

Notice of General Meeting and Explanatory Memorandum

Xped Limited ACN 122 203 196

Date of Meeting:	Tuesday, 30 May 2017
Time of Meeting:	9:30am (Adelaide time)
Place of Meeting:	The Watson, 33 Warwick Street, Walkerville SA 5081

Notice of General Meeting

Notice is given that a General Meeting of shareholders of Xped Limited ACN 122 203 196 (**Company**) will be held at The Watson, 33 Warwick Street, Walkerville, South Australia 5081 on Tuesday, 30 May 2017 at 9:30am (Adelaide time).

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Terms used in this Notice of Meeting are defined under Definitions in the accompanying Explanatory Memorandum.

Agenda

The agenda for the meeting is as follows:

Ordinary business

1. **Resolution 1: Approval of variation of terms of the Tranche 1A Convertible Securities to permit early repayment**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company authorise the variation of the terms of the Tranche 1A Convertible Securities issued on 3 January 2017 to permit the Investor to have a right to require the early repurchase of up to \$1,000,000 of the amount outstanding in respect of the Tranche 1A Convertible Securities on and from 15 August 2017 and ratify the issue of the Tranche 1A Convertible Securities with a face value of up to \$2,000,000 to the Investor, on the terms and conditions set out in the Explanatory Memorandum.”

2. **Resolution 2: Approval to issue JCT Shares**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That in accordance with Listing Rule 7.1, and for all other purposes, the Company is authorised to issue up to \$500,000 worth of fully paid ordinary shares (**JCT Shares**) to Bernard Edward Jackson as trustee for the Eddie Jackson Family Trust, at an issue price per share equal to the 14 day VWAP prior to the date of issue of those JCT Shares, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

3. **Resolution 3: Approval to issue Future Placement Shares**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

*“That in accordance with Listing Rule 7.1, and for all other purposes, the Company is authorised to issue up to \$7,500,000 worth of fully paid ordinary shares (**Future Placement Shares**) at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company’s shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made, to various sophisticated, professional and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2011 (Cth) and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

4. **Resolution 4: Approval for the issue of Shares to Athan Lekkas or nominees as part of the Future Placement**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to \$250,000 worth of Future Placement Shares, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company’s shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made, to Athan Lekkas or his nominees on the terms and conditions set out in the Explanatory Memorandum.”

5. **Resolution 5: Approval for the issue of Shares to Martin Despain or nominees as part of the Future Placement**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to \$250,000 worth of Future Placement Shares, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company’s shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made, to Martin Despain or his nominees on the terms and conditions set out in the Explanatory Memorandum.”

6. **Resolution 6: Approval for the issue of Shares to Wenjun Shen or nominees as part of the Future Placement**

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue up to \$250,000 worth of Future Placement Shares, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company’s shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made, to Wenjun Shen or his nominees on the terms and conditions set out in the Explanatory Memorandum.”

7. **Resolution 7: Consolidation of Share capital**

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

“That for the purposes of section 254H of the Corporations Act, and for all other purposes, approval is given for the issued share capital of ordinary shares of the Company to be consolidated through the conversion of every two Shares into one Share, with any fractional entitlements to Shares following the Consolidation being rounded to the nearest whole number of Shares which shall take effect on the date set out in the timetable included in the Explanatory Memorandum and which is otherwise on the terms and conditions as detailed in the Explanatory Memorandum.”

8. **Voting Exclusion Statements**

The Company will disregard any votes cast by the following people:

- (a) with respect to Resolution 1, any person who received the Tranche 1A Convertible Securities and any associate of that person (or those persons);

- (b) with respect to Resolution 2, any person who receives JCT Shares and any associate of that person (or those persons);
- (c) with respect to Resolutions 3:
 - (1) a person who may participate in the proposed issue; and
 - (2) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution are passed.

The proposed allottees of any Future Placement Shares are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Future Placement Shares), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

- (d) with respect to Resolution 4, Athan Lekkas and his nominees and any associate of them;
- (e) with respect to Resolution 5, Martin Despain and his nominees and any associate of them;
- (f) with respect to Resolution 6, Wenjun Shen and his nominees and any associate of them.

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

9. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board

Ms Julie Edwards
Company Secretary

26 April 2017

Explanatory Memorandum

1. Introduction

The following information is provided to Shareholders of the Company in connection with the business to be considered at a General Meeting of Shareholders to be held at The Watson, 33 Warwick Street, Walkerville South Australia 5081 on 30 May 2017 at 9:30 am (Adelaide time).

The Notice of Meeting, to which this Explanatory Memorandum forms part, sets out details of proposals concerning the seven Resolutions to be put to Shareholders. Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Memorandum are defined under the section headed Definitions below.

