



## NOTICE OF GENERAL MEETING

**TIME:** 11:00am AEST

**DATE:** 26<sup>th</sup> April 2018

**PLACE:** Offices of Coghlan Duffy & Co  
Level 42, Rialto South Tower  
525 Collins St  
Melbourne VIC 3000

### **Important notice**

This Notice of General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the General Meeting of Activistic Limited to assist Shareholders to determine how to vote on the Resolutions set out in the accompanying Notice. Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [companysecretary@plusconnect.com.au](mailto:companysecretary@plusconnect.com.au).

## Contents

## Page

Business of the General Meeting

3

Explanatory Memorandum

5

Glossary

11

Annexure A

12

Proxy Form

Attached

## Notice of General Meeting of Shareholders of Activistic Limited

Notice is hereby given that a meeting of the Shareholders of Activistic Limited (ACN 007 701 715) (**Activistic** or the **Company**) will be held:

- on 26 April 2018 at 11:00am AEST
- at the offices of Coghlan Duffy & Co at Level 42, Rialto South Tower, 525 Collins St, Melbourne VIC 3000

# Important Information

## Your vote is important

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

## Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm (AEST) on 24 April 2018.

## Voting in person

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

## Voting online

To vote online, please go to <https://investor.automic.com.au/#/loginsah> and follow the instructions on your Proxy Form.

## Voting by proxy

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

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

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

## Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote the particular Resolution. If an appointment of a proxy specifies the way the proxy is to vote on the Resolution:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the appointed proxy is not the Chair and at the Meeting, a poll is duly demanded on the Resolution and either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

## Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed Certificate of Appointment of Corporate Representative. Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on the Resolution. A Certificate is available upon request from the Share Registry.

Appointments may be lodged in advance of the Meeting with the Company's Share Registry or handed in at the Meeting when registering.

# BUSINESS OF THE GENERAL MEETING

---

## 1. Resolution 1 – Approval of Prior Issue of Tranche 1 Shares

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

*“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 62,500,000 Shares on 12 February 2018 on the terms and conditions as set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who participated in the issue of Shares the subject of this Resolution or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

---

## 2. Resolution 2 – Approval of Issue of Tranche 2 Shares

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

*“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 187,500,000 Shares (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Shares under this Resolution (except a benefit solely by reason of being a security holder) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chair 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

---

## 3. Resolution 3 – Approval of Issue of Options

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

*“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,830,000 Options (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of New Options under this Resolution and any person who might obtain a benefit (except a benefit solely by reason of being a security holder) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the Chair 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.

The Chair intends to vote all undirected proxies in favour of this Resolution.

---

## 4. Resolution 4 – Change of Company name

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

*“THAT, for the purposes of sections 136(2) and 157(1)(a) of the Corporations Act and for all other purposes, with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration:*

(a) *the name of the Company be changed to Plus Connect Limited; and*

---

(b) *all references to the Company's name in the Constitution be replaced with references to Plus Connect Limited."*

The Chair intends to vote all undirected proxies in favour of this Resolution.

---

**5. Other Business**

To transact any other business which may legally be brought before the Meeting.

---

**Dated: 26 March 2018**  
**By order of the Board**

**Charly Duffy**  
**Company Secretary**

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders in relation to the business to be conducted at the Meeting.

---

## 1. Resolutions 1 and 2 – Ratification of Tranche 1 Shares and Approval of Issue of Tranche 2 Shares

### 1.1 General

On 12 February 2018, the Company announced that (among other things) it had received firm commitments to raise \$2.5 million (before costs) through a private placement of Shares to various unrelated, professional and sophisticated investors (**Placement**). The Placement involves the issue of 250,000,000 new fully paid ordinary shares (**Placement Shares**) at \$0.01 per Placement Share, comprised of the following:

- (a) 62,500,000 Placement Shares (**Tranche 1 Shares**) issued on 12 February 2018 under the Company's existing placement capacity under ASX Listing Rule 7.1; and
- (b) 187,500,000 Placement Shares (**Tranche 2 Shares**) to be issued subject to Shareholder approval.

The proceeds of the Placement will be used for working capital requirements (including the payment of creditors) and to fund the Company's Re-compliance.

The Tranche 1 Shares were issued under the Company's 15% Placement Capacity. The issue of the Tranche 1 Shares did not breach ASX Listing Rule 7.1.

