil consideration as these options are ‘free attaching options’. The Company confirms that no funds will be received from the issuance of these options.

The terms and conditions of the proposed share issue includes the issue by the Company of one free attaching option for every two shares.

The key terms relating to the proposed issue of the unlisted options under resolution 1.11 are as follows:

<b>Exercise price</b>	\$0.007 per option
<b>Vesting and exercise period</b>	The options must be exercised on or before 30 March 2018.
<b>Governing terms</b>	The issue of Shares upon exercise of the options will be governed by the terms of the Company’s Constitution.
<b>Exercise ratio</b>	Each option may be exercised into one Share.  However, the Company will only permit the exercise of options into the number of Shares which would take the holders interest in the Company to the relevant threshold under s.606 of the Corporations Act. The Placement Options are not exercisable into Shares unless the requirements of the Corporations Act are met.
<b>Date of proposed issue</b>	Options will be issued on a single date that is within 5 business days of the Shareholder approval being granted and in any event the options will be issued no later than 3 months after the date of the meeting

Set out below are the details of those sophisticated and professional investors who the Company is proposing to issue the Shares and unlisted options to under the Proposed Placement:

No.	Name	Shares proposed to be Issued	Unlisted options proposed to be Issued	Subscription Amount
1	Song’s Unit Trust	14,285,714	7,142,857	\$100,000
2	Sun’s Unit Trust	14,285,714	7,142,857	\$100,000
3	Samuel Kah Teck Ng	21,428,572	10,714,286	\$150,000
4	Yuke Wah Lee	7,142,857	3,571,429	\$50,000
5	Zhuo Xian Huang	7,142,857	3,571,429	\$50,000
6	James Anthony Olsen	8,333,286	4,166,643	\$58,333
7	AXL Financial Pty Ltd	36,000,000	18,000,000	\$252,000
	<b>Total</b>	<b>108,619,000</b>	<b>54,309,501</b>	<b>\$760,333</b>

Subject to shareholder approval, the issue of Shares under the Proposed Placement contemplated by this resolution are intended to be issued on a single date that is within 5 days of the date of the meeting and in any case no later than 3 months from the date of the meeting.

## 1 Reason for the issue of the Securities

The funds raised from the issue of the Securities outlined in all resolutions are to be used for marketing and working capital and to support the growth of customer acquisitions in Australia and Asia.

## 2 Effect of the Securities Issue on the issued capital of the Company:

The table below sets out the effect that the Securities will have on the capital structure of the Company:

Securities	Before issue of the Placement Shares, Subsequent Placement Shares, Placement Options, Directors Shares, Directors Options and the Proposed Placement	After the issue of the Placement Shares and Subsequent Placement Shares (but before the issue of Placement Options, , Directors' Shares, Directors Options and the Proposed Placement)*	After the issue of the Placement Shares, Subsequent Placement Shares, Placement Options, Directors Shares, Directors Options and the Proposed Placement**
Shares	769,169,315	956,720,314	1,108,017,886
Unlisted Options	25,250,000	25,250,000	194,674,287
Unlisted Incentive Options	42,235,528	42,235,528	42,235,528
Listed Options	76,867,889	76,867,889	76,867,889
Convertible Notes	194,833,335	194,833,335	194,833,335
Warrants-2	93,333,334	93,333,334	93,333,334

The above table assumes that all Shareholder approvals are obtained at the General Meeting in respect of the issue of the Securities.

\* This assumes that none of the unlisted options, unlisted incentive options, listed options, convertible notes and warrants are exercised or converted prior to the date of issue of the Placement Shares and Placement Options.

\*\* This assumes that none of the unlisted options, unlisted incentive options, listed options, convertible notes, warrants, Placement Shares or Placement Options are exercised or converted prior to the date of issue of the Directors' Shares and Directors' Options.

## 3 Interests of substantial shareholders arising from the Issue of Securities

The table below sets out the impact under that the issue of Securities will have on the holdings of persons that have notified the Company that they hold a substantial holding in the Company and who are expected to remain substantial holders based on those notifications.

	Existing shareholding before issue of Securities (No. of Shares)	Existing shareholding before Issue (% holding)	Shareholding following issue assuming exercise of \$0.007 Placement Options and Directors Options expiring Mar 30, 2018	Shareholding following issue assuming exercise of \$0.007 the Placement Options and Directors Options expiring Mar 30, 2018 (% holding)
Raus Capital Fund Limited	55,045,895	5.75	55,045,895	4.31
H Investments International Pty Ltd as trustee for H Investments Trust	66,764,446	6.99	73,907,303	5.79

Allectus Capital Limited	66,666,667	6.98	66,666,667	5.22
RJL Investments Pty Ltd and Gregkar Pty Ltd	51,313,183	5.37	72,741,754	5.69
Get2Volume	43,191,983	4.52	43,192,983	3.38
Samuel Kah Teck Ng	37,733,467	4.91	99,340,609	7.78
AXL Capital	19,814,553	2.58	73,385,982	5.78
Sun's Unit Trust	Nil	Nil	85,714,286	6.71

The above table assumes that all Shareholder approvals are obtained at the General Meeting in respect of the issue of the Securities.