Ordinary Business

2. Resolution 1: Approval of variation of terms of the Tranche 1A Convertible Securities to permit early repayment

2.1 Background

As announced on 16 November 2016 and resolved by a meeting of shareholders on 19 January 2017, the Company sought to raise funding through a Convertible Securities Agreement with the Investor as follows:

- (a) Tranche 1A Convertible Securities which were issued on 3 January 2017 and raised \$1,800,000 with an initial face value of \$2,000,000;
- (b) Tranche 1B Convertible Securities which were issued on 25 January 2017 and raised \$1,200,000 with an initial face value of \$1,333,333;
- (c) Tranche 2 Convertible Securities which would raise up to \$3,000,000 and have a face value of up to approximately \$3,333,333; and
- (d) Tranche 3 Convertible Securities which would raise up to \$3,000,000 and have a face value of up to approximately \$3,333,333.

In conjunction with the Convertible Securities offer, the Company offered and issued SPP Shares and Bonus Options to Eligible Shareholders pursuant to an SPP. The SPP raised \$3,100,000.

As announced on 13 February 2017, after discussions with the Investor the Company concluded that, in the circumstances, a number of changes should be made to the Convertible Securities and Convertible Securities funding arrangements (refer to original announcement of 16 November 2016 and notice of meeting dated 16 December 2016).

The Tranche 1A Convertible Securities and the Tranche 1B Convertible Securities were issued and funds fully drawn down in January 2017. The draw down in respect of the Tranche 2 Convertible Securities and the Tranche 3 Convertible Securities was to be at Xped's election. Xped decided, and has since formally advised the Investor, that it would not pursue draw downs on the Tranche 2 Convertible Securities and the Tranche 3 Convertible Securities and as such the balance of the facility was cancelled.

The Investor formally accepted Xped's requests, and in addition agreed to the following:

- (a) The Investor undertook that it would not issue any further conversion notices in respect of the current convertible notes it holds until after 1 April 2017;
- (b) The Investor undertook that after 1 April 2017 it would not convert more than \$350,000 of the current Convertible Securities it holds into Shares in any consecutive 30 day period, unless the Company agrees otherwise;
- (c) That, subject to shareholder and all other approvals being obtained, Xped will agree to the Investor having a right to require, on and from 15 August 2017, the early re-purchase by Xped of all or part of the amount outstanding in respect of the Tranche 1A Convertible Securities on issue to the maximum amount of \$1,000,000 (being the remaining face value of the Tranche 1A Convertible Securities as at 13 February 2017) (**Investor's Early Repurchase Right**). Shareholder approval of the Investor's Early Repurchase Right must be obtained by 31 May 2017 and if it is not, the undertaking given by the holder in paragraph (b) above will cease to apply. This Meeting has been convened to seek such approval.
- (d) The Company will no longer be obliged, in any circumstance, to issue the 20,000,000 collateral shares to the Investor.

The Company announced these changes to the market on 13 February 2017, noting that its main focus is now to monetize current licensing agreements and rapidly progress current memoranda of understanding already in place.

2.2 ASX Listing Rule 7.4

In accordance with Listing Rule 7.4 and for all other purposes, Shareholder approval is sought to the changes to the terms of the Tranche 1A Convertible Securities to include the Investor's Early Repurchase Right proposed by the Company so as to satisfy the conditions of early repayment agreed with the Investor as set out above.

The Tranche 1A Convertible Securities were issued on 3 January 2017 and the issue was ratified by Shareholders at the general meeting of the Company held on 19 January 2017 (**Resolution 1**). Shareholders also approved the issue of the balance of the Convertible Securities as well as other equity securities for the purposes of Listing Rule 7.1 at the general meeting of the Company held on 19 January 2017.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rules 7.1 or 7.4 do not count towards the 15% limit under Listing Rule 7.1.

Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it. If Resolution 1 is approved, it will have the effect of approving the variation of the terms of the Tranche 1A Securities by including the Investor's Early Repurchase Right and will further ratify the issue of the Tranche 1A Securities. As a result, it will refresh the Company's ability, to the extent of the Tranche 1A Convertible Securities, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution 1 is not passed, the terms of the Tranche 1A Convertible Securities will not be varied and the Company will continue to rely on Shareholder ratification of the Tranche 1A Convertible Securities granted at the meeting held on 19 January 2017. In that case, the undertaking given by the Investor that

after 1 April 2017 it would not convert more than \$350,000 of the current Convertible Securities it holds into Shares in any consecutive 30 day period, unless the Company agrees otherwise will cease to apply.

For the purposes of ASX Listing Rule 7.5, the Company advises:

Maximum Number of securities to be issued	<p>Resolution 1 approves the variation of the terms of the Tranche 1A Convertible Securities and further ratifies their issue.</p> <p>The maximum number of Shares which may be issued upon conversion of the Tranche 1A Convertible Securities is determined in accordance with the Conversion Formula set out in Attachment 1.</p>
Date the Company issued the securities	The Tranche 1A Convertible Securities were issued on 3 January 2017.
Issue price of the securities	<p>The aggregate of the issue price of the Tranche 1A Convertible Securities was \$1,800,000 with a face value of \$2,000,000. As at the date of this Notice, the face value of the Tranche 1A Convertible Securities has been reduced to \$1,000,000, with \$1,000,000 of the face value already being converted into Shares. If the Investor's Early Repurchase Right is exercised, the face value of the Tranche 1A Convertible Securities will be reduced to nil.</p> <p>The issue price of any Shares that were or may be issued on the conversion of the Tranche 1A Convertible Securities was and will be determined in accordance with the Conversion Price set out in Attachment 1.</p>
Recipients of the securities	L1 Capital Global Opportunities Master Fund, or its nominee, being unrelated professional, sophisticated and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.
Terms of the issued securities	The material terms of the Tranche 1A Convertible Securities are summarised in Attachment 1. Each Share issued on conversion of the Tranche 1A Convertible Securities is or will be a fully paid ordinary share and will rank equally with all other existing Shares on issue.
Intended use of funds	The funds raised by the issue of the Tranche 1A Convertible Securities (\$1,800,000), together with funds raised from the Tranche 1B Convertible Securities and the SPP (a further \$5,318,800), were and are intended to be used for (a) acceleration of roll out with new channel partners, and recent acquisitions, where additional capital is required for acquisition integration and development costs; (b) further expansion capital required to expand service offering and secure additional channel partners; and (c) costs of the offer.

2.3 Director Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

3. **Resolution 2: Approval to issue JCT Shares**

3.1 Background

Resolution 2 seeks Shareholder approval for the Company to issue up to \$500,000 worth of new Shares (**JCT Shares**) to the vendor of the JCT Group, which was acquired in July 2016, as part of the deferred consideration that may be payable in respect of the acquisition.

Subject to specific conditions being met, the Company may issue up to \$500,000 worth of Shares to the vendor of the JCT Group, as part of the deferred consideration that may be payable in respect of the acquisition in July 2017.

3.2 ASX Listing Rule 7.1

In accordance with Listing Rule 7.1, Shareholder approval is sought for the issue of the JCT Shares to Bernard Edward Jackson as trustee for the Eddie Jackson Family Trust, being the vendor of the JCT Group.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rules 7.1 or 7.4 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

By passing Resolution 2, the Company will be permitted to issue the JCT Shares during the three months after the Meeting without using the Company's placement capacity pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the Company provides the following information:

Maximum Number of securities to be issued	Up to \$500,000 worth of JCT Shares may be issued within three months after the date of the Meeting. The number of JCT Shares to be issued will be determined by dividing the dollar value of the JCT Shares to be issued by the issue price per JCT Share which is equal to the 14 day VWAP of a Share prior to the date of issue of the JCT Shares.
Date by which the Company will issue the securities	If all required conditions are met, the JCT Shares will be issued on or about 4 July 2017 and in any event within three months after the date of the Meeting.
Issue price of the securities	The issue price per JCT Share will be equal to the 14 day VWAP of a Share prior to the date of issue of the JCT Shares.
Recipients of the securities	Bernard Edward Jackson as trustee for the Eddie Jackson Family Trust, being the vendor of the JCT Group.
Terms of the securities to be issued	The JCT Shares issued will be fully paid ordinary shares and will rank equally with all other existing Shares then on issue.
Intended use of funds	There will be no funds raised by the issue of the JCT Shares. The JCT Shares may be issued as part of the deferred consideration that may be payable in respect of the acquisition of the JCT Group.

3.3 Director Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

4. Resolution 3: Approval to issue Future Placement Shares

4.1 Background

Resolution 3 seeks Shareholder approval to issue of up to \$7,500,000 worth of new Shares (**Future Placement Shares**) at an issue price per Share of not less than 80% of the volume weighted average market price of the Shares calculated over the last five days on which sales in the Shares were recorded before the day on which the Future Placement Shares are issued to various sophisticated, professional and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act.

The funds raised by the issue of the Future Placement Shares will be used by the Company to provide working and investment capital to the Company. At this stage the Company has not committed to undertaking the issue of the Future Placement Shares, nor the price at which the Future Placement Shares will be issued. However, pursuant to Resolution 3 the Company is seeking approval of Shareholders to provide it with flexibility to undertake the placement within three months following the Meeting.

4.2 ASX Listing Rule 7.1

In accordance with Listing Rule 7.1, Shareholder approval is sought for the issue of the Future Placement Shares to one or more unrelated sophisticated, professional or other investors that fall within one or more of the classes of exemption specified in section 708 of the Corporations Act.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rules 7.1 or 7.4 do not count towards the 15% limit under Listing Rule 7.1.

By passing Resolution 3, the Company will be permitted to issue the Future Placement Shares during the three months after the Meeting without using the Company's placement capacity pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the Company provides the following information:

Maximum Number of securities to be issued	Up to \$7,5500,000 worth of Future Placement Shares may be issued within three months after the date of the Meeting. The number of Future Placement Shares to be issued will be determined by dividing the value of the placement by the issue price of the Future Placement Shares (as determined by the Directors subject to the parameters set out below).
Date by which the Company will issue the securities	The Future Placement Shares will be issued within three months after the date of the Meeting. Future Placement Shares will be issued progressively.

Issue price of the securities	The Future Placement Shares will be issued for an issue price per Future Placement Share to be determined by the Directors, which shall be not less than 80% of the volume weighted average market price of the Shares calculated over the last five days on which sales in the Shares were recorded before the day on which the Future Placement Shares are issued.
Recipients of the securities	The Future Placement Shares will be issued to one or more unrelated sophisticated, professional or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act. The Future Placement Shares will not be issued to any recipient who, upon such issue, and in combination with that recipient's associates, would have a Relevant Interest in excess of 19.99% of the Shares in the Company, unless further Shareholder approval is obtained or the issue of Future Placement Shares to that recipient otherwise complies with Chapter 6 of the Corporations Act.
Terms of the securities to be issued	The Future Placement Shares issued will be fully paid ordinary shares and rank equally with all other existing Shares then on issue.
Intended use of funds	The funds raised from the issue of the Future Placement Shares (up to \$7,500,000) are intended to be used for working and capital investment.

4.3 Director Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

5. **Resolutions 4, 5 and 6: Approval for the issue of Future Placement Shares to Athan Lekkas, Martin Despain and Wenjun Shen or their nominees as part of the Future Placement**

5.1 Background

As outlined above in Resolution 3, the Company is seeking shareholder approval to issue Future Placement Shares.

The Company may invite Athan Lekkas, Martin Despain and Wenjun Shen to participate in the Future Placement, subject to shareholder approval. The Company has not currently entered into any binding commitments with any of these Directors to subscribe for securities in the Future Placement (if it is in fact undertaken). However, the Company is seeking the approval of Shareholders to permit Athan Lekkas, Martin Despain and Wenjun Shen (or their nominees) to participate in the Future Placement should it be undertaken and should such agreements be entered with those Directors (or their nominees).

Any Shares issued to Athan Lekkas, Martin Despain and Wenjun Shen (or their nominees) in accordance with Resolutions 4, 5 or 6 will form part of the Future Placement and will not be in addition to those outlined in Resolution 3. As such the maximum number of securities which may be issued pursuant to Resolutions 4, 5 and 6 is up to \$750,000 worth (in aggregate) of Future Placement Shares (the subscription being up to the \$250,000 (**Subscription Price**) for each of Athan Lekkas, Martin Despain and Wenjun Shen or their nominees). The issue price per Share will be determined by the Board, however will be not less than 80% of the volume weighted average market price of the Shares calculated over the last five days on which sales in the Shares

were recorded before the day on which the Future Placement Shares are issued to the Directors (or their nominees).

Resolutions 4, 5 and 6 therefore seek the approval of Shareholders for the issue and allotment of up to \$250,000 of Future Placement Shares to each of Athan Lekkas, Martin Despain and Wenjun Shen (or their nominees).

5.2 ASX Listing Rule 10.11

Listing Rule 10.11 requires the approval of Shareholders before securities in the Company can be issued to a related party. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

In accordance with Listing Rule 7.2 (exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

The following information is given under Listing Rule 10.13 in relation to securities that are proposed to be issued to pursuant to Resolutions 4, 5 and 6.

Related Party	<p>In respect of Resolution 4:</p> <ol style="list-style-type: none"> 1. Mr Athan Lekkas or his nominees. 2. Mr Athan Lekkas is a related party for the purpose of Chapter 10 of the Listing Rules because he is a Director of the Company. <p>In respect of Resolution 5:</p> <ol style="list-style-type: none"> 1. Mr Martin Despain or his nominees. 2. Mr Martin Despain is a related party for the purpose of Chapter 10 of the Listing Rules because he is a Director of the Company. <p>In respect of Resolution 6:</p> <ol style="list-style-type: none"> 1. Mr Wenjun Shen or his nominees. 2. Mr Wenjun Shen is a related party for the purpose of Chapter 10 of the Listing Rules because he is a Director of the Company.
Maximum number of securities to be issued	<p>In respect of Resolution 4, up to \$250,000 worth of Future Placement Shares to Mr Athan Lekkas or his nominees, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made.</p> <p>In respect of Resolution 5, up to \$250,000 worth of Future Placement Shares to Mr Martin Despain or his nominees, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the share placement is made.</p> <p>In respect of Resolution 6, up to \$250,000 worth of Future Placement Shares to Mr Martin Despain or his nominees, at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the shares of the Company were recorded</p>

	before the day on which the share placement is made.
Date the Company may issue the securities	The Company may issue the Future Placement Shares the subject of Resolutions 4, 5 and 6 to the Recipients within one month after the date of the Meeting. The Future Placement Shares the subject of Resolutions 4, 5 and 6 will be issued progressively.
Issue price of the shares	The issue price per Future Placement Share will be determined by the Board and will be not less than 80% of the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the shares of the Company were recorded before the day on which the Future Placement Shares the subject of the relevant Resolution is made.
Intended use of funds	Any funds raised by the issue of the Future Placement Shares the subject of Resolutions 4, 5 and 6 are intended to be used to provide working and investment capital to the Company.

5.3 Directors' Recommendation

In relation to Resolution 4, save for Athan Lekkas who is the subject of Resolution 4, the Board recommends that Shareholders vote in favour of this Ordinary Resolution. Mr Lekkas does not make a recommendation in relation to Resolution 4.

In relation to Resolution 5, save for Martin Despain who is the subject of Resolution 5, the Directors recommend that Shareholders vote in favour of this Ordinary Resolution. Mr Despain does not make a recommendation in relation to Resolution 5.

In relation to Resolution 6, save for Wenjun Shen who is the subject of Resolution 6, the Directors recommend that Shareholders vote in favour of this Ordinary Resolution. Mr Shen does not make a recommendation in relation to Resolution 6.

6. Resolution 7: Approval of Consolidation of issued share capital

6.1 Reasons for the proposed change

Resolution 7 proposes the consolidation of the current share capital of the Company on the basis of every two Shares on issue being consolidated into one Share (**Consolidation**).

The Company currently has a large number of Shares on issue (2,230,064,127 Shares as at the date of this Explanatory Memorandum). The Consolidation will result in a more appropriate and effective capital structure for the Company and may result in a Share price more appealing to a wider range of investors.

6.2 Requirements for consolidation of share capital

Pursuant to section 254H of the Corporations Act, a company can convert all or any of its shares into a larger or smaller number of shares by resolution passed at a general meeting. Under that section, the conversion can take effect on the date that the resolution is passed or on a later date specified in the resolution.

Under Rule 21(b) of the Constitution, the Company can consolidate any or all of its share capital into a smaller number by ordinary resolution at a meeting of members.

6.3 Effect of consolidation

The effect of the Consolidation on the issued capital of ordinary shares in the Company will be as follows:

Event	Number of Shares on issue
Current	2,230,064,127
Post Consolidation	1,115,032,063

Note: The figures above are subject to adjustments for rounding of fractional entitlements, and assume no other Shares are issued and existing Options are not exercised prior to the Consolidation.

As the Consolidation applies equally to all Shareholders (subject only to the rounding of fractions to the nearest whole number), it will have no material effect on the percentage interest of each Shareholder in the Company.

Theoretically, following the Consolidation the market price of each Share should double. However, practically the actual effect on the market price of each Share is unknown and will be dependent upon on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than this theoretical post Consolidation price.

6.4 Effect of consolidation on JCT Shares (Resolution 2) and Future Placement Shares (Resolutions 3 – 6),

As set out in Resolutions 2 – 6, the number of Shares to be issued as the JCT Shares and Future Placement Shares is not fixed, but is instead calculated from a monetary amount (\$500,000 for the JCT Shares, \$7,500,000 for the Future Placement Shares). Accordingly, these issues will not be affected by the Consolidation as any change to the share price will be reflected in the number of Shares issued as set out in Resolutions 2 - 6.

6.5 Effect of Consolidation on Convertible Securities and Options

The issued capital of the Company is currently as follows:

Number of securities	Class
2,230,064,127	Ordinary fully paid shares (including those subject to escrow)
204,508,980	31/12/2018 \$0.05 listed Options
30,000,000	07/09/2017 \$0.05 Options
7,500,000	Expire 24 months from allotment (18 January 2018), \$0.07 Options
7,500,000	Expire 24 months from allotment (18 January 2018), \$0.09 Options

Number of securities	Class
7,500,000	Expire 24 months from allotment (18 January 2018), \$0.11 Options
7,500,000	Expire 24 months from allotment (18 January 2018), \$0.13 Options
1	Tranche 1A Convertible Security, expires 36 months after issue (3 January 2020)
1	Tranche 1B Convertible Security, expires 36 months after issue (25 January 2020)

Under the terms of the Convertible Securities, in the event that there is a consolidation of the Company's issued capital, Conversion Price B (as was set out in the notice of meeting dated 16 December 2016 and as noted in Attachment 1), and the base price (being the floor price at which the Convertible Securities Agreement may be terminated by the Investor) shall be reduced or, as the case may be, increased, in the same proportion as the issued capital of the Company is consolidated. The other conversion price that may apply to the Tranche 1A Convertible Security and the Tranche 1B Convertible Security is not fixed, but is instead calculated with reference to the VWAP per Share and as such it does not need to be amended to reflect the Consolidation. Accordingly, in the event that the Consolidation takes place, the Conversion Price B will change from \$0.05 to \$0.1 and the base price will change from \$0.016 to \$0.032.

The terms of each of the classes of Options listed in the table above state that, in the event of any reorganisation (including a consolidation) of the issued capital of the Company, the number of Options, the exercise price of the Options or both will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of the reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Options that are not conferred on Shareholders. Accordingly, in the event that the Consolidation takes place, the number of Options on issue will be halved while the exercise price of each Option will be doubled.

Following the Consolidation, assuming the JCT Shares and the Future Placement Shares have not yet been issued and there has been no conversion of the Convertible Securities and no exercise of the existing Options, the issued capital of the Company will be as follows:

Number of securities	Class
1,115,032,064	Ordinary fully paid shares (including those subject to escrow)
102,254,490	31/12/2018 \$0.10 listed Options

Number of securities	Class
15,000,000	07/09/2017 \$0.10 Options
3,750,000	Expire 24 months from allotment (18 January 2018), \$0.14 Options
3,750,000	Expire 24 months from allotment (18 January 2018), \$0.18 Options
3,750,000	Expire 24 months from allotment (18 January 2018), \$0.22 Options
3,750,000	Expire 24 months from allotment (18 January 2018), \$0.26 Options
1	Tranche 1A Convertible Security, expires 36 months after issue (3 January 2020)
1	Tranche 1B Convertible Security, expires 36 months after issue (25 January 2020)

Note: The figures above are subject to adjustments for rounding of fractional entitlements, and assume no other Shares are issued and existing Options and the Convertible Securities are not exercised or converted prior to the Consolidation.

6.6 Tax implications

The Company has not considered any taxation implications for Shareholders that will arise out of the Consolidation, and accordingly advises Shareholders to seek independent tax advice in relation to the effect of the Consolidation. Neither the Company nor the Board accept any responsibility for any individual taxation implications arising out of the Consolidation.

6.7 Indicative timetable for Consolidation

If Resolution 7 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (item 8) of the ASX Listing Rules):

Event	Indicative Date
Company announces proposed Consolidation and sends out Notice of Meeting.	26 April 2017
The Meeting is held and result of Consolidation announced.	30 May 2017
Last day for trading in pre-Consolidation Shares.	31 May 2017
Post-Consolidation trading starts, on a deferred settlement basis.	1 June 2017

Event	Indicative Date
Last day for Company to register transfers on a pre-Consolidation basis.	2 June 2017
First day for Company to send notice to each holder detailing the change in their details of holdings. First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	5 June 2017
Issue date. Deferred settlement market ends. Last day for Securities to be entered into holders' Security holdings. Last day for the Company to send notice to each holder of the change in their details of holdings.	9 June 2017

The above dates are indicative only and may be subject to change by the Company. Any changes to the above dates will be announced to the ASX.

6.8 Directors' recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

7. Definitions

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

ASIC means the Australian Securities & Investments Commission.

ASX means the ASX Limited.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which banks are open for business in Adelaide.

Company or **Xped** means Xped Limited ACN 122 203 196.

Constitution means the constitution of the Company from time to time.

Convertible Securities Agreement means the agreement between Xped Limited and L1 Capital Global Opportunities Master Fund dated 16 November 2016 (as varied) which provided for the issue of the Convertible Securities.

Convertible Securities means collectively the Tranche 1A Convertible Securities, Tranche 1B Convertible Securities, Tranche 2 Convertible Securities and Tranche 3 Convertible Securities.

Corporations Act means the Corporations Act 2001 (Cth).

Explanatory Memorandum means the explanatory statement accompanying this Notice.

Future Placement means the issue of the Future Placement Shares to raise up to \$7,500,000.

Future Placement Shares has the meaning given to that term in the Notice of Meeting in respect of Resolution 3.

Investor means L1 Capital Global Opportunities Master Fund.

JCT Group means JCT Healthcare Pty Ltd ACN 138 535 636 and Jackson Care Technologies Pty Ltd ACN 102 545 906.

JCT Shares has the meaning given to that term in the Notice of Meeting in respect of Resolution 2.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Meeting means the General Meeting of the Company to be held on 30 May 2017 as convened by the Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting of which this Explanatory Memorandum forms part.

Options means options to subscribe for Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Resolutions means the resolutions set out in the Notice of Meeting.

Shares means fully paid ordinary shares in the Company from time to time.

Shareholder means a shareholder of the Company.

Share Sale Agreement means the agreement entered into on 4 July 2016 by Xped Healthcare Pty Ltd, Bernard Edward Jackson as trustee for the Eddie Jackson Family Trust, JCT Healthcare Pty Ltd, Jackson Care Technologies Pty Ltd, Bernard Edward Jackson and Xped Limited.

SPP means the share purchase plan undertaken by the Company as announced on 16 November 2016.

VWAP means the volume weighted average market price of Shares as traded on ASX.

Tranche 1A Convertible Securities means the tranche 1A convertible securities issued to the Investor on 3 January 2017 with an issue price of \$1,800,000 and an initial face value \$2,000,000 and otherwise on the terms set out in Attachment 1.

Tranche 1B Convertible Securities has the meaning given to that term in the notice of meeting dated 16 November 2016 and **Tranche 2 Convertible Securities** and **Tranche 3 Convertible Securities** have corresponding meanings.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Ms Julie Edwards (Company Secretary), Level 6, 412 Collins Street Melbourne, Victoria 3000

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to the address listed below, or the Automic Registry Services, Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010 not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Xped Limited
Level 6, 412 Collins Street
Melbourne Vic 3000
Ph. (03) 9642 0655
Fax. (03) 9642 5177

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Adelaide time) on 28 May 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document 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.

Attachment 1 – Summary of terms of Tranche 1A Convertible Security

Issuer	The Company.
Face Value	\$2,000,000 on Issue Date.
Purchase Price	90% of the face value (\$1,800,000).
Conditions	<p>Usual draw down conditions applies with the following additional conditions precedent:</p> <ol style="list-style-type: none">1. Tranche 1A Closing, lodgement of a s713 prospectus offering the convertible securities and options noted below (Prospectus) and the investor having applied for such securities under the Prospectus.
Issue date	3 January 2017
Interest Rate and Payment	8.35% per annum payable quarterly.
Maturity Date	36 months after the date of issue.
Conversion Right	<p>The Tranche 1A Convertible Securities may be converted into Shares in accordance with the conversion formula at any time from date of issue of the note until the Maturity Date.</p> <p>The Conversion Shares must be issued within one Business Day of receipt of a Conversion Notice subject to compliance with all applicable laws and the Listing Rules.</p> <p>Each Conversion Share will rank equally with the then existing Shares of the Company.</p>
Conversion Price	<p>At the election of the Investor, in its sole discretion either:</p> <ol style="list-style-type: none">1. 120% of the average of the two lowest daily VWAPs per Share during the five consecutive Trading Days immediately prior to the relevant Conversion Notice Date, rounded down to the nearest 1/10th of a cent (Conversion Price A); or2. for a maximum of up to 50% of the Face Value of Convertible Securities issued on the Tranche 1A Closing, \$0.05 (Conversion Price B), <p>subject to usual adjustments and that prior to the shareholder approval being obtained, the conversion price for the Tranche 1A Closing will be no less than \$0.008. If shareholder approval hasn't been obtained prior to conversion of the Tranche 1A Closing and the applicable Conversion Price would have been less than \$0.008 but for this restriction, the Company will pay the investor the difference in cash.</p>

Conversion Formula	<p>$N = CA/IP$</p> <p>Where:</p> <p>N is the number of Conversion Shares to be issued.</p> <p>CA is the Conversion Amount subject to adjustment as noted below.</p> <p>IP is the Issue Price.</p> <p>In the event that the investor elects to undertake a conversion and the Conversion Price A has been elected, the Conversion Amount shall be adjusted to include the aggregate amount of the interest that would have been payable on the Conversion Amount of the Convertible Security through to the maturity date, if the Conversion Amount had not been converted, and the Company had made all payments of interest as they fell due. By way of example, if there are 24 months remaining to maturity, the Conversion Amount will increase by 16.7% of outstanding Face Value of the relevant Convertible Securities.</p>
Redemption of Note	<p>The Company must redeem the Convertible Securities and pay all moneys owing under the Convertible Securities on the Maturity Date, unless it elects to convert the outstanding notes which it may only do if the VWAP on the day prior to the Maturity Date is at least \$0.05.</p> <p>The Company may also redeem each note within 90 days of issue by payment of 110% of the Face Value then outstanding.</p>
Investor's Early Repurchase Right	<p>Subject to shareholder and all other approvals being obtained, the Investor will have a right to require, on and from 15 August 2017, the early re-purchase by Xped of all or part of the amount outstanding in respect of the Tranche 1A Convertible Securities on issue to the maximum amount of \$1,000,000 (being the remaining face value of the Tranche 1A Convertible Securities as at 13 February 2017).</p>
Events of Default and covenants	<p>Usual events of default and covenants apply. These include:</p> <ol style="list-style-type: none"> 1. a representation, warranty, covenant or statement made by the Company being inaccurate, false or misleading in any material respect; 2. failing to pay any amount payable when due and continuing to fail to pay within five Business Days of being notified of such failure in writing; 3. a group company suffering various insolvency events; 4. a group company takes action to reduce its capital or pass a resolution referred to in section 254N(1) of the Corporations Act; 5. Shares issued to the Convertible Securities Holder are not quoted on ASX by the third Business Day following the date of their issue; 6. the Company fails to lodge any Appendix 3B in respect of an issue of Shares to the Convertible Securities Holder within one Business Day of the issue of the Shares; 7. after the date of entering the Convertible Securities Agreement, the Shares are suspended from trading on the ASX for more than 10 days in any 12 month period; 8. a stop order, cessation of quotation, or removal of the Company or the Shares from the ASX Official List has been requested by the Company or imposed by ASIC, the ASX, or any other Governmental Authority or regulatory body with respect to public trading in the Shares on the ASX); 9. any of the conditions to draw down have not have been fulfilled in a timely

	<p>manner by the time prescribed therein where those conditions have not previously been waived by the Investor in any respect;</p> <ol style="list-style-type: none"> 10. a default judgment of an amount of \$500,000 or greater is entered against any Group Company; 11. an event occurs or a circumstance comes to subsist which would in the reasonable opinion of the Investor be likely to have a material adverse effect on the group as a whole; 12. there is a failure or delay in obtaining a Listing Rule approval, such that it is not possible for the Company to issue conversion Shares to the Investor without breaching Listing Rule 7.1; 13. the Company fails to perform, comply with, or observe, any other material term, covenant, undertaking, obligation or agreement under the Convertible Securities Agreement if incapable of remedy and if capable of remedy, fails to rectify such failure within five Business Days of being notified of such failure in writing. <p>If any event of default has occurred and is continuing, L1 Capital Global Opportunities Master Fund may declare, by written notice to the Company, the amount outstanding and all other amounts payable by the Company to be immediately due and payable and/or terminate the Convertible Securities Agreement, by notice to the Company.</p>
Rights of holder	<p>The Convertible Securities will not carry a right to vote at meetings of the Company prior to any conversion of the Convertible Securities into Shares, nor will it carry any entitlement to participate in future issues of securities by the Company.</p>



Xped Limited | ABN 89 122 203 196

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Vote by Proxy

XPE:

Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **9.30am (Adelaide Time) on Tuesday, 30 May 2017 at The Watson, 33 Warwick Street, Walkerville, South Australia, 5081** hereby:

Appoint the Chairman of the Meeting (Chair) 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 so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Approval of variation of terms of the Tranche 1A Convertible Securities to permit early Repayment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for the issue of Shares to Martin Despain or nominees as part of the Future Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue JCT Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval for the issue of Shares to Wenjun Shen or nominees as part of the Future Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Future Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Consolidation of Share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for the issue of Shares to Athan Lekkas or nominees as part of the Future Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 9.30am (Adelaide time) / 10.00am (AEST) on Sunday, 28 May, 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



ONLINE

<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010



ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1- APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.



Xped Limited | ABN 89 122 203 196

All Registry Communications to:



PO Box 2226, Strawberry Hills, NSW 2012
1300 288 664 (within Australia)
+61 (0)2 9698 5414 (outside Australia)
hello@automic.com.au
www.automic.com.au

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

XPED PROGRESSES TO MORE SUSTAINABLE AND EFFICIENT SECURITYHOLDER COMMUNICATION

As part of Xped Limited's commitment to improving Securityholder value, we encourage you to elect to receive all Securityholder communications electronically.

By choosing this option you will:

- **Support the company that you hold an ownership in save on the many thousands of dollars it must spend on printing and postage costs each year;**
- **Receive your investor communication faster and in a more secure way;**
- **Help the environment through the need for less paper**



To update your details online, you can scan the barcode above with your tablet or mobile device or you can enter the following link into your browser <https://investor.automic.com.au/#/home>.

Alternatively provide us with your email address in the space below and return this form to our share registry by email to hello@automic.com.au or by fax to +61 2 8583 3040

My email address is:

Yours Sincerely

Athan Lekkas
Chairman