Resolution 1 seeks the ratification of the issue of the Tranche 1 Shares pursuant to ASX Listing Rule 7.4 to refresh the Company's ability to issue that number of securities under its 15% Placement Capacity in the future without seeking Shareholder approval in accordance with ASX Listing Rule 7.1.

The Tranche 2 Shares have not been issued. Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Tranche 2 Shares which, if approved, will allow the Company to issue that number of securities in the future without affecting the Company's 15% Placement Capacity.

### 1.2 ASX Listing Rules 7.1 and 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that the Company may issue without Shareholder approval in any 12 month period to 15% of its issued share capital as at the date that is 12 months prior to the issue date (**15% Placement Capacity**).

ASX Listing Rule 7.4 allows for Shareholders to subsequently approve an issue of securities, provided the issue did not breach ASX Listing Rule 7.1 at the time of issue.

Shareholders are being asked to ratify the issue of the Tranche 1 Shares in accordance with ASX Listing Rule 7.4 and approve the issue of the Tranche 2 Shares in accordance with ASX Listing Rule 7.1.

If the issue of Tranche 1 Shares is approved pursuant to ASX Listing Rule 7.4, the Company's capacity to issue that number of securities under its 15% Placement Capacity will be restored. Similarly, approval of the issue of the Tranche 2 Shares will allow the Company to issue such Shares without using the Company's 15% Placement Capacity.

The Directors consider it prudent to retain the flexibility and capacity to issue further securities if circumstances require under ASX Listing Rule 7.1.

### 1.3 Technical information required by ASX Listing Rule 7.5 in respect of Resolution 1

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of Shares for which Shareholder approval is being sought under Resolution 1 is 62,500,000 Shares;
- the Tranche 1 Shares were issued at a price of \$0.01 per Placement Share;
- from their date of issue, the Tranche 1 Shares were, and will continue to be, unquoted until the ASX determines whether any escrow restrictions will be applied in connection with the Company's Re-compliance. The Tranche 1 Shares rank equally with the Company's existing Shares in all other respects;
- the Tranche 1 Shares were issued on 12 February 2018 to several unrelated, sophisticated and institutional investors who satisfied the definitions contained in sections 708(8) and 708(11) of the Corporations Act;
- the funds raised have been, and will continue to be, used for working capital requirements (including the payment of creditors) and to fund the Company's Re-compliance; and
- a voting exclusion statement is included in this Notice.

## 1.4 Technical information required by ASX Listing Rule 7.3 in respect of Resolution 2

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- the maximum number of Tranche 2 Shares for which Shareholder approval is being sought under Resolution 2 is 187,500,000;
- the Tranche 2 Shares will be issued on 27 April 2018 and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the issue price of the Tranche 2 Shares will be \$0.01 per Placement Share;
- the Tranche 2 Shares will be issued to various unrelated, professional and sophisticated investors who satisfy the definitions contained in sections 708(8) and 708(11) of the Corporations Act;
- from their date of issue, the Tranche 2 Shares will be unquoted until the ASX determines whether any escrow restrictions will be applied in connection with the Company's Re-compliance. The Tranche 2 Shares rank equally with the Company's existing Shares in all other respects;
- the funds will be used for working capital requirements (including the payment of creditors) and to fund the Company's Re-compliance; and
- a voting exclusion statement is included in this Notice.

## 1.5 Board Recommendation

The Board recommends that you vote in favour of each of Resolutions 1 and 2.

---

## 2. Resolution 3 – Approval of Issue of Options

### 2.1 General

The Company has agreed, subject to obtaining shareholder approval, to issue a total of 4,830,000 unlisted Options (on a pre-Consolidated basis) (**New Options**) to several unrelated parties in consideration for services provided to the Company in connection with the Placement.

### 2.2 Consolidation

As announced on 12 February 2018, ASX has confirmed that the Company will not be eligible for a waiver from ASX Listing Rule 2.2 condition 2 to allow its securities to be re-admitted at a price which is less than \$0.20 per Share. Accordingly, the Company will be required to consolidate its issued capital at a ratio of 20:1 (**Consolidation Ratio**) to ensure that the price of its securities (including the exercise price of its issued options) will be at least \$0.20 on reinstatement of the Company's securities to quotation on the ASX (**Consolidation**). In connection with the Company's Re-compliance, the Company will seek shareholder approval for the Consolidation.

#### Effect of Consolidation on the number of New Options to be issued

The New Options will be subject to the Consolidation Ratio and, accordingly, if the Consolidation is approved by Shareholders, the New Options will be consolidated to 241,500 New Options.

#### Effect of Consolidation on the exercise price of each New Option

The exercise price per New Option will be \$0.01 (on a pre-Consolidated basis). If the Consolidation is approved by Shareholders, the exercise price of the New Options will be \$0.20 (on a post-Consolidation basis).

### 2.3 ASX Listing Rule 7.1

Shareholders are being asked to approve the issue of the New Options in accordance with ASX Listing Rule 7.1. If the issue of the New Options is approved pursuant to ASX Listing Rule 7.1, the Company can issue that number of securities in the future without affecting its 15% Placement Capacity.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2 of this Explanatory Memorandum.

### 2.4 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- the maximum number of New Options to be issued is 4,830,000 (on a pre-Consolidation basis). If the Consolidation is approved by Shareholders, these New Options will be consolidated to 241,500 New Options;
- the New Options will be issued on 27 April 2018 and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the New Options will be issued for nil cash consideration as they are to be issued in consideration for services provided to the Company in connection with the Placement;

- the New Options will be issued to several unrelated, sophisticated and institutional investors;
- the terms of the New Options are as follows:
  - the exercise price will be \$0.01 (on a pre-Consolidation basis). If the Consolidation is approved by Shareholders, the exercise price of the New Options will be \$0.20 (on a post-Consolidation basis)
  - the expiry date is three years from the date of issue of the New Options; and
  - such other terms as detailed in Annexure A;
- given the New Options are to be issued as consideration for services provided in connection with the issue of Tranche 2 Shares, no funds will be raised by the issue of the New Options. Any funds raised from the exercise of the New Options will be used for working capital; and
- a voting exclusion statement is included in this Notice.

## **2.5 Board Recommendation**

The Board recommends that you vote in favour of Resolution 3.

---

## **3. Resolution 4 – Change of Company name**

### **3.1 General**

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Plus Connect Limited. The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's Constitution to reflect the change of name.

The Board believes that the change of name is necessary to more accurately reflect the proposed future operations of the Company.

Resolution 4 is a special resolution and, therefore, requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

### **3.2 Board Recommendation**

The Board recommends that you vote in favour of this Resolution.

# GLOSSARY

**15% Placement Capacity** has the meaning ascribed to it in Section 1.2 of the Explanatory Memorandum.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

**Associate** has the meaning given to it in the Corporations Act.

**Board** means the current board of Directors.

**Capital Raising** means the equity raising to be completed by the Company pursuant to a prospectus issued to satisfy ASX Listing Rule 1.1 Condition 3 in relation to the Re-compliance.

**Chair** means the chairperson of the Meeting.

**Company** or **Activistic** means Activistic Ltd ACN 007 701 715.

**Consolidation** has the meaning given to it under Section 2.2 of the Explanatory Memorandum.

**Constitution** means the constitution of the Company.

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

**Directors** means the current directors of the Company.

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

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

**New Options** means the Options to be issued under Resolution 3.

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

**Option** means an option to subscribe for a Share.

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

**Re-compliance** means the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

**Resolution** means the resolution set out in the Notice.

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

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

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

**Tranche 1 Shares** means 62,500,000 Shares issued on 12 February 2018.

**Tranche 2 Shares** means 187,500,000 Shares proposed to be issued, subject to Shareholder approval of Resolution 2.

**VWAP** means volume weighted average price.

## ANNEXURE A – KEY NEW OPTION TERMS (RESOLUTION 3)

The material terms and conditions of the New Options the subject of Resolution 3 are as follows:

<b>Number of New Options</b>	4,830,000 (on a pre-Consolidated basis). If the Consolidation is approved by Shareholders, the New Options will be consolidated to 241,500 New Options.
<b>Exercise Price</b>	\$0.01 (on a pre-Consolidated basis). If the Consolidation is approved by Shareholders, the exercise price of the New Options will be \$0.20 (on a post-Consolidation basis).
<b>Issue Date</b>	The New Options will be issued on 27 April 2018 and in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
<b>Expiry Date</b>	Three (3) years from the Issue Date.

1. The New Options will not be quoted on the ASX.
  2. Subject to compliance with the Corporations Act, the New Options are transferrable to a related party approved by the Company.
  3. The New Options will expire on the Expiry Date, unless exercised by the holder prior to that date.
  4. The New Options may be exercised by the holder after the Issue Date to the Expiry Date (inclusive).
  5. A holder may exercise their New Options by ensuring that the Company receives on, or 1 business day before, the Exercise Date:
    - (a) a written notice of exercise of New Options specifying the number of New Options to be exercised; and
    - (b) a bank cheque or electronic funds transfer for the Exercise Price for the number of New Options being exercised (or such other means of payment acceptable to the Company),
- (Exercise Notice).**
6. Unless the Company expressly provides otherwise in writing, an Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds or a copy of the remittance advice detailing the electronic funds transfer.
  7. Subject to clause 14 and 16 of these terms, each New Option is exercisable into one Share in the Company which will rank *pari passu* with existing Shares.
  8. Any Exercise Notice received by the Company outside the timeframe specified in these terms will not be processed and such New Options will lapse on expiry of the Exercise Date.
  9. The Company will make an application to the ASX for the quotation of Shares issued on exercise of New Options.
  10. Subject to clauses 6 and 8, if the Company receives an Exercise Notice in accordance with clause 5, within 20 business days of delivery of the Exercise Notice, the Company will, subject to the Corporations Act, ASX Listing Rules and the terms of the offer issue to the holder the Shares pursuant to the exercise of the New Options.
  11. There will be no transfer restrictions on Shares issued on exercise of the New Options unless the sale, transfer or disposal of the Shares would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If the sale, transfer or disposal of the Shares issued on exercise of the New Options would require the preparation of a disclosure document, the Company may impose such transfer restrictions on the Shares as required to ensure the Company complies with its obligations under the Corporations Act or ASX Listing Rules.
  12. Holders will not be permitted to participate in any pro-rata issue of securities of the Company without prior

exercise of the New Options.

13. The New Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the New Options.
14. In the event of a reorganisation of the issued capital of the Company, the New Options will be reorganised in accordance with the ASX Listing Rules and in any case in a manner which will not result in any benefits being conferred on the holder which are not conferred on shareholders of the Company and for such purpose the Company may vary the number, exercise price or other terms of the New Options in such a manner as may be necessary to comply with the ASX Listing Rules.
15. In the event of the holder dying (if applicable) prior to the expiry of the New Options, the right of the holder to exercise the New Options will vest in the holder's executor and/or administrator and they will have the same rights to exercise the New Options as the holder would have had during the option period but for the holder's death.
16. The number of Shares to be issued pursuant to the exercise of New Options will be adjusted for bonus issues of Shares made prior to exercise of the New Options so that, upon exercise of the New Options, the number of Shares received by the holder will include the number of bonus Shares that would have been issued if the New Options had been exercised prior to the record date for the bonus issues. The exercise price of the New Options will not change as a result of any such bonus issues.



# GM Registration Card

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

ACTIVISTIC LIMITED | ABN 24 007 701 715

[Name/Address 1]  
[Name/Address 2]  
[Name/Address 3]  
[Name/Address 4]  
[Name/Address 5]  
[Name/Address 6]

# [BARCODE]

**Holder Number:**  
[HolderNumber]

## Vote by Proxy: ACU

Your proxy voting instruction must be received by **11.00am (AEST) on Tuesday, 24th April 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is 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.

#### 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.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT

**Return your completed form:**

**BY MAIL**  
 Automic Registry Services  
 PO Box 2226  
 Strawberry Hills NSW 2012

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

**Contact us – All enquiries to Automic:**

**WEBCHAT**  
<https://automic.com.au/>

**EMAIL**  
[hello@automic.com.au](mailto:hello@automic.com.au)

**PHONE**  
 1300 288 664 (Within Australia)  
 +61 2 9698 5414 (Overseas)

STEP 1: Please appoint a Proxy

**Complete and return this form as instructed only if you do not vote online**

I/We being a Shareholder entitled to attend and vote at the General Meeting of Activistic Limited, to be held at **11.00 am (AEST) on Thursday 26<sup>th</sup> April 2018 at Coghlan Duffy & Co, Level 42, Rialto South Tower, 525 Collins St, Melbourne VIC 3000** 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: Your Voting Direction

Resolutions	For	Against	Abstain
1. Approval of Prior Issue of Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Issue of Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Change of Company name	<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: Sign

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; width: 100%; height: 30px;"></div>	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>	<div style="border: 1px solid black; width: 100%; height: 30px;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Email Address \_\_\_\_\_

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**

[BARCODE]

[HolderNumber]