\* This assumes that none of the unlisted options, unlisted incentive options, listed options, convertible notes and warrants are exercised or converted prior to the date of issue of the Securities.

## 4 Regulatory requirements

### 4.1 Corporations Act

Although Resolutions 1.3 -1.9 relate to the issue of Securities to Related Parties, the Directors of the Company, who do not have a material personal interest in Resolutions 1.3 – 1.9, are of the view that shareholder approval under section 208 of the Corporations Act is not required for the issue of the Directors' Shares and Directors' Options on the basis that those securities are being issued on an arm's length basis (including on the same terms of the issue of the Placement Shares and Placement Options) and section 210 of the Corporations Act applies.

### 4.2 Directors Recommendation

Resolution	Recommendation
1.1	The Directors unanimously recommend that shareholders vote in favour.
1.1a	The Directors unanimously recommend that shareholders vote in favour.
1.2	The Directors unanimously recommend that shareholders vote in favour.
1.3	The Directors (other than Claire Mula) unanimously recommend that shareholders vote in favour.
1.4	The Directors (other than Gary Cohen) unanimously recommend that shareholders vote in favour.
1.5	The Directors (other than Gregory Cohen) unanimously recommend that shareholders vote in favour.
1.6	The Directors (other than Jeremy Morgan) unanimously recommend that shareholders vote in favour.
1.7	The Directors (other than Robert McKinnon) unanimously recommend that shareholders vote in favour.
1.8	The Directors (other than Jack Hanrahan) unanimously recommend that shareholders vote in favour.
1.9	The Directors (other than Roger Clifford) unanimously recommend that shareholders vote in favour.
1.10	The Directors unanimously recommend that shareholders vote in favour.
1.11	The Directors unanimously recommend that shareholders vote in favour.

### **4.3 Chairman's Voting Intention**

The Chairman of the Meeting intends to vote in favour of each of the Resolutions.

## **5 Definitions**

In this Explanatory Memorandum, unless the context requires otherwise:

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

**ASX** means Australian Securities Exchange Limited (ACN 008 624 691).

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

**Company** means Invigor Group Limited (ACN 081 368 274).

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

**Director** means a director of the Company from time to time.

**Directors' Shares** has the meaning given to that term in Section 3 of the Explanatory Memorandum.

**Directors' Options** has the meaning given to that term in Section 3 of the Explanatory Memorandum.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Equity Securities** has the meaning given to that term in the ASX Listing Rules.

**General Meeting** means the extraordinary general meeting of the Company to be held at 10.30am on 27 February 2018, to which this Explanatory Memorandum relates.

**Notice of General Meeting** means the notice dated 25 January 2018 concerning the General Meeting (of which this Explanatory Memorandum forms part).

**Placement** has the meaning given to that term in Section 1 of the Explanatory Memorandum.

**Placement Shares** has the meaning given to that term in Resolution 1.1.

**Placement Options** has the meaning given to that term in Resolution 1.2.

**Proposed Placement** has the meaning given to that term in Resolution 1.11.

**Related Parties** has the meaning given to that term in the ASX Listing Rules.

**Resolutions** means the resolutions proposed in the Notice of General Meeting.

**Securities** mean the Placement Shares, Subsequent Placement Shares, Placement Options, Directors' Shares, Directors' Options and the Proposed Placement to which this Explanatory Memorandum relates.

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

**Shareholder** a holder of the Shares.

**Share Registry** means Boardroom Pty Ltd of Level 12, 225 George Street, Sydney NSW 2000.

**Subsequent Placement** has the meaning given to that term in Section 1 of the Explanatory Memorandum.

**Subsequent Placement Shares** has the meaning given to that term in Resolution 1.1(a).



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am AEDT on Sunday 25 February 2018**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT [www.votingonline.com.au/invigoregm2018](http://www.votingonline.com.au/invigoregm2018)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am AEDT on Sunday 25 February 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** [www.votingonline.com.au/invigoregm2018](http://www.votingonline.com.au/invigoregm2018)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

#### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Invigor Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of **Invigor Group Limited** to be held at **Level 16, 56 Pitt Street, Sydney NSW 2000 on Tuesday 27 February 2018 at 10.30am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1.1	Ratification of prior issue of Shares to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.6	Approval of issue of Director's Shares and Director's Options to Jennifer Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1.1(a)	Ratification of prior issue of Shares to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.7	Approval of issue of Director's Shares and Director's Options to Amanwana Pty Limited as trustee for The McKinnon Family Trust No. 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1.2	Approval of issue of Options to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.8	Approval of issue of Director's Shares and Director's Options to Hanrahan Superannuation Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1.3	Approval of issue of Director's Shares and Director's Options to Asia Investment Labs Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.9	Approval of issue of Director's Shares and Director's Options to Roger Clifford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1.4	Approval of issue of Director's Shares and Director's Options to RJL Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.10	Approval of issue of Director's Shares and Director's Options to Newark Securities Pty Ltd ATF THS Consulting Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 1.5	Approval of issue of Director's Shares and Director's Options to Gregkar Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 1.11	Approval of issue of Shares and options to sophisticated and